

NON-PROFIT BYLAWS

ARCHIVAL RESEARCHERS ASSOCIATION

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Missouri and the Articles of Incorporation of Archival Researchers Association. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Missouri, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation/Organization, it shall then be these Bylaws which shall be controlling.

ARTICLE 1 – NAME

The legal name of the Non-Profit Corporation/Organization shall be known as Archival Researchers Association and shall herein be referred to as the “Corporation/Organization.”

ARTICLE 2 – PURPOSE

This Corporation/Organization is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation/Organization is dedicated to improving access to historical records through educational programs for our members, archives administrators, archives staff, and the public. We seek to improve our members’ ability to assist individuals, groups, museums, historical associations, authors, historians, students, and film producers, who need access to records in support of their missions.

ARTICLE 3 – OFFICES

The individual office of the Corporation/Organization shall be located at 1759 Boulder Springs Dr. Apt D, Saint Louis, Missouri 63146.

The Corporation/Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation/Organization may find a need for from time to time, provided that any permanent change of address for the individual office is properly reported as required by law.

ARTICLE 4 – DEDICATION OF ASSETS

The properties and assets of the Corporation/Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation/Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, Director, or officer of this Corporation/Organization. On liquidation or dissolution, all remaining properties and assets of the Corporation/Organization shall be distributed and paid over to an organization dedicated to non-profit purposes, which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE 5 - MEMBERSHIP

Membership Candidates

Any individual or legal entity, private or governmental, interested in promoting the purposes of the Corporation may become a member of the Corporation in accordance with these Bylaws. The Corporation does not restrict membership on the basis of race, color, disability, sex, sexual orientation, religion, or national origin.

Classes of Membership

(a) The Corporation shall have three classes of membership: Individual Members, Business Members, and Sponsor Members (collectively, "Members"). Any person or entity dedicated to the purposes of the Corporation shall be eligible for membership on submitting a membership application and the payment of such dues and fees as apply at the time.

(b) All classes of membership are entitled to:

- 1) Access to all Working Committee working documents, meeting minutes, written contributions, and reports, except for any document containing confidential information which the Board or the Working Committee responsible for such document has determined should be subject to restricted access for legal, operational, or policy reasons;
- 2) Submit Working Committee Contributions.
- 3) Subscribe to all general e-mail lists published by the Corporation; and
- 4) Subscribe to online collaboration sites, subject to any limitations or requirements that may be established by the operators of the site regarding subscriber qualifications and levels of participation.

Individual Members

(a) The Corporation's Individual Members are committed to active participation in the activities conducted by the Corporation to achieve its goals. Principle Members may be currently employed by a member company but, may not be employed by a membership target company or government organization of the Corporation.

(b) Individual Members shall have the right to vote on all matters requiring a vote of the membership, as set forth in these Bylaws. In addition, Individual Members shall have all rights afforded voting members under the Missouri Nonprofit Mutual Benefit Corporation Law.

(c) Individual Members have the right to be considered for an open Board seat. Principle Members on the Board may run and serve as an officer of the Corporation and a Working Committee chair or co-chair. In addition, each Individual Member is entitled to:

- 1) Representation at annual, general, and special meetings of the Members and in Working Committees (to include working groups);
- 2) One (1) vote at all membership meetings (annual, general and special), in all elections (Board) and in all circumstances where a Member may cast a ballot.
- 3) Propose new working groups to address specific issues.
- 4) Have the member's name on the Corporation's WWW site

Business Members

(a) Business (more than one employee), museum, non-profit, or association may consider an annual membership.

(b) Businesses, non-profits, and associations which are members can elect a representative to vote or serve on committees.

(c) The Corporation's Business membership is restricted to industry subject matter experts who have been approved by the Board a Business Member and are not currently employed by a member company or membership target company or government organization of the Corporation.

(d) Business Members must maintain active participation in at least one Working Committee of the Corporation in order to remain a Member unless such participation requirement is waived by the Board.

(e) One (1) vote at all membership meetings (annual, general, and special), in all elections (Board) and in all circumstances where a Member may cast a ballot.

Sponsor Members

(b) Sponsor Members shall have all the rights as Business Members, including the

(a) Sponsors Members will receive a sponsorship link/logo on our homepage.
right to select a representative of the sponsor's Organization to vote or serve on committees.

Membership Participation

Individual Members in good standing will be eligible to attend and participate in all meetings of Members, will be eligible to attend and participate in any Working

Committee that might be formed, will be eligible to participate in any shows, activities, seminars, and conferences, and will be entitled to receive all documentation and materials generated by the Corporation. The business of the Corporation, including meetings of the Working Committees, shall be conducted in accordance with fair and democratic procedures.

Member Working Committees

(a) Working committees (“Working Committees”) may be created by the Board to address specific issues or topics. These Working Committees will be headed by volunteer(s) from Individual Members. The participants will be comprised of qualified representatives of all interested Members as well as any other individuals or groups invited by the committee chair who meet the eligibility requirements.

(b) Members may be requested to provide qualified representatives to further the work of various Working Committees. The Working Committees may organize themselves in any way they deem appropriate in order to complete a given assignment, but in all cases subject to these Bylaws and the policies and procedures of the Corporation. The Working Committees may meet as often as they determine necessary and will be responsible for reporting their progress to the Board. A Working Committee may also adopt rules of procedure dealing with the general operation of the committee, including such matters as procedures for voting, methods of record-keeping, and establishment of subcommittees. Such rules shall be submitted to the Board for review and approval. In the event of any conflict or inconsistency between the approved rules and these Bylaws, these Bylaws shall control.

(c) The Working Committee chair(s) shall be responsible for the generation of documentation related to the activity being pursued. Upon completion of a Working Committee activity, the results will be submitted to the Board.

Dues, Fees, and Assessments

(a) Each member must pay, within the time and on the conditions set forth in these Bylaws, the dues, fees, and assessments. The dues, fees, and assessments shall be equal for all Members of each class, but there may be different dues, fees, and assessments for different classes of Members. Dues, fees, and assessments may be prorated to the renewal date.

(b) Until changed by action of the Board or the Individual Members, the annual dues shall be set by the board at the annual meeting.

(c) The annual dues may be increased by the Board to accommodate increased operating costs resulting from general inflation or expansion of the nature or extent of the Corporation’s activities and programs. Not more than one such increase shall be made during any single fiscal year, and the amount of the increase shall not exceed fifteen percent (15%) of the annual membership dues then being charged to the class of membership subject to the increase. The increase shall be added to the dues payable for a Member on its regular membership renewal date, and written notice of the increase shall be given to the member at least sixty (60) days prior to that date. The

notice shall include a general explanation of the reasons for the increase. Any increase to the annual membership dues above the amount authorized by this section shall be subject to approval by the Individual Members.

Good Standing

Those Members who have paid the required dues, fees, and assessments and who are not suspended shall be Members in good standing. Failure to pay required dues, fees, or assessments may result in loss of membership and all Member privileges and benefits in accordance with the procedures set forth in these Bylaws.

Change of Control

In the event a Member's assets are totally or substantially transferred to another entity through merger, acquisition, or other cause, that member's membership may be transferred to the new entity, provided all appropriate membership documents and the membership application are properly executed in the name of the new entity. Any such transfer of membership shall be subject to approval by the Executive Board. When both entities hold membership, the lowest class of membership is automatically terminated, and the highest class of membership is retained in the name of the surviving entity. The Corporation has no obligation to refund any dues, fees, or assessments in the event of merger or acquisition. In no case shall a merger or acquisition eliminate the obligations of a Member.

Change in Membership

A Member of the Corporation may request a change in its status by written application to the Executive Board. Said Member shall be required to pay prorated dues and assessments for a membership upgrade, receiving prorated credit for the membership dues and assessments which have already been paid for the lower class of membership. Said Member shall receive no refund of dues and assessments for a membership downgrade.

Resignation or Expiration of Membership

- (a) Any Member of the Corporation may withdraw from membership by tendering a written resignation to the Executive Board at any time; provided, however, that no resignation shall relieve a Member from full payment of any and all initiation fees, dues, and special assessments and each and every installment thereof remaining unpaid on the date of tender of resignation.
- (b) A membership which has been issued for a fixed period of time shall automatically expire at the end of such period unless renewed or extended by the Board.

Termination or Suspension of Membership

- 1) Causes of Termination or Suspension. The occurrence of any of the following events shall constitute grounds for termination or suspension of membership in the Corporation:

- 2) **Procedure for Suspension or Revocation of Membership.** Upon the occurrence of any of the events described in paragraph (a) of this Section 3.14, and in addition to any suspension of membership pursuant to Section 3.8 (d), the Board may initiate proceedings for suspension or termination of membership by adopting a resolution of intention to take such action against the affected member. The resolution must be adopted by at least a two-thirds vote of the entire Board. A written notice shall thereupon be given to the affected member stating the action proposed to be taken by the Board (i.e., suspension or revocation of membership) and the facts and circumstances relied upon by the Board as the justification for such intended action. The notice shall also specify the date on which the Board proposes to take such action, which shall be not less than thirty (30) days from the date of the notice. The notice shall further advise the affected member that the member is entitled to an opportunity to be heard, either orally or in writing, prior to the date of the intended action. Upon request by the member, the Board shall schedule a meeting for the purpose of hearing any evidence the member desires to present to the Board in person or through a representative selected by the member. The decision by the Board concerning suspension or revocation of membership shall be final and binding.
- 3) **Loss of Membership Rights.** A Member whose membership is revoked or suspended for any reason shall forfeit any dues or special assessments paid during membership. A suspended Member shall not be considered a Member in good standing during the period of suspension, and shall take no part in any of the activities, funds, property, rights, and interests belonging to the Corporation until such time as such member complies with the requirements for the removal of the suspension and the return to good standing.
- 4) **Reinstatement of Membership After Revocation.** A Member whose membership has been revoked shall be eligible to rejoin the Corporation by submitting a petition to the Board. Such petition must be approved by a two-thirds vote of the entire Board. A former Member shall not be considered for readmission until all arrears in dues and/or other monetary obligations to the Corporation, including assessment of reasonable costs related to the loss and restoration of membership, shall have been paid.
- a. Failure of a Member to pay dues, fees, or assessments by the date they become payable. Occurrence of any event that renders a Member ineligible for membership, or failure to satisfy membership qualifications.
 - b. Bankruptcy or withdrawal from or cessation of business by any Member, which is a legal entity (incorporated or unincorporated).
 - c. Conduct by a Member or by the employees or representatives of a Member which is seriously detrimental to the purposes and goals of the Corporation or in violation of the rules and documented procedures of the Corporation, including but not limited to a violation of these Bylaws.

ARTICLE 6 - MEETINGS OF MEMBERS

General Provisions Concerning Meetings

All meetings of Directors and Members of the Corporation and Working Committees thereof shall be pursuant to a written agenda. Minutes shall be taken of all meetings of the Board of Directors and are encouraged but not essential for Working Committees. The conduct of any meeting shall be limited to subjects within the proper purposes and objectives of the Corporation.

Annual Meeting

The annual meeting of the Members of the Corporation, at the direction of the Board, may be held inside or outside the State of Missouri, shall be on such date and time within sixty (60) days after the close of the Corporation's fiscal year, and at such place, as shall be designated by the Board, as stated in the notice of the meeting. In the absence of such determination of place, Members meetings shall be held at the Corporation's individual office. At the annual meeting, the Individual Members shall elect the Directors to replace all Board Members whose terms are expiring and shall transact such other business as may properly come before the meeting. If the Corporation fails to hold an annual meeting (or circulate a written ballot to the Individual Members for election of Board members) as set forth in this Section 4.2, any Individual Member may petition the superior court of the proper county to order such meeting or ballot, as permitted by law.

General Meetings

General meetings of the Members of the Corporation may be held at any place designated by the President or the Board, upon call by the President or the Board. General meetings are intended to be a vehicle to discuss the work plan of the Corporation and the progress thereof and to solicit member contributions.

Special Meetings

(a) Special meetings of the Members of the Corporation may be called by the President, a majority of the Board, or by Individual Members representing fifty-one of the voting power of the Corporation. A special meeting called by any person (other than the President entitled to call such a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted and submitted to the President, the Secretary, or the Chief Operating Officer of the Corporation. The officer receiving the request shall cause notice to be given promptly to the Members, in accordance with Bylaws, stating that a meeting will be held at a special time and date fixed by the Board; *provided, however*, that the meeting date shall be not less than ten (10) or more than ninety (90) days after receipt of the request. If the notice is not given within ten (10) days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing

in this section shall be construed as limiting, fixing, or affecting the time at which a meeting may be held when the meeting is called by the Board. No business, other than the business of the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting. Minutes of the meeting will be kept and archived by the Secretary.

- (c) The Board has the option to approve a sequence of meetings beyond the (90) day limits in support of a committee wishing to establish a regular schedule. The Board has the option to approve meetings beyond the (90) day limits for the purpose of negotiating lower costs with hotels or other facility providers.

Notice

(a) Written and/or electronic notice of the time and place and purpose of holding any annual meeting or general meeting of the Members of the Corporation shall be given to each member who on the record date of notice is permitted to attend such meeting, not less than ten (10) or more than ninety (90) days prior to the scheduled date for the meeting. The notice of such a meeting will include the proposed agenda for that meeting. All notices shall be given to the member's address on file with the Corporation either personally or by facsimile, electronic mail, first-class, registered, or certified mail. Notice of a meeting need not be given to any Member who signs a waiver of notice, whether before or after the meeting. The attendance of any Member at a meeting in person shall constitute a waiver of notice by that member unless such member is attending solely for the stated purpose of protesting the sufficiency of the notice given for that meeting.

(b) Advance notice of meetings scheduled beyond the ninety (90) day limits may be given for the advance planning and convenience of Members. Such advance notice shall not constitute fulfillment of the requirements for notification prescribed above, and a separate notice of the meeting shall be given in accordance with such requirements.

Quorum

Individual Members representing not less than fifty-one percent (51%) of the voting power shall constitute a quorum for any annual, general or special meeting of Members; *provided, however*, that a meeting attended by Individual Members representing less than fifty-one percent (51%) of the voting power shall constitute a quorum for the purpose of voting only upon matters that were generally described in the notice of that meeting given to the Members. Upon approval by the Board and subject to such restrictions or conditions as the Board may prescribe, Members may attend any meeting by means of teleconferencing, video conferencing, or other electronic means, so long as each member attending the meeting in such fashion is able to hear and participate in the meeting to the same extent as any Member who is physically present at the meeting.

Voting

(a) If a quorum is present, the affirmative vote of a majority of the Individual Members represented at the meeting and entitled to vote thereon shall be the act of the Members. Cumulative voting shall not be authorized for the election of Directors or for any other purpose. The Secretary, or his or her designated representative, will provide to any Individual Member in good standing, upon request, complete voting tallies of any balloted vote, except that ballots for Directors shall remain secret.

(b) No proxy is allowed in voting at any meeting of the Members.

Written Consents

(a) Any action required or permitted to be taken at a meeting of the Members of the Corporation, including the election of directors, may be taken without a meeting and without prior notice upon compliance with Section **Record Date for Member Notice**

(b) Approval by written or electronic ballot pursuant to this section shall be valid if the number of ballots cast equals or exceeds the specified total number of ballots that must be received by a designated time at a meeting authorizing the action.

(c) If action by Members is proposed to be taken without a meeting, the Secretary of the Corporation, or his or her designated representative, shall distribute one written ballot to each Individual Member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section **Notice** of these Bylaws. All solicitations of votes by written ballot shall:

- 1) Describe in reasonable detail the matter to be voted upon by the Members.
- 2) Indicate the number of responses needed to meet the voting participation requirements which shall be equal to the quorum requirements for a meeting.
- 3) State the percentage of approvals necessary (>50% of the ballots cast where the voting participation requirements are met) to pass the measure or measures, and
- 4) Specify the time by which the ballot must be received in order to be counted, which time must afford the member a reasonable opportunity to return the ballot to the Secretary of the Corporation.

Whenever action is taken pursuant to this section, the written consents of the Individual Members consenting thereto shall be filed with the minutes of proceedings of Members and shall be deemed approved or passed if the voting participation requirements and percentage of approval requirements are met.

Record Date for Member Notice

For the purposes of determining which Individual Members are entitled to receive notice of any meeting, to vote, to give consent to corporate action without a meeting, or to take other action, the Board may fix, in advance, a “record date,” which shall not be more than ninety (90) nor fewer than ten (10) days before the date of any such meeting, nor more than sixty (60) days before the date on which ballots are to be

submitted for any proposed action to be taken without a meeting. Only Individual Members of record on the date so fixed are entitled to notice, to vote, to give consents, or take other action, as the case may be.

ARTICLE 7 – BOARD OF DIRECTORS

General Powers and Responsibilities

The Corporation/Organization shall be governed by a Board of Directors (the “Board”), which shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Missouri. The Board shall establish policies and directives governing business and programs of the Corporation/Organization and may delegate to the Executive Director and Corporation/Organization staff (if applicable), subject to the provisions of these Bylaws, authority, and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board shall have up to 11 members, but no fewer than five (5) Board members. The number of Board members may be increased beyond 11 members by the affirmative vote of a two-thirds majority of the then-serving Board of Directors. A Board member need not be a resident of the State of Missouri.

In addition to the regular membership of the Board, representative of such other organizations or individuals as the Board may deem advisable to elect shall be *Ex-Officio Board Members*, which will have the same rights and obligations, including voting power, as the other directors.

Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to “Contracts Involving Board Members and/or Officers” as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Corporation/Organization in any other capacity and receiving compensation for services rendered.

Board Elections

The Governance Committee, if created, shall present nomination for new and renewing Board members at the board meeting immediately preceding the beginning of the next fiscal year.: Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by the unanimous vote of those Board members at a Board meeting at which a quorum is present. If no Governance Committee is created, then this duty shall fall upon another committee created for that

purpose or upon the Board of Directors.

Executive Board

The Executive Board shall consist of the following, and appointments to the Executive Board shall be for the following terms. The President shall serve for a term of three (3) years and a fraction thereof; First Vice-President for a term of two (2) years and a fraction thereof, Second Vice President for a term of one (1) year and a fraction thereof, Secretary for a term of one (1) year and a fraction thereof, Treasurer for a term of one (1) and a fraction thereof.

Board of Directors

The Board of Directors shall consist of the Executive Board and up to six (6) Board Members at Large. Board Members at Large shall serve a term of one (1) year and a fraction thereof. After the expiration of said terms, all board members, including the Executive Board, shall serve for terms of two (2) years.

No person shall serve more than two (2) consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to one (1) additional year(s). No person shall serve more than three (3) consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after two (2) years have passed since the conclusion of such Board member's service.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any director.
- b) The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of a court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the Law dealing with the standards of conduct for a director, or has missed three (3) consecutive meetings of the Board of Directors, or a total of four (4) meetings of the Board during any one calendar year;
- c) An increase in the authorized number of directors; or
- d) The failure of the directors, at any annual or other meetings of directors at which director(s) are to be elected, to elect the full authorized number of directors.

The Board of Directors, by way of the affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the Director to be removed has been notified in writing in the manner set forth in Article 6 – Meetings that such action would be considered at

the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the President of Corporation/Organization, the Secretary of Corporation / Organization, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Missouri is first notified, no director may resign when the Corporation/Organization would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by a unanimous vote of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by a vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that Director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the President, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Removal

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative of a two-thirds majority of then-serving Board members.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The President or a majority of regular Board members may call a special meeting of the Board with two (2) days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, e-mail, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is

unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation/Organization to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand-delivered, e-mailed, or faxed within ten (10) business days after the close of each Board meeting.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Corporation/Organization and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures, and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Board of Directors or Board Committees, a presence of the majority of the board shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and vote results in a tie, then the vote of the President shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting

Each Board member shall only have one (1) vote.

Proxy

Members of the Board shall be allowed to vote by written proxy.

Board Member Attendance

An elected Board Member who is absent from three (3) consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the President his/her commitment to the Corporation/Organization. The Board may deem a Board member who has missed three consecutive meetings without such a reevaluation with

the President to have resigned from the Board.

ARTICLE 8 – OFFICERS

Officers and Duties

The Board shall elect officers of the Corporation/Organization which shall include a President, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer (Chief Financial Officer), and such other officers as the Board may designate by resolution but in no case less than one (1) officer to prepare minutes of the directors' and members' meetings and authenticate the records of the Corporation/Organization. The same person may hold any number of offices. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to the control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the President, and/or Secretary of the Corporation/Organization, without bias or predisposition to all rights, if any, of the Corporation/Organization under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received, or at any time later, as may be specified within the resignation, and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause shall be filled in accordance with the herein prescribed Bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

President (Chief Executive Officer)

It shall be the responsibility of the President (Chief Executive Officer), when present, to preside over all meetings of the Board of Directors and Executive Board. The President (Chief Executive Officer) Board is authorized to execute, in the name of the Corporation/Organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation/Organization, except when required by law that the President's signature must be provided.

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the Corporation/Organization, subject to the control, advice, and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Corporation/Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Board of Directors may place the President under a contract of employment where appropriate. The President shall be empowered to act, speak for, or otherwise represent the Corporation/Organization between meetings of the Board. The President shall be responsible for the hiring and firing of all personnel and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Corporation/Organization, to execute in the name of the Corporation/Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation/Organization, and to negotiate any and all material business transactions of the Corporation/Organization.

Vice President – First and Second

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Corporation/Organization, which are required to be kept at the individual office of the Corporation/Organization, and shall act as Secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Corporation/Organization and shall see that the seal of the Corporation/Organization, if any, is affixed to all documents, the execution of which on behalf of the Corporation/Organization under its seal is duly authorized in accordance with the provisions of these bylaws.

Treasurer (Chief Financial Officer)

It shall be the responsibility of the Treasurer to keep and maintain or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation/Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation/Organization, as may be ordered by the Board of Directors, and shall render to the President, and directors, whenever they request it, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the Corporation/Organization.

The Treasurer shall give the Corporation/Organization a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for the faithful performance of the duties of the Treasurer's office and for restoration to the Corporation/Organization of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Corporation/Organization shall pay the cost of such a bond.

ARTICLE 9 – COMMITTEES

Committees of Directors

The Board of Directors may, from time to time, and by resolution adopted by a majority of the directors then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such committee shall consist of at least two (2) directors and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on or remove the members of the Board of Directors or any committee that has the authority of the Board.
- c) Fix compensation of the directors serving on the Board or on any committee.
- d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.

- e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- f) Appoint any other committees of the Board of Directors or their members.
- g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Corporation/Organization otherwise than in the usual and regular course of its business; or revoke any such plan.
- h) Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board of Directors, no committee shall compel the Corporation/Organization in a contract or agreement or expend Corporation/Organization funds.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 - Committees of these Bylaws concerning meetings and actions of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporation/Organization records. The Board of Directors may adopt rules not consistent with the provisions of these bylaws for the governance of any committee.

If a director relies on information prepared by a committee of the Board on which the Director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) directors or employees of the Corporation/Organization whom the Director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the Director believes to be within that person's professional or expert competence.

Executive Committee

Pursuant to Article 7 - Committees, the Board may appoint an Executive Committee composed of a minimum of two (2) directors to serve on the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation/Organization between meetings of the Board,

provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 7 - Committee of Directors. The Secretary of the Corporation/Organization shall send to each Director a summary report of the business conducted in any meeting of the Executive Committee.

Finance Committee

The Finance Committee, if created, shall be responsible for making sure the Company/Organization's financial reports are accurate. It shall also oversee the budget and perform other duties like establishing reserve funds, lines of credit, and investments. In the event that the Board should appoint a Finance Committee, the members of said Finance Committee must comprise less than one-half (1/2) of the membership of the Audit Committee, and the Chair of the Finance Committee shall not serve on the Audit Committee.

Communications and Public Relations Committee

If created, a Communications Committee shall handle all matters that relate to communicating with donors, stakeholders, and others. This committee shall also oversee all newsletters, official communications, social media platforms, online presence, and contacts with the media.

Fundraising Committee

The Board, at its sole discretion, may also create a Fundraising Committee which shall ensure and contribute well-planned fundraising initiatives for the Company/Organization. In addition, this committee shall identify potential sources of funds, take an active role in enhancing the Board's awareness of fundraising opportunities, explore opportunities for enhanced public relations and fundraising, and provide an annual review of the performance of the Organization's fundraising plan.

ARTICLE 10 - STANDARD OF CARE

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the Director may serve, in such a manner as the Director deems to be in the best interest of the Corporation/Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the Corporation/Organization whom the Director deems to be reliable and competent in the matters presented.

- b) Counsel, independent accountants, or other persons, as to the matters which the Director deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which Committee the Director deems to merit confidence, so long as in any such case the Director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation/Organization, or assets held by it, are dedicated.

Loans

The Corporation/Organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer unless approved by the Missouri Attorney General; provided, however, that the Corporation/Organization may advance money to a director or officer of the Corporation/Organization or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Conflict of Interest

The purpose of the Conflict of Interest Policy is to protect the Corporation/Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Restriction on Interested Directors

Not more than 0% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Corporation/Organization for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any

violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report, the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The President shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Corporation/Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Corporation/Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to

disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Acknowledgment of Conflict of Interest Policy

Each Director, individual officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict of interest policy.
- b) Has read and understands the policy.
- c) Has agreed to comply with the policy; and
- d) Understands that the Corporation/Organization is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Violation of Loyalty - Self-Dealing Contracts

A self-dealing contract is any contract or transaction (i) between this Corporation/Organization and one or more of its Directors, or between this Corporation/Organization and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or (ii) between this Corporation/Organization and a corporation, firm, or association of which one or more of its directors are directors of this Corporation/Organization. Said

self-dealing shall not be void or voidable because such Director(s) of Corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or Committee which authorizes, approves or ratifies the self-dealing contract, if:

- A. All material facts are fully disclosed to or otherwise known by the members of the Board, and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said interested Director(s));
- B. All material facts are fully disclosed to or otherwise known by the Board of Directors or Committee, and the Board of Directors or Committee authorizes, approves, or ratifies the self-dealing contract in good faith—without counting the vote of the interested Director(s)—and the contract is just and reasonable as to the Corporation/Organization at the time it is authorized, approved, or ratified; or
- C. As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation/Organization at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification

To the fullest extent permitted by law, the Corporation/Organization shall indemnify its “agents,” as described by law, including its directors, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” while said person was acting on behalf of the Corporation and including any action by or in the right of the Corporation/Organization, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

The Corporation/Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Corporation/Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 11 – EXECUTION OF CORPORATE INSTRUMENTS

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Corporation/Organization.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the Corporation/Organization, promissory notes, deeds of trust, mortgages, other evidence of indebtedness of the Corporation/Organization, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Corporation/Organization shall be executed, signed, and/or endorsed by the President, Secretary, Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Corporation/Organization, or in special accounts of the Corporation/Organization, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of the Corporation/Organization, and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of the Corporation/Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation/Organization.

ARTICLE 12 – RECORDS AND REPORTS

Maintenance and Inspection of Articles and Bylaws

The Corporation/Organization shall keep at its individual office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

The Corporation/Organization shall keep at its individual office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

The Corporation/Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the individual office of the Corporation/Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation/Organization shall turn over to his or her successor or the President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Corporation/Organization as have been in the custody of such officer, employee, or agent during his or her term of office.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation/Organization and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

The Corporation/Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Corporation/Organization shall make these financial statements available to the Missouri Attorney General and members of the public for inspection no later than 30 days after the close of the fiscal year to which the statements relate.

Reports

The Board shall ensure an annual report is sent to all directors within 30 days after the end of the fiscal year of the Corporation/Organization, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this Corporation at the end of the fiscal year.
- b) The individual changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of the Corporation/Organization for both general and restricted purposes during the fiscal year.
- d) The information required by the Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000, which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or if there is no such report, the certificate of an authorized officer of the Corporation/Organization that such statements were prepared without audit from the books and records of the Corporation/Organization.

ARTICLE 13 – FISCAL YEAR

The fiscal year for this Corporation/Organization shall end on 31 July.

ARTICLE 14 – AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended, or repealed by a two-thirds majority of the directors then in office. Such action is authorized only at a duly called and held a meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations, therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed by that greater vote.

ARTICLE 15 – CORPORATE/ORGANIZATION SEAL

The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the individual office of the Corporation/Organization. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

ARTICLE 16 – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the term "person" includes a Corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, Myra Miller, certify that I am the current elected and acting Secretary of the benefit Corporation/Organization and the above bylaws are the bylaws of this Corporation/Organization as adopted by the Board of Directors on 03 September 2020, and that they have not been amended or modified since the above.

EXECUTED on this day of 08 September 2020, in the County of Saint Louis in the State of Missouri.

MYRA E. MILLER
(Duly Elected Secretary)


Myra E. Miller (Sep 8, 2020 13:09 CDT)

Signature
(Duly Elected Secretary)

NON-PROFIT GOVERNANCE BY STATE

<i>STATE</i>	<i>DIRECTORS</i>	<i>OFFICERS</i>	<i>MEMBERS</i>
MISSOURI	<ul style="list-style-type: none"> * Number: minimum 3 * Qualifications: natural person; no residency requirement; no membership requirement * Term: default is 1 year, 6 year maximum * Quorum: majority * Committee: minimum 2 directors 	<ul style="list-style-type: none"> * Required: A chairman or president or both, a secretary, a treasurer; others as deemed necessary and appointed by the Board * Other: two or more offices may be held by the same person 	<ul style="list-style-type: none"> * Members: optional * Annual meeting: required * Quorum: 1/10th votes