

## Bylaws

### Missouri Association of Levy Boards and Senior Organizations (A Missouri Nonprofit Benefit Corporation)

#### Article I

##### Name

The name of this organization shall be the **Missouri Association of Levy Boards and Senior Organizations**.

#### Article II

##### Object

The object of this Association shall be to assist and support the members of Missouri Association of Levy Boards and Senior Organizations and other stakeholders through networking, educating, and striving for appropriate legislation affecting Missouri seniors.

#### Article III

##### Offices and Records

###### Section 1. Offices

(a) **Registered Office and Registered Agent.** The location of the registered office and the name of the registered agent of the Corporation in the State of Missouri ("State") shall be such as shall be determined from time to time by the board of directors and on file in the appropriate office of the State pursuant to applicable provisions of law. Unless otherwise permitted by law, the address of the registered office of the Corporation and the address of the business office of the registered agent shall be identical.

(b) **Corporate Offices.** The Corporation may have such corporate offices anywhere within or without the State as the board of directors from time to time may determine or the business of the Corporation may require. The principal office of the Corporation

may be fixed and so designated from time to time by the board of directors, but the location or residence of the Corporation in the State shall be deemed for all purposes to be in the county in which its registered office in the State is maintained.

## Section 2. Records

(a) **Maintenance of Records at Principal Office.** The Corporation shall keep at its principal office original or duplicate books in which shall be recorded the names and addresses of its directors, officers, and members, if any, and the number of votes every member is entitled to vote; minutes of all board meetings, committee meetings, and membership meetings; a record of all board or membership action taken without a meeting; appropriate accounting and financial records (including statements of income and expense); copies of the Articles of Incorporation and these Bylaws and all amendments to every document currently in effect; all written communications to the members; the most recent annual report delivered to the Secretary of State; and any other records or information as may from time to time be required by law.

(b) **Inspection of Records by Third Parties.** Any member, director or recipient or beneficiary of the services or activities of the Corporation may, if entitled by statutory or other legal right, be privileged to inspect and copy the books and records of the Corporation only during the usual and customary hours of business and in such manner as will not unduly interfere with the regular conduct of the business of the Corporation. Such person may delegate the right of inspection to an attorney or other agent on the condition, to be enforced at the option of the Corporation, that such person and such attorney or other agent agree with the Corporation to furnish to the Corporation promptly a true and correct copy of every report with respect to such inspection. No such person shall use, permit to be used, or acquiesce in the use by others of any information so obtained to the detriment of the Corporation.

The Corporation as a condition precedent to such person's inspection of the records of the Corporation may require such person to indemnify the Corporation, in such manner and for such amount as may be determined by the board of directors, against any loss or damage which may be suffered by it arising out of or resulting from any unauthorized disclosure made or permitted to be made by such person of information obtained in the course of such inspection.

## Article IV Members

### Section 1. **Membership.**

Every person or entity who meets the qualifications set forth below shall be a member of this Association.

### Section 2. **Voting Rights**

The Association shall have two (2) classes of voting memberships:

(1) **Class A.** Class A members shall be all directors and staff of Senior Citizens Service Funds formed pursuant to Missouri Revised Statutes Sec. 67.990 to 67.995 in the counties of Missouri and the City of St. Louis, Missouri, and directors and staff of Missouri Area Agencies on Aging formed pursuant to the 1973 amendments to the Older Americans Act, 42 U.S.C. ch.35 3001 et seq.

(2) **Class B.** The Class B member shall hold associate membership without voting privileges or ability to serve on the governing board of directors of the Corporation; shall be authorized and permitted upon payment of the associate membership fee to the Treasurer of this Association to receive all notices of meeting and attend the same.

### Section 3. **Dues**

#### **A. Annual dues shall be**

1. Regular Membership (Class A): \$100
2. Associate Membership (Class B): \$50

B. Dues are payable annually on February 1 and if not paid, are delinquent on April 1. Membership shall be forfeited if dues are not paid by May 1.

C. A member who forfeits membership for nonpayment of dues may be reinstated by paying current dues.

## Article V Meetings of Members

### **Section 1. Annual Meeting**

An annual meeting of the members shall be held at 10 o'clock in the forenoon on the second Tuesday in the month of September in every year beginning with the year 2021, for the transaction of such business as may come before the meeting.

### **Section 2. Place of Meetings**

The board of directors may designate any place, either within or without the State of Missouri, as the place of meeting for any annual meeting, or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation.

### **Section 3. Notice of Meetings**

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered personally, by email, or by mail to the last known address of every member at least one month prior to the meeting.

### **Section 4. Quorum**

At any annual or special meeting those members present shall constitute a quorum at such meeting.

### **Section 5. Adjourned Meetings**

Any membership meeting may be adjourned from time to time until its business is completed and the members present at any meeting or any adjourned meeting, though less than a quorum, may adjourn from time to time to a specified date not longer than ninety (90) days after such adjournment, without notice other than announcement at the meeting, until a quorum shall be obtained.

### **Section 6. Proxies**

At any meeting of the members, the members entitled to vote at such meeting may be represented by proxy, evidence of which shall be in writing and exhibited to the proper officers.

### **Section 7. Inspectors**

At meetings of the members, inspectors of election shall be required only upon the request of the holders and/or proxies or holders of a majority of the membership represented at such meeting, and, unless so required, shall not be

required. Section 8. **Waiver of Notice**

Any member may waive notice of any meeting, either in writing or by telegram, email or facsimile and whether the member attends a meeting or not; and the presence of the member in person or by proxy at any membership meeting shall be a waiver of notice herein or by law provided for, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **Article VI**

### **Board of Directors**

#### **Section 1. General Powers**

The original incorporators shall appoint the regional vice presidents as the first Board of Directors. The members of the Board first appointed shall serve for terms of three (3) years. Thereafter, members shall be elected for three- (3) year terms.

Despite the expiration of a director's term, however, the director shall continue to serve until the director's successor is elected, designated, or appointed and qualifies, or until there is a decrease in the number of directors. The board may increase or decrease the number of directors at any time, but in no case shall it consist of more than fourteen (14) directors nor fewer than three directors. If such an increase occurs, the board shall, as closely as possible, divide the number of new directors among a staggered group of directors. If such a decrease occurs, expiring terms shall not be filled until the new number of directors is achieved.

#### **Section 2. Election of Successors**

Every year at the annual meeting, the remaining board directors whose terms have not expired shall elect new directors to replace the directors whose terms have expired; provided, however, such new directors shall not take office until January 1 following

such election. Directors may be re-elected for two (2) successive three- (3) year terms. After being re-elected for two (2) successive terms, a director may not be re-elected for one (1) year.

Notwithstanding the foregoing, the State officers and the Regional Vice Presidents shall be members of the Board of Directors.

### **Section 3. Powers of the Board**

Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the supervision of, the board of directors.

The corporate powers include the power to do all things necessary or convenient to carry out the Corporation's affairs. Notwithstanding the foregoing, (a) all income and property of the Corporation shall be applied exclusively for its not-for-profit purposes; and (b) the Corporation shall not conduct or carry on any activities not permitted to be carried on by an organization except under Section 501(c)6 of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (collectively, the "Code.")

### **Section 4. Regular Meetings**

A regular annual meeting of the Board of Directors shall be held at the principal office of the Corporation at 1:00 P.M. on the Second Monday in the month of September of every year.

The board of directors may provide by resolution the time and place, either within or without the State of Missouri, for the holding of additional regular meetings of the board without other notice than such resolution.

### **Section 5. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Missouri, as the place for holding any special meeting of the board called by them.

### **Section 6. Notice**

Notice of any meeting of the board of directors shall be given at least seven (7) days prior thereto by written notice delivered personally or sent by email, facsimile or by mail to every director at the director's address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

#### Section 7. **Quorum**

A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

#### Section 8. **Manner of Acting**

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

#### Section 9. **Vacancies**

Any vacancy occurring in the Board of Directors for any directorship to be filled shall be filled by the board of directors. A director selected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office. The vacancy shall be filled by someone else from the same region.

#### Section 10. **Compensation**

Directors as such shall not receive any stated salaries for their services, but by

resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the board; but nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

## Article VII Officers

### Section 1. Officers

The officers of the Association shall be duly elected or appointed directors and shall be a President, a Vice President, a Secretary and a Treasurer. The Board of Directors may elect or appoint such other officers, who need not be directors, as the board shall deem desirable, such officers to have the authority to perform such duties as are prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person except the offices of President and Vice President.

### Section 2. Election

The initial officers shall serve until the first annual meeting. Thereafter, the officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. Officers shall assume their duties at the close of the annual meeting.

If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Every officer shall hold office until a successor shall have been duly elected and shall have qualified.

### Section 3. Qualifications

- A. Officers must be current members of the Association.
- B. No officer shall hold more than one office at a time.

### Section 4. Term of Office

- A. Officers shall be elected for a term of two years.



1. The President and Secretary shall be elected in odd-numbered years. 2. The Vice President and Treasurer shall be elected in even-numbered years. B. No officer shall serve more than two consecutive terms in the same office. Section 5.

### **Removal**

Any officer elected or appointed by the Board of Directors may be removed by a vote of two-thirds (2/3) of the Board of Directors whenever in the board's judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. The officer is removed from the office and from the board.

### **Section 6. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

### **Section 7. President**

A. Shall preside at all meetings of the organization and of the directors. The President shall have the general duties, powers and responsibilities of the president of an organization and shall have such other or further duties and authority as may be prescribed but not limited or restricted to those listed in these Bylaws.

B. Shall appoint, subject to the approval of the Board of Directors, all standing committees; and committee chairs except for the Nominating Committee.

C. Shall authorize special committees.

D. Shall appoint chairs and members of special committees.

E. Shall cancel a meeting in the event of an emergency.

F. Shall attend as many meetings as possible per year of the regional meetings to be held in every region of the State.

## Section 8. Vice President

- A. Shall preside in the absence of the President at all meetings where it is the President's duty to preside.
- B. Shall immediately assume the office of President in the event of death, resignation, suspension, or refusal to serve for any reason.
- C. Shall serve in the office of President for the remainder of the unexpired term. (The vacancy shall automatically be in the office of Vice President.)
- D. Shall carry out all other duties as assigned by the President or the board.

## Section 9. Secretary

- A. Shall keep a true and accurate record of the proceedings of the annual meetings and the board of directors meetings in a bound book for that purpose.
- B. Shall keep a Bylaws book and enter all amendments in the Bylaws book at the end of the annual meeting.
- C. Shall have copies of the minutes and proceedings of said meetings together with a list of all regular and associate members who have paid registration or dues and distribute these to various members of the Association and to all other persons to whom the Secretary or other members of the annual meeting deem it necessary to send copies.
- D. Shall purchase the necessary supplies and may employ the necessary clerical assistance to properly administer the duties of the office with regard to the keeping of the minutes and proceedings of the meetings of the Association and preparation and distribution of copies of same. The necessary supplies and clerical help may be paid out of the general funds.
- E. Shall carry out all other duties as assigned by the President or the

## board. Section 10. Treasurer

- A. Shall work with the President to prepare an annual budget for the Association to submit for approval at the annual board meeting.

B. Shall keep an accurate account of all monies received and disbursed and shall prepare a report of these accountings to be given at the annual meeting and shall distribute a copy of the report to the members present at the meeting.

C. Shall turn over all the financial records of office including bank statements, canceled checks, receipts, and ledgers to the Auditing Committee for the purpose of an annual audit on the first day of the annual meeting.

D. Shall pay all accounts that are due or may become due by this Association out of the general funds of this Association upon the Treasurer's satisfaction that such accounts are just and proper, provided further, that the Treasurer may request the approval of the Board of Directors or any or all such accounts before payment is made.

F. Shall prepare an annual financial statement for distribution at the annual meeting which will include income, disbursements, inventory, assets and their locations.

G. Shall assemble all financial records including bank statements, canceled checks, receipts and ledgers from the Treasurer's two-year term in office to turn over within sixty (60) days to the successor Treasurer. All remaining account balances shall be transferred to the successor Treasurer within the same sixty- (60) day period.

H. Shall, if required by the board, give the Corporation a bond in a sum and with one or more sureties satisfactory to the board, for the faithful performance of the duties of the office, and for the restoration to the Corporation, in the case of death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in the Treasurer's possession or under the Treasurer's control which belong to the Corporation.

I. Shall carry out all other duties as assigned by the President or the board.

#### **Section 9. Delegating Duties of Officers**

If any officer of the Corporation be absent or unable to act, or for any reason that the board may deem sufficient, the board may delegate for the time being some or all of the functions, duties, powers and responsibilities of any officer to any other officers, or to any other agent or employee of the Corporation or other responsible person.

An assistant treasurer, in the absence, disability or inability of the Treasurer to act, may perform the duties and exercise the powers of the Treasurer and shall perform such duties and have such authority as the Board of Directors may prescribe from time to time.

## Article VIII

### Regions

#### Section 1. Regional membership

A. There shall be ten regions with counties divided throughout the state. Members shall be determined by their regional location.

**Region 1:** Barry, Christian, Dade, Dallas, Douglas, Greene, Howell, Lawrence, Oregon, Ozark, Polk, Shannon, Stone, Taney, Texas, Webster, and Wright.

**Region 2:** Bollinger, Butler, Carter, Cape Girardeau, Dunklin, Iron, Madison, Mississippi, New Madrid, Pemiscot, Perry, Reynolds, Ripley, Scott, St. Francois, Ste. Genevieve, Stoddard, and Wayne.

**Region 3:** Bates, Benton, Carroll, Cedar, Chariton, Henry, Hickory, Johnson, Lafayette, Pettis, Saline, St. Clair, and Vernon.

**Region 4:** Andrew, Atchison, Buchanan, Caldwell, Clinton, Daviess, Dekalb, Gentry, Grundy, Harrison, Holt, Linn, Livingston, Mercer, Nodaway, Putnam, Sullivan, and Worth.

**Region 5:** Adair, Clark, Knox, Lewis, Lincoln, Macon, Marion, Monroe, Montgomery, Pike, Ralls, Randolph, Schuyler, Scotland, Shelby, and Warren.

**Region 6:** Audrain, Boone, Callaway, Camden, Cole, Cooper, Crawford, Dent, Gasconade, Howard, Laclede, Maries, Miller, Moniteau, Morgan, Osage, Phelps, Pulaski, and Washington.

**Region 7:** Cass, Clay, Jackson, Platte, and Ray.

**Region 8:** Franklin, Jefferson, St. Charles, and St. Louis.

**Region 9:** St. Louis City

Region 10: Barton, Jasper, McDonald, and Newton.

B. Every region shall have regional meetings as necessary as called by the Regional Vice President.

## Section 2. Regional Vice President

A. Shall be elected to represent every one of the ten regions by the members of this Association residing within the boundaries of their respective regions at an election to be held in every region at the business meeting of the Association at its annual meeting.

B. Shall have a term of office of three years, beginning on the last day of the annual meeting of the Association following their election.

C. Shall be elected accordingly:

- Regions 1, 3, 5, 7 and 9 in odd-numbered years
- Regions 2, 4, 6, 8 and 10 in even-numbered years.

D. Shall serve as a member of the Board of Directors of the Association.

E. Shall arrange and hold an annual regional meeting for the purpose of discussing the various items of business, the recommendations of the various members in their region and training. The Regional Vice President shall notify all members of their region and the state President of the time, place and program of such regional meetings.

F. Shall promote the attendance at their regional meeting and the annual meeting of the Association.

G. Shall hold elections of Regional Vice Presidents at appropriate annual meetings.

H. Shall report to the MoALSO President prior to the annual meeting of the Association the results of any meetings held in their region and the names of officers elected, if any.

I. Shall report any changes of Regional Vice Presidents due to death or resignation or any other changes in the county Senior Levy Boards to the state President.

J. In the event of a vacancy of a Regional Vice President in any of the regions, it shall

be the duty of the MoALSO President to appoint a successor from the region having such a vacancy to serve the remainder of the unexpired term as such vice president. In the event a Regional Vice President having been appointed under the provisions outlined herein shall serve less than a full calendar year, such vice president shall be eligible for election to one full term as Regional Vice President.

## Article IX

### Nominations and Elections

#### Section 1. Nominations

A. A Nominating Committee of three (3), comprised of Association members, shall be elected at the annual meeting. No member may serve two consecutive terms.

B. Nominations shall be from the floor. Election shall be by ballot, and a majority vote shall elect. The member receiving the highest number of votes shall be the chair.

C. A region may not be represented by more than two members on the Nominating Committee. Should there be more than two nominees from a region, the two receiving the highest number of votes on the elective ballot shall be the representative of that region to serve on the Nominating Committee, provided they have received sufficient votes to be elected to the Nominating Committee.

D. A vacancy occurring on this committee shall be filled by the board.

#### Section 2. Proposed Candidates

A. Members may, ninety days prior to the annual meeting, present to the Nominating Committee names of proposed candidates for office together with qualifications.

#### Section 3. Duties

A. It shall be the duty of the Nominating Committee to nominate a candidate for every elective office to be filled at the annual meeting. A majority vote by ballot shall constitute the nominee. The Nominating Committee may vote by mail, email or facsimile.

B. The Nominating Committee shall consider all recommendations submitted to it by the members. Special attention shall be given to essential qualifications for every nominee and to a balanced representation of the membership.

C. The Nominating Committee shall secure the written consent of the nominee to serve if elected before submitting nominations.

D. The list of nominees with their qualifications shall be sent with the call for the annual meeting.

E. Additional nominations from the floor shall be in order provided consent of the nominees has been obtained. Qualifications of the nominees shall be presented at the time of nomination.

#### **Section 4. Election**

A. Election of officers shall be by ballot. Election may be by voice vote if only one candidate is nominated.

### **Article X**

#### **Standing Committees**

##### **Section 1. Standing Committees**

The standing committees of the Association shall be Auditing, Bylaws, Communications, Conference Arrangements, Legislative, Nominating and Program.

Committees shall consist of a minimum of three members or otherwise stated, and shall be appointed by the President with board approval. The President shall be an ex officio member of all committees except the Nominating Committee.

##### **Section 2. Auditing Committee**

The Auditing Committee shall make a complete audit of the financial records of the Treasurer and make a report of this audit to the annual meeting of the Association.

##### **Section 3. Bylaws Committee**

The Bylaws Committee shall propose amendments to the Association's bylaws and

present at annual meetings.

#### Section 4. Communication Committee

The Communication Committee shall prepare press releases to submit to local media following the annual meeting and any other times which may merit such recognition. This committee shall prepare and maintain a Website for the benefit of all members and information for other agencies and shall provide articles of interest and keep an updated Membership Directory posted on the Website.

#### Section 5. Conference Committee

The Conference Committee shall

- select a time and place for the Association to meet in its next annual meeting and make its report to the annual meeting at the last session of the meeting;
- shall make the necessary arrangements to hold the next annual meeting of the Association;
- and shall present to the first session of the Association in annual meeting a meeting program. Upon adoption of a program, this program shall constitute the official order of business for the remainder of the regular sessions of the annual meeting.

#### Section 6. Legislative Committee

The Legislative Committee shall draft and present to the session of the Missouri legislature the various bills affecting the Association and shall supervise the efforts made to secure passage of the bills introduced.

This committee shall work in close cooperation with the Board of Directors with regard to ascertaining the needs and desires of the Association concerning legislation and shall make a report at every meeting as to its activities. The Association may pay all actual expenses incurred by the committee in pursuing legislation for the Association.

#### Section 7. Nominating Committee

The Nominating Committee shall nominate at least one candidate for every office. Consent from nominees must be obtained.



#### **Section 8. Other Committees**

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

Except as otherwise provided in such resolution, members of such committees shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof subject, however, to the approval of the Board of Directors.

Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

#### **Section 9. Term of Office**

Every member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until a successor is appointed unless the committee shall be sooner terminated or unless such member be removed.

#### **Section 10. Committee Chair**

One member of every committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

#### **Section 11. Vacancies**

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

#### **Section 12. Quorum**

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

### **Article XI**

#### **Indemnification**

## Section 1. General Indemnity

In addition to the protection provided by MO Rev Stat Section 537.117, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, other than an action by or in right of the Corporation, by reason of the fact that the person is or was a director, officer, or executive employee, of the Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

## Section 2. Indemnify for Derivative Actions

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, or executive employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have

been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

### **Section 3. Mandatory Indemnification of Expenses**

To the extent that a director, officer, employee, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 or 2 of this Article, or in defense of any claim, issue or matter therein, that person shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by the person in connection with the action, suit or proceeding.

### **Section 4. Board Determination**

Any indemnification under Section 1 or 2 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in this section.

The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the members, if any.

### **Section 5. Advancement of Expenses**

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that the person is entitled to be indemnified by the Corporation as authorized in this section.

### **Section 6. Nonexclusive Right**

The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any provision of law, the Articles of Incorporation or Bylaws or any agreement, vote of members, if any, or disinterested directors or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The Corporation may give any further indemnification to any person who is or was a director, officer, employee or agent, or to any person who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, except that no such indemnity shall indemnify any person from or on account of such person's conduct which is finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

#### **Section 7. Insurance**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this section.

#### **Section 8. Definitions**

(a) Executive Employee. For purposes of this section, the term "executive employee" shall include only those employees designated as such by the Board of Directors.

(b) Corporation. For the purposes of this section, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee, or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another

corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as the person would if the person had served the resulting or surviving corporation in the same capacity.

(c) Other Definitions. For purposes of this section, the term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and the term "serving at the request of the corporation" shall include any service as a director, officer, employee, or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner the person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this section.

## **Article XII**

### **General**

#### **Section 1. Authorization of Contracts**

The Board of Directors shall have the power and discretion to enter into contracts with an individual or with other corporations for the development and management of property owned by or subject to the control of the Corporation.

The board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board. The Corporation shall not make any loan to any officer or director of the Corporation.

#### **Section 2. Checks**

All checks and similar instruments for the payment of money shall be signed by such

officer or officers or such other person or persons as the Board of Directors may from time to time designate. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Corporation.

Purchases or payments over Five Hundred and No/100 Dollars (\$500) must receive approval from a majority of the voting members of the board before payment is made.

### Section 3. Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the board may select.

### Section 4. Gifts

The board may accept (and delegate to one or more officers the authority to accept) on behalf of the Corporation any contribution, gift, bequest or devise, whether outright or in trust, as a current or future interest, as real or personal property, or as tangible or intangible property, for the general purposes or any special purposes of the Corporation upon such terms and conditions as such directors (and officer(s)) determine are necessary or appropriate.

### Section 5. Investments

The board shall have, with respect to any and all property, either principal or income, at any time held or received under any provisions of the Articles of Incorporation and, until actual distribution thereof, the following powers, authority and discretion without limitation by their specification:

- (a) To retain such property as an investment without regard to the proportion such property or property of a similar character similarly held may bear to the entire amount so held;
- (b) To sell at either public or private sale, lease, sublease, mortgage, exchange or grant options for any such property either for cash or on credit or partly for cash and partly on credit;
- (c) To invest and reinvest the Corporation's funds in any property, real or personal,

including, without limitation the generality of the foregoing language, securities of domestic or foreign corporations and investments, trusts, bonds, preferred stocks, common stocks, mortgages, mortgage participation, even though such investment (by reason of its character, amount proportion to the total Corporation funds, or otherwise) would not be considered appropriate apart from this provision, even though such investment of one type or of one company that would be appropriate apart from this provision;

(d) To participate in any plan of reorganization, consolidation, merger, combination, dissolution, recapitalization, liquidation or similar plan; to consent to such plan and any action thereunder whether or not of the same kind by any corporation; to deposit any such property with any protective, reorganization, or similar committee, to delegate discretionary powers thereto and to share in payment of its expenses and compensation and to pay any assessments levied with respect to such property and to take and receive property under any such plan;

(e) To exercise all conversions, subscription, voting and other rights of whatsoever nature pertaining to any such property and to grant proxies, discretionary or otherwise, with respect thereto and to retain any property which may be acquired by the exercise of any such rights;

(f) In transferring or delivering any property to distribute, assign and convey the same in kind or in money or partly in kind and partly in money, the judgment of the board as to the propriety thereof and the property to be allocated to any person to be binding and conclusive;

(g) To pay all expenses, taxes and charges in connection with the administration of the Corporation's funds; and

(h) To do any other thing, with the board's discretion, that is necessarily desirable for the proper management or investment of the funds of the Corporation.

## Section 6. **Compliance with Certain Laws**

Notwithstanding any provision in these Bylaws, the board's power concerning the management, conservation and administration of its assets, both principal and income are to be subject to and limited by Section 355.530 of the Missouri Revised Statutes. In

case of any possible inconsistency between the board's investment powers, described in the preceding Section of these Bylaws, the above stated Missouri Statute, the latter shall be determinative for all purposes, and the board shall modify any proposed or pending actions affected accordingly.

#### **Section 7. Fiscal Year**

The Board of Directors shall have power to fix and from time to time change the fiscal year of the corporation. In the absence of action by the Board of Directors, however, the fiscal year of the corporation shall be the calendar year.

#### **Section 8. Annual Reports**

The board shall cause the Secretary of the Corporation to file such annual reports as may be required by federal, state or local law.

#### **Section 9. Seal**

The Corporation shall not have a seal.

#### **Section 10. Amendments**

The Board of Directors may adopt one or more amendments to these Bylaws; provided, however, the Corporation shall seek and obtain a determination of the Corporation as a corporation described in Section 501(c)(6) of the Code in order to maintain deductibility of gifts to the Corporation for federal income, gift and estate tax purposes for donors and their estates and in order to maintain federal tax classification of the Corporation as an organization described in Section 501(c)(6) of the Code.

The Corporation shall provide notice of any meeting of directors at which an amendment is to be approved. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. The amendment must be approved by a majority of the directors in office at the time the amendment is adopted.

### **Article XIII**

#### **Electronic Meetings and Communications**



## Section 1. Meetings

The board of directors and all committees and subcommittees shall be authorized to meet by telephone conference or through other electronic communications media so long as all the members can simultaneously hear one another and participate during the meeting.

## Section 2. Communication

Unless members indicate otherwise to the Association, all communication required in these Bylaws, including meeting notices, may be sent electronically.

## Article XIV

### Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this Association in all cases to which they are applicable in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

## Article XV

### Amendment of Bylaws

The Bylaws Committee, when this Association is in regular annual session, shall present to the membership proposed Bylaws amendments on the first day of the annual meeting, and then the proposed amendments shall be voted on at the business session of the annual meeting. Adoption is by two-thirds (2/3) votes.

## Article XVI

### Dissolution

In the event of dissolution of this Association, all assets remaining after payment of authorized expenditures shall be distributed to a charitable organization to be chosen by the Board of Directors.

Jamie Dosal

Secretary

Dated: 3/22/21