

AMENDED AND RESTATED  
BYLAWS  
OF  
MISSOURI PARK AND RECREATION ASSOCIATION  
(formerly, the Missouri Park and Recreation Association Trust Fund)  
EFFECTIVE APRIL, 2017

A Missouri Nonprofit Corporation

**ARTICLE I**

**Offices and Records**

Section 1.1 Registered Office and Registered Agent. The location of the registered office and the name of the registered agent of the Missouri Park and Recreation Association (“Association”), a Missouri corporation, in the State of Missouri shall be as stated in the Articles of Incorporation of the Association, as amended from time to time (“Articles”), or as shall be determined from time to time by resolution duly adopted by the Board of Directors of the Association (“Board”) and on file in the appropriate public offices of the State of Missouri as provided by law.

Section 1.2 Other Corporate Offices. The Association may conduct its business, carry on its operations, have other offices and exercise its powers within or outside of the State of Missouri as the Board may designate or the business of the Association may require.

Section 1.3 Records. The Association shall keep correct and complete books and records of account, and shall keep minutes of all proceedings of its Board, including a record at its principal office of the names and addresses of its officers and directors. All committees of the Association to which any of the authority of the Board may be delegated, and all other duly appointed committees of the Association, shall keep minutes of their proceedings.

Section 1.4 Manual of Procedures. The Board shall establish and maintain a Manual of Procedures for the Association which will govern procedures of the Association that are not specified in or covered by these Bylaws.

**ARTICLE II**

**Objects, Purposes and Powers**

The Association is organized exclusively for charitable, educational, and scientific purposes within the meaning of Internal Revenue Code of 1986, as amended, sections (“IRC §”) 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) or the corresponding section of any future United States internal revenue law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under IRC §§ 501(c)(3) and 170(c)(2). The Association’s purposes shall include, but not be limited to, improving the park and recreation programs in the State of Missouri. To this end the following specific objectives shall be included:

- a. To stimulate and further a broad interest in parks and recreation, and in the preservation and development of the state's park and recreation resources.
- b. To develop cooperation and understanding among park and recreation leaders at all levels and in all public, private, commercial, industrial, and other organizations.
- c. To serve as a center for the dissemination of information concerning the activities and interests of the Association.
- d. To aid in the solution of mutual and individual problems presented by members of the association.
- e. To cooperate with other associations and agencies concerned with furthering the park and recreation movement.
- f. To enable the Association to carry out such purposes, it shall have the power to do any and all lawful acts necessary or convenient to conduct, promote or attain the purposes herein set out, and to that end:
- g. To take, accept, hold, and acquire by bequest, devise, gift, purchase, loan, or lease any property, real or personal, whether tangible or intangible, without limitation as to kind, amount or value.
- h. To sell, convey, lease, or make loans, grants, or pledges of any such property, or any interest therein or proceeds therefrom, and to invest and reinvest the principal thereof and receipts therefrom, if any.
- i. To borrow money upon and pledge or mortgage any such property for any purpose for which it is organized, and to issue notes, bonds, or other forms of indebtedness to secure any of its obligations.
- j. To carry on any of the foregoing activities or purposes, either directly, or as agent for, or with, other persons, associations, or corporations.
- k. To carry on any activity and to deal with and expend any such property or income therefrom for any of the foregoing purposes without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the Bylaws of the Association, or any other limitations as are prescribed by law.

### **ARTICLE III**

#### **Members**

Section 3.1 Members. There shall be six (6) classes of membership in the Association. Membership in the Association shall be designated as: Agency, Individual Professional, Organizational, Corporate, Associate/Retiree/Student, and Honorary. Annual dues shall be applied in accordance with the Manual of Procedures.

a. Agency membership shall consist of any public agency on the municipal, county, or state level providing parks and recreation services. An agency membership shall include three categories: an "Agency Professional Membership," an "Agency Affiliate Membership," and an "Agency Board/Commission Membership."

1. Agency Professional Membership shall consist of any full-time employee holding a bachelor's degree from an accredited college or university and/or a professional certification as defined in the

Manual of Procedures. Membership includes the right to vote, the right to hold office, Region and Section affiliation, discounts on registration, and Association publications.

2. Agency Affiliate Membership shall consist of any full-time employee of an agency who does not meet the qualifications of an "Agency Professional Membership" as listed above. Membership includes Region and Section affiliation, discounts on registration, and Association publications.

3. Agency Board/Commission Membership shall consist of up to nine (9) officially elected and/or appointed lay park and recreation board/commission members. Membership includes discounts on registration and Association publications.

b. Individual Professional Membership shall consist of any full-time employee holding a bachelor's degree from an accredited college or university and/or a professional certification as defined in the Manual of Procedures. Membership includes the right to vote, the right to hold office, Region and Section affiliation, discounts on registration, and Association publications. This membership type is limited to three (3) employees of the same agency.

c. Organizational Membership shall consist of academic institutions, military installations, hospitals, nonprofit agencies, and other organizations providing parks, recreation and leisure services not covered under agency or corporate memberships. Up to five (5) employees who qualify as "Individual Professional Members" shall receive the right to vote, the right to hold office, Region and Section affiliation, discounts on registration and Association publications.

d. Corporate Membership shall consist of for-profit corporations, partnerships, and firms that support and encourage the purposes of the Association. Up to five (5) employees who qualify as "Individual Professional Members" shall receive the right to vote, the right to hold office, Region and Section affiliation, discounts on registration, and Association publications.

e. Associate/Retiree/Student Membership shall consist of: individuals employed part-time, retired from or students pursuing a degree in the parks and recreation field; individuals not principally employed in the field who are interested in the Association's objectives and services and the advancement of the parks and recreation movement. Membership includes Region and Section affiliation, discounts on registration, and Association publications.

f. Honorary Membership may be granted to individuals at the discretion of the Board. These memberships include those who have made outstanding contributions to the park and/or recreation field(s), who have expressed/demonstrated support for the parks and/or recreation movement, or are members of the Missouri Recreation and Parks Hall of Fame. They shall enjoy complimentary membership privileges for life, including Section and Region affiliation, discounts on registration, and Association publications.

***The primary duty of the members entitled to vote ("Voting Members") shall be to elect qualified candidates to the Board of Directors in accordance with the Manual of Procedures and to fulfill all other duties as may be required under these Bylaws or as are appropriate for members of a Missouri nonprofit corporation.***

Section 3.2 Admission to Membership. All members will be required to complete and submit an application for membership accompanied by the designated current dues. The admission of an applicant for membership shall be processed as outlined in the Manual of Procedures.

Section 3.3 Membership Dues. Dues, if any, shall be established by the Board and are payable on January 1 each year. By resolution of the Board, dues may be increased or decreased from time to time to

reflect the needs of the Association. Renewal procedures will follow guidelines outlined in the Manual of Procedures.

Section 3.4 Annual or Regular Meetings. The annual meeting of the Voting Members shall be held in conjunction with the Annual Conference, or at such date as the Board shall determine, which meeting shall be held for the purpose of conducting the business, if any, of the Association duly brought before the meeting. The annual meeting may be held either within or outside the State of Missouri. The Voting Members may provide, by resolution, the time and place, either within or without the State of Missouri, for the holding of regular meetings, without notice other than such resolution.

Section 3.5 Special Meetings. A special meeting of Voting Members may be called by the President, or by the Board of Directors. Only those matters that are within the purpose or purposes described in the meeting notice required by these Bylaws may be conducted at a special meeting of Voting Members.

Section 3.6 Written Consent. Any action required to be taken or any action which may be taken at any annual, regular or special meeting of the Voting Members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all the Voting Members entitled to vote thereon. Any such writing or writings shall be filed with the minutes of the proceedings of the Voting Members.

Section 3.7 Notice. Written or printed notice of each special meeting of the Voting Members, stating the place, day and hour of the meeting, and purpose(s) for which the meeting is called, shall be delivered or given not less than fifteen (15) days nor more than forty (40) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary, or the officer or person calling the meeting to each Voting Member. Any notice of a meeting of the Voting Members sent by mail shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid addressed to the Voting Member at the Voting Member's address as it appears on the records of the Association. Notice may be given electronically. Unless one-third or more of the voting power is present in person or by proxy, the only matters that may be voted on at an annual or regular meeting of Voting Members are those matters that are described in the meeting notice.

Section 3.8 Waiver of Notice. A Voting Member may waive any notice required by these Bylaws, before or after the date and time stated in the notice. The waiver must be in writing, signed by the Voting Member entitled to the notice, and delivered to the Association for inclusion in the minutes or filing with the corporate records. A Voting Member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Voting Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Voting Member objects to considering the matter when it is presented.

Section 3.9 Quorum and Voting. Five percent of the votes entitled to be cast must be represented at a meeting of the Voting Members to constitute a quorum for the transaction of business at any meetings of the Voting Members; provided, however, that if less than said number of the Voting Members are present at said meeting, a majority of the Voting Members present may adjourn the meeting from time to time without further notice. Each Voting Member in good standing and present at any such meeting of the Voting Members shall be entitled to one (1) vote upon each matter submitted to a vote at any such meeting.

Section 3.10 Manner of Acting. Except as otherwise provided herein, the act of the majority of the votes represented and voting at a meeting of the Voting Members at which a quorum is present shall be

the act of the Voting Members. Voting Members may vote by written ballot on matters properly brought before the Voting Members.

Section 3.11 Removal; Vacancies. A Voting Member may be removed, with or without cause, upon the affirmative vote of a majority of the remaining Voting Members.

Section 3.12 Nonvoting Members. Nonvoting members may attend the annual, regular, and special meetings of the Voting Members and shall receive the same notice sent to Voting Members for each such meeting.

## ARTICLE IV

### Board of Directors

Section 4.1 General Powers. The Board shall manage the affairs of the Association. Day to day decisions related to the operation of the Association may be made by the Executive Committee as defined in the Manual of Procedures.

Section 4.2 Number and Term of Office. The directors of the Association shall consist of the Association's officers, the director of each of the four regions of the Association (the "Region Directors"), and five directors elected as prescribed in the Manual of Procedures (the "Directors at Large"). The officers shall serve as directors concurrently with their term of office. The Region Directors shall serve for one-year terms. The Directors at Large shall serve for staggered two-year terms. Directors at Large may be assigned specific duties on the Board of Directors as prescribed in the Manual of Procedures. Current elected Board members shall serve until their term of office expires. No individual may hold more than one director position on the Association Board of Directors.

Section 4.3 Annual and Regular Meetings. The annual meeting of the Board shall be held in June of each year, which meeting shall be held for the purpose of transacting such business as may come before the Board of Directors. The Board may provide, by resolution, the time and place, either within or without the State of Missouri for the holding of regular meetings, other than the annual meeting, without notice other than such resolution. There shall be at least three regular meetings each year in addition to the annual meeting.

Section 4.4 Special Meetings. Special meetings of the Board may be called by the President, or by a majority of the directors. The person or persons authorized to call special meetings of the Board may fix any location in the United States, either within or without the State of Missouri, as the place for holding any special meeting of the Board called by them.

Section 4.5 Notice. Notice of the annual and any special meeting shall be given at least five (5) days previous thereto by written notice delivered personally or mailed, sent by electronic mail or by facsimile transmission, to each director at his or her business address; provided, however, that if the designated meeting place is without the State of Missouri, an additional five (5) days' notice shall be given. 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of waiver of notice of such meeting.

Section 4.6 Quorum and Voting. A majority of the Board shall constitute a quorum for the transaction of business at any meetings of the Board, provided that 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. Each director present shall be entitled to one (1) vote upon each matter submitted to a vote at any such meeting.

Section 4.7 Manner of Acting. The act of the majority of the directors present at a meeting of the directors at which a quorum is present shall be the act of the Board.

Section 4.8 Attendance by Telephone Conference. Members of the Board may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 4.9 Consent Action. Any action which is required to be or may be taken at a meeting of the directors, or any committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the Board or of the committee as the case may be. The consents shall have the same force and effect as a unanimous vote at a meeting duly held.

Section 4.10 Removal; Vacancies. In the event of the death or resignation of a Director at Large, a majority vote of the remaining directors may fill such vacancy or vacancies, such newly-elected director to serve for the unexpired term of the director he or she is replacing. In the event of the death or resignation of a Region Director, the process for replacement will be according to the Region Bylaws.

## ARTICLE V

### Committees of the Board of Directors

Section 5.1 Committees Generally. The Association shall have the following standing committees: the Executive Committee, Budget and Finance, Professional Development, Study and Research, and Legislative and Critical Issues. In addition, the Association may have such additional committees as the Board deems to be in the best interest of the Association. The President, with the approval of the voting members of the Board shall appoint for his or her term of office Chairs or Joint Chairs of each committee. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the Board from any responsibility imposed by law. Each such committee of the Board of Directors shall function to provide recommendations to the Board for consideration and action as the Board may deem appropriate.

Section 5.2 Standing Committees.

a. The Executive Committee shall tend to all matters that arise concerning Association operations between quarterly meetings of the Board. The Executive Committee will also be responsible for the Administrative Evaluation of the Executive Director as well as the development of a slate of officers for the annual election. The Executive Committee shall have the authority to make decisions related to Association operations as long as those decisions are not in conflict with the Bylaws of the Association, and approve unbudgeted expenditures up to \$5000. Additional details are provided in the Manual of Procedures.

b. The Budget and Finance Committee shall tend to all financial matters affecting the Association. This will include oversight of the annual budget, review of periodic financial reports, review of external audits, review of contracts and major capital purchases. The Budget and Finance Committee will also have oversight of Association investments, decisions regarding investments, and any Charitable Giving initiatives. Additional details are provided in the Manual of Procedures.

c. The Professional Development Committee shall have oversight of all education programs and related matters. This will include determining which education offerings are planned, ensuring a balance across disciplines and Regions, CEU certification review (Professional Certification Board), oversight of the Annual Conference planning, Citations and Awards activities, and the Missouri Recreation and Parks Hall of Fame. Additional details are provided in the Manual of Procedures.

d. The Study and Research Committee shall have oversight of identifying research priorities and the establishment and maintenance of a research depository for MPRA members. Additional details are provided in the Manual of Procedures.

e. The Legislative and Critical Issues Committee shall have oversight of the annual legislative platform, any contracts with lobbyists, and all activities related to the annual MPRA Legislative Day. Additional details are provided in the Manual of Procedures.

Section 5.3 Committee Members. Committee Chairs shall appoint committee members as specified in the Manual of Procedures. Each committee chair shall submit an end-of-the-year report before the conclusion of the fiscal year.

Section 5.4 Absence. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the members thereof present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. A committee member may be disqualified if the Board determines that it is in the best interest of the Association to do so.

Section 5.5 Recordkeeping. All committees so appointed shall, unless otherwise provided by the Board, keep regular minutes of the transactions at their meetings and shall cause them to be recorded and kept in the office of the corporation and shall report the same to the Board at its next meeting. The Secretary of the Association may act as Secretary of the committee if the committee or the Board so requests.

Section 5.6 Meetings By Conference Telephone or Similar Communications Equipment. Unless otherwise restricted by the Articles or these Bylaws, members of any committee designated by the Board may participate in a meeting of such committee by means of conference telephone or similar communications equipment so long as all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at such meeting.

Section 5.7 Committee Action Without a Meeting. Unless otherwise restricted by the Articles or these Bylaws, any action required or permitted to be taken at any meeting of a committee may be taken without a meeting if all members of such committee consent thereto in writing. Any such writing shall be filed with the minutes of proceedings of such committee.

Section 5.8 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the directors of the Association and until the member's successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee by the Board.

Section 5.9 Vacancies. Vacancies in the membership of any committee may be filled by appointment by the Committee Chair made in the same manner as provided in the case of the original appointments.

Section 5.10 Quorum. Unless otherwise provided in the resolution of the Board 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.

Section 5.11 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

## ARTICLE VI

### Officers

Section 6.1 Number. The officers of the Association shall be a President, a President-Elect, Immediate Past President, and a Secretary/Treasurer. These officers may also be referred to as the Executive Committee.

Section 6.2 Election and Term of Office. The officers of the Association shall be elected by the procedures established in the Manual of Procedures. The Secretary/Treasurer is elected for a two-year term. Each officer shall serve until his or her successor shall have been duly elected or until his or her death or until he or she shall resign or shall have been removed. No person may be elected to the office of President or President-Elect for more than one (1) complete term without a break in service. Other officers may be re-elected to succeed themselves, except no member may hold the same office for more than two (2) successive terms. No one shall hold two elected positions at the same time.

Section 6.3 Removal. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 6.4 Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 6.5 President. The President shall preside over all meetings of the Board. The President shall supervise and manage the affairs of the Association, subject to the authority of the Board. The President may sign, with the Secretary, or any other proper officer authorized by the Board, any documents and instruments which the Board authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and shall perform all duties incident to the position of President as may be prescribed by the Board from time to time.

Section 6.6 The President-Elect. The President-Elect shall become acquainted with the activities of the Association and the duties of the President, be an ex-officio member of all standing committees, coordinate the activities of special committees, and have other powers and perform other duties as the members, the Board or President may delegate.

Section 6.7 Immediate Past President. The Immediate Past President shall oversee the Administrative Evaluation, Nominate a slate of candidates, and shall perform other duties as outlined in the Manual of Procedures.

Section 6.8 The Secretary/Treasurer. The Secretary/Treasurer shall, subject to the authority and approval of the Board (a) be responsible for the oversight of all funds and securities of the Association; including the receipt of all moneys due and payable to the Association from any source whatsoever and the deposit of all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; provided, however,



that some or all of such duties, as the Board may determine, may be delegated to a custodian, as provided in these Bylaws; (b) see that minutes of the meetings of the Board are properly taken, reviewed and approved; (c) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (d) be responsible for the retention of the corporate records and of the seal of the Association and see that the seal of the Association is affixed to all documents as required, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these Bylaws; (e) oversee the retention of the permanent record of all disbursements for religious, charitable, scientific, literary, or educational purposes made by the Board and/or its duly appointed officers or agents in behalf of the Association; and (f) in general perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine.

## ARTICLE VII

### Sections of the Association

Section 7.1 Sections Generally. The Association shall establish a common set of section bylaws. Members of the Association may form Sections of common interest groups. To establish a Section of the association, a group of ten or more association members shall petition the Board, through the Association Secretary/Treasurer, at least thirty (30) days prior to a meeting of the board. The application shall include a copy of the Section's Manual of Procedures, a list of its officers and its members, and a copy of the minutes of its last meeting.

Section 7.2 Eligibility. To remain eligible for continued affiliation with the Association, each Section shall annually request continuation of the Section through the submission of a report to the Association President one month prior to the summer meeting of the Board of Directors. The report shall include the following: the number of Section members, results of Section elections, attendance at Section meetings, level of participation on the annual conference program committee and Section accomplishments for the current fiscal year. Each year at the summer Board of Directors meeting the Association President shall recommend to the Board of Directors the Sections to be continued in the next fiscal year. The Board of Directors shall then vote upon the President's recommendation. Section officers shall be elected according to the Section bylaws. Every member of a Section must be a member of the Association.

Section 7.3 Representative to Board of Directors. Each Section of the Association shall elect a President who is an active member of the Association pursuant to the Section bylaws.

Section 7.4 Additional Sections. The Association may accept the affiliation of any Section by a two-thirds majority vote at regularly authorized meetings of the Voting Members of the Association or by a two-thirds majority vote of the Board.

Section 7.5 Expulsion of Sections. The Board may expel, without refund of dues, any Section for violation of the Bylaws of the Association, by a two-thirds majority vote at a regularly authorized board meeting, or by a two-thirds majority vote of the entire Voting membership.

Section 7.6 Qualification of Section Members. Each Section of the Association shall determine the qualifications of its members, subject to the approval of the Board.

## **ARTICLE VIII**

### **Regions of the Association**

Section 8.1 Regions Generally. The Association shall be divided into four (4) geographic regions with boundaries established by the Board of Directors.

Section 8.2 Region Bylaws. The Board of Directors shall have the authority to establish a standardized set of region operational bylaws. Each Region shall develop its own Manual of Procedures for MPRA Board of Directors approval.

Section 8.3 Officers. Each Region shall have a Region Director Elect, a Region Director and an Immediate Past Region Director who shall be residents of their respective Regions and shall be elected by the voting membership of that Region.

Section 8.4 Elections. A member may only run for one position in a current election year for either the Association or the Region, and the individual cannot hold two voting positions on the Association Board of Directors. Region Directors shall serve coterminous with Association officers. Each Region shall complete its nomination and election process and certify its election results by the annual conference each year.

Section 8.5 Region Directors. Region Directors shall serve on the Board of Directors as voting members. The Region Director Elect may serve as a proxy in the absence of the Region Director. In the event of a vacancy in the office of Region Director, the regional membership shall elect a successor for the unexpired term within sixty (60) days of notification to the regional membership of the vacancy. Upon failure of the Region to elect a successor by this time, the President may appoint a successor from within the Region for the unexpired term.

Section 8.6 Region Committees. Each Region Director shall annually appoint chairs of the following regional committees pursuant to the regional Bylaws: membership, legislative, professional development and budget & finance.

## **ARTICLE IX**

### **Contracts, Loans, Checks, Deposits, Custodians**

Section 9.1 Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 9.2 Loans. No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 9.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board.

Section 9.4 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

Section 9.5 Custodians. The Board may from time to time designate a bank, trust company, or depository as custodian of all funds and properties of the Association, which custodian shall maintain a

record of all receipts, expenditures, income and expenses of the Association and/or perform such ministerial duties as the Board of Directors by written direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Board and the custodian.

## **ARTICLE X**

### **Agents and Attorneys**

The Board may appoint such agents, attorneys, and attorneys in fact of the Association as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys in fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said Association is authorized to transact or do by its Articles of Incorporation, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as said Association might or could do if it acted by and through its regularly elected and qualified officers.

## **ARTICLE XI**

### **Fiscal Year**

The fiscal year of the Association shall begin on the first day of July in each year and end on the last day of June in each year.

## **ARTICLE XII**

### **Waiver of Notice**

Whenever any notice whatsoever is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Missouri Nonprofit Corporation Act, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XIII**

### **Seal**

The Board shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words, "Corporate Seal."

## **ARTICLE XIV**

### **Indemnification of Officers and Directors Against Liabilities and Expenses in Action**

#### **Section 14.1 Indemnification.**

a. The Association 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 the right of the Association, by reason of the fact that he is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, judgments, fines and amounts paid in settlement

actually and reasonably incurred by him in connection with such action, suit or proceeding, including attorneys' fees, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association; and, with respect to any criminal action or proceeding, had no reasonable cause to believe his 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 he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

b. The Association will 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 the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, including attorneys' fees, if he or she acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association, and 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 to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability and in view of all the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

c. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraphs (a) and (b) of this Section, or in defense of any claim, issue or matter therein, such director, officer, employee or agent shall be indemnified against expenses, actually and reasonably incurred by him or her in connection with the action, suit or proceeding, including attorneys' fees.

d. Any indemnification under Paragraphs (a) and (b) of this Section, unless ordered by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because such director, officer, employee or agent has met the applicable standard of conduct set forth in this Section. Such determination shall be made by the Board 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 Voting Members.

e. Expenses incurred by a director or officer in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding. Such expenses incurred by directors, officers, employees and agents may be so paid upon such terms and conditions, if any, as the Board deems appropriate as authorized by the Board 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 director or officer is not entitled to be indemnified by the Association as authorized in this Section.

f. The indemnification and advancement of expenses provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her 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 person.

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

h. For the purpose of this Section, references to the “Association” include, in addition to the resulting corporation, all constituent corporations and organizations (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers and employees or agents, so that any person who is or was a director, officer, employee or agent of such 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 in the same capacity.

i. For purposes of this Section, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to “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 such 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.

The Association may give any further indemnity, in addition to the indemnity authorized or contemplated under this Section, 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 Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, provided such further indemnity is either (i) authorized, directed, or provided for in these Bylaws or any duly adopted amendment thereof or (ii) is authorized, directed, or provided for in any bylaw or agreement of the Association which has been adopted by a vote of the directors or Voting Members of the Association, and provided further than no such indemnity shall indemnify any person from or on account of such persons conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

## **ARTICLE XV**

### **Property Devoted to Corporate Purposes**

All income and properties of the Association shall be devoted exclusively to the purposes as provided in the Articles of the Association. The Board may adopt such policies, regulations, and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in said Articles.

## **ARTICLE XVI**

### **Prohibited Transactions**

No provision of the Articles of Incorporation or these Bylaws shall in any way be construed as permitting the Association, whether through its Board, its officers, agents, or other party acting in its behalf, to allow the net income or property of the Association to inure to the private benefit of any incorporator, director, officer or individual having a personal or private interest in the activities of the Association.

## **ARTICLE XVII**

### **Conflict of Interest Policy**

The Board shall adopt a Conflict of Interest and Documentation Policy to govern conflict of interest situations that may arise from time to time.

## **ARTICLE XVIII**

### **Publications**

Bulletins, reports, and publications shall be issued as authorized by the Board. This shall include all Section publications. There shall be an official publication of the Association with the title determined by the Board.

## **ARTICLE XIX**

### **Amendments**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Voting Members called for by the Board of Directors for that purpose by a two-thirds vote of the Voting Members of the Association, provided that at least fifteen (15) and not more than forty (40) days written notice of such amendments is given to the members entitled to vote thereon, or by publication of such notice in the official publication of the Association. The Bylaws also may be amended by a mail or electronic vote as authorized by the Board, a two-thirds majority of ballots being required for the approval of such amendments. Ballots must be returned within ten (10) days of the post-marked date of mailing or electronic delivery to the members, according to the Manual of Procedures.

Effective Date: April 1, 2017

Bylaws updated 3/8/17