

**By-Laws Revision, Approved October 15, 2024**

**BYLAWS  
OF  
NATIONAL STORYTELLING MEMBERSHIP ASSOCIATION, INC.  
D/B/A NATIONAL STORYTELLING NETWORK**

**ARTICLE I  
NAME**

1.1 The name of the corporation (“Corporation”) is National Storytelling Network.

**ARTICLE II  
PURPOSE**

2.1 Mission Statement: “The National Storytelling Network brings together and supports individuals and organizations that use the power of story in all its forms. We advocate for the preservation and growth of the art of storytelling.”

**ARTICLE III  
OFFICE**

3.1 The Corporation may have offices at such places both within and without the State of Missouri as the Board of Directors may, from time to time, determine or the business of the Corporation may require.

**ARTICLE IV  
MEMBERSHIP**

4.1 Determination and Rights of Members. The Corporation shall have categories of membership to be determined by the Board with rights, privileges and restrictions for each category of membership as determined by the Board.

4.2 Qualifications of Members. Members shall be admitted to the Corporation upon written application and payment of dues. The membership shall not be limited in its number and membership may not be restricted for any reason.

4.3 Admission of Members. Each person who is a Member of the National Storytelling Membership Association on the date the Corporation is incorporated shall automatically become a Member of the Corporation for such period as his or her membership in the National Storytelling Membership Association is to continue (provided, however, that the Corporation shall give each Member of the National Storytelling Membership Association the opportunity to decline membership in the Corporation and such person shall not become a Member of the Corporation if he or she declines Membership). At the end of such period, membership in the Corporation may be continued only by paying dues to the corporation, as provided by these

Bylaws. Other Applicants shall be admitted to membership upon payment of first annual dues, as specified in Paragraph 4.4 below.

4.4 Dues. The annual dues payable to the Corporation by each category of Members shall be in such amount as may be determined from time to time by resolution of the Board of Directors.

4.5 Responsibilities of Members. The primary responsibility of the Members is to elect certain of the Corporation's Board of Directors as indicated in Article VII below.

4.6 Number of Members. There is no limit on the number of Members the Corporation may admit.

4.7 Membership Book. The Corporation shall keep membership records containing the name and address of each Member. Termination of the membership of any Member shall be recorded in the records, together with the date of termination of such membership. Such records shall be kept at the corporation's principal office.

4.8 Nonliability of Members. No Member of the Corporation shall be personally liable for the debts, liabilities, or obligations of the Corporation.

4.9 Non-transferability of Memberships. No Member may transfer a membership or any right arising therefrom to any other person. All rights of membership cease upon the Member's death or upon the Member's termination in accordance with Paragraph 4.10 below.

4.10 Termination of Membership. A Member's membership shall terminate as follows:

(a) Upon delivery of a Member's notice of termination to the Chairperson of the Board of Directors either personally, by mail, or by electronic means, such membership shall terminate upon the date of personal delivery of the notice, date of deposit of the notice in the mail or the date on the electronic notice.

(b) Upon a Member's failure to renew membership by paying dues on or before their due date, such membership shall terminate after notification from the Corporation's Office. A Member may void such termination by paying the delinquent dues within thirty (30) days of the Member's receipt of the written notification of delinquency.

## **ARTICLE VI**

### **ORGANIZATIONAL STRUCTURE**

6.1 The organizational structure of the Corporation consists of Special Interest Groups, Discussion Groups, a Board of Directors, and staff. To achieve the objectives of the Corporation, the Board of Directors may at its discretion establish other organizational units to serve the interests of its members and/or the storytelling community. The Board of Directors shall exercise authority over the policies of all organizational units unless these are otherwise stated in these Bylaws. Policies for all organizational units shall conform to policies of the Corporation as established and interpreted by the Board of Directors.

6.2 The purpose of Special Interest Groups (“SIG”) is to assist groups of the Corporation members in communicating about and promoting specific aspects of storytelling.

(a) Special Interest Groups are parts of the Corporation, covered by the Corporation’s non-profit status and supported by its broad network.

(b) Fifteen or more members may, by signed petition to the Board of Directors, request the formation of a SIG.

(c) The representative chosen by each SIG shall serve as a member of the Board of Directors. The SIG leaders are charged with coordinating their SIG programs, as well as developing NSN programming for the membership.

(d) All financial affairs of SIGs shall be administered by the NSN Board member selected for oversight, in accordance with overall Society financial procedures.

(e) SIG budgets for the upcoming fiscal year must be submitted to the Board of Directors, through the designated staff member, as set forth in SIG policy.

(f) Each SIG shall submit a written annual report of its activities for the year to the Board of Directors as set forth in SIG policy.

(g) The Board of Directors may revoke a SIG's official status under the following circumstances:

(1) If the SIG requests to disband, the Board will comply.

(2) If the SIG fails to submit an annual report or an annual budget or fails to hold an annual meeting or maintain 15 members for two consecutive years, the Corporation’s Board will give the SIG six months’ notice to correct the situation and comply with the Corporation’s policies or action. If this is not done, the Board may disband the SIG.

(3) If, in the opinion of the Board, SIG activities jeopardize the legal or financial status of the Corporation or if the SIG no longer supports the mission of the Corporation, the Board may vote to disband the SIG. Upon receipt of written notification of this decision, the SIG may submit an appeal to the Board. The Board must act on the appeal within 60 days.

(h) Whenever a SIG is disbanded for any reason, the Corporation will send notice to the general membership.

(i) All financial assets of a disbanded SIG remain with the Corporation.

6.4 Discussion Groups. A Discussion Group, more informal than a SIG and charging no dues, assists NSN members in contacting other members who share a common storytelling interest. It is not limited to NSN members.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

7.1 Qualifications. Members of the Board of Directors of the Corporation (the Board or Board of Directors) must be Members of the Corporation and need not be residents of the State of Missouri.

7.2 Number. The Board of Directors shall have no fewer than ten and no more than twenty members. The number may be changed by the affirmative vote of 2/3 of board members.

7.3 Nominations. Whenever the position of a director is to be filled, other than the position of an Appointed Director (as such term is defined below), the Members who will be qualified to vote in the election of the Director shall nominate candidates for the position to the Nominating Committee.

7.4 Election. Directors shall be chosen in accordance with these Bylaws.

- (a) The Board of Directors shall include one representative from each of the existing Special Interest Groups. Existing groups include Producers and Organizers, Storytelling in Organizations, Ecological Storytelling, and Youth and Educators in Storytelling. SIG representatives that serve on the Board of Directors are determined by membership of that SIG and shall serve a 3-year term. Additional SIG representatives shall be chosen once new SIGS are established.
- (b) No fewer than three Directors shall be appointed by the two-thirds (2/3) affirmative vote of the Board of Directors following recommendation to the Board by the Nominating Committee.

7.5 Term. All terms of service shall begin at conclusion of annual meeting and shall extend for three years. The terms of service shall be staggered among the Directors, however, so that, as nearly as possible, one-third (1/3) of the Directors' terms shall expire each year.

- (a) No Director shall serve continuously as a Director for more than two terms of office. A term of office means service for a period equal to or greater than 50% of a three-year term.

7.6 Powers. The Board of Directors shall have those powers provided under the laws of the State of Missouri.

7.7 Duties. The duties of the Board of Directors shall be as follows:

- (a) The Directors shall establish the policies of the Corporation.
- (b) The Directors shall receive the recommendations of the Corporation's officers and staff, and of committees.
- (c) The Directors shall perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- (d) They shall elect, prescribe the duties of, and fix the compensation of the President, Secretary, and Treasurer of the Corporation.
- (e) They shall meet at such times and places as required or allowed by these Bylaws.
- (f) They shall register their addresses with the Secretary of the Corporation, and notices of meetings sent to them at such addresses shall be valid notices thereof.

7.8 Vacancies on the Board. Any vacancy that occurs on the Board may be filled by a majority vote of the Directors then in office, and the newly selected Director shall serve for the remainder of the unexpired term.

7.9 Compensation. Directors shall serve without compensation, but they may be allowed reasonable reimbursement of expenses incurred in the performance of their duties.

7.10 Voting. Each Member of the Board shall be entitled to one vote.

7.11 Chairperson of the Board. The Chairperson shall preside at meetings of the Members of the Corporation and at meetings of the Board of Directors and shall serve as the Chairperson of the Executive Committee. The Chairperson advances to this position during the final year of the three-year term.

7.12 Vice-Chairperson of the Board. The Vice-Chairperson of the Board shall also be elected annually by the Board of Directors and shall assume the functions of the Chairperson, unless the Chairperson designates another person to do so, (a) when the Chairperson has assigned these functions to the Vice-Chairperson, or (b) when the Chairperson is unable to perform his or her functions. The Vice-Chairperson-elect coordinates all programming efforts. The Vice-Chairperson advances to this position during the second year of the three-year term on the board.

7.13 Vice-Chairperson Elect shall be elected annually by the membership and shall focus on managing committee assignments during the first year of the three-year term.

7.14 Past-President. The duties of the Past-President shall be to act as advisor to the current president and board. This is a one year position.

7.15 Secretary of the Board. The Secretary of the Board shall also be elected annually by the Board of Directors and shall (a) keep the minutes of the meetings of the Executive Committee, (b) distribute to the Board of Directors the minutes of Board, Executive Committee, and committee meetings, (c) attend all meetings of the Board of Directors and record all the proceedings of such meetings in a book to be kept for that purpose, and (d) maintain the Corporation's policy bo

7.16 Chairperson of the Finance Committee. The Board of Directors shall annually elect the Chairperson of the Finance Committee. The Chairperson shall prepare an annual report, the results of the annual audit, and an annual budget in consultation with the designated staff.

7.17 Public Relations Coordinator—is appointed by the chair of the board, and oversees the organization's social media accounts (Facebook, Instagram), posting relevant information and photos of storytelling events. This officer is charged with public relations for NSN and promoting NSN events.

7.18 Publications Manager—is appointed by the chair of the board and oversees the work of the Newsletter Committee and coordinates the publication and the design of print and online materials by NSN. Works closely with the NSN Webmaster.

7.19 Volunteer Coordinator. The Board of Directors shall annually elect a Volunteer Coordinator. The Volunteer Coordinator will work with NSN volunteers to manage organizational initiatives.

7.20 SIG Directors. Each Special Interest Group (SIG) will have one representative on the board.

7.21 Resignation of Director. A Director may resign his or her position by delivering a letter of resignation to the Chairperson of the Board, with a copy to the Secretary of the Corporation. Such resignation shall be effective when delivered to the Chairperson of the Board, unless the resignation specifies some later effective time.

7.22 Removal of Director.

(a) A member of the Board of Directors who misses more than 50 percent of board meetings during the year may be asked to resign.

(b) Any director may be removed from office, with or without cause, at any time by the affirmative vote of a two-thirds (2/3) majority of the Board of Directors then in office.

## **ARTICLE VIII**

### **DIRECTOR MEETINGS**

8.1 Meetings of Board and Committees.

(a) The Board of Directors shall meet at least twice per year, at such times and places as are designated by the Board of Directors. Board meetings may be in person or in an online meeting format.

(b) By resolution, the Board of Directors may establish a date or dates on which such regular meetings of the Board of Directors or any committee shall be held. A committee of the Board of Directors may meet on the dates so established or if none, on the date set at its previous meetings or when earlier called by its chairperson or by a majority of its Members. Special meetings of the Board may be called at any time by the Chairperson of the Board or by written request of a majority of the Directors then in office.

8.2 Notice Requirements. Notice of any special meeting, setting forth the place and the day and hour of the meeting, shall be given to each Director, by any usual means of communication, not less than five (5) days before the meeting. Notice need not be given of regular meetings of the Board of Directors held at times fixed by the Board of Directors. Meetings may also be held at any time without notice if all Directors are present or if those not present waive notice in writing. Neither the business to be transacted during, nor the purpose of, any regular or special meeting need be specified in the notice or any waiver of notice, except as required by law.

8.3 Waiver of Notice. Attendance of a Director at a meeting shall constitute a waiver of notice of the 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.

Whenever the Board of Directors or any committee of the Board of Directors is authorized to take any action after notice to any person or persons, or the lapse of a prescribed period of time, the action may be taken without such requirements if at any time before or after the action is

completed the person or persons entitled to such notice or entitled to participate in the action to be taken submit a signed waiver of notice or of such requirement.

#### 8.4 Presumption of Assent.

(a) Any Director who is not present at a meeting of the Board of Directors when corporate action is taken shall not be presumed to assent to such action.

(b) Any Director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

(1) The Director objects at the beginning of the meeting (or promptly upon the Director's arrival) to holding it or transacting business at the meeting;

(2) The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(3) The Director delivers written notice of the Director's dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

8.5 Quorum. At all meetings of the Board of Directors, a majority of the number of Directors then in office shall constitute a quorum for the transaction of business. The presence of a majority of the voting membership of a committee of the Board of Directors shall be required for the transaction of business by the committee. Except with respect to indemnification proceedings, common or interested Directors may always be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves, or ratifies an action of the Corporation. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned despite the absence of a quorum.

8.6 Voting. Except as otherwise provided by these Bylaws or by other legal authority, the vote of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Board of Directors or any committee. Directors may not vote by proxy.

8.7 Action by Consent. In order to permit efficient, unanimous action by the Board, Directors may take, without a meeting, any action which they are required or permitted to take by signing a written consent, setting forth the action so taken, and delivering such consent to the Chairman of the Board of Directors. Such consent must be signed by all of the Directors. The consent may be signed in any number of counterparts, however, which, taken together, shall comprise one document. A signed consent transmitted to the Chairman via facsimile shall be valid.

8.8 Online Meetings. Participation by Members of the Board of Directors or any committee designated by the Board in any meeting of the board or committee shall be permitted to meet through electronic conferencing by which all persons participating in the meeting can hear each other. Participation in such a meeting pursuant to this Section 8.8 shall constitute presence of such person at such meeting.

8.9 Conduct of Meetings.

- (a) Meetings of the Board of Directors shall be presided over by the Chairperson of the Board or, if the Chairperson is not present, by the Vice-Chairperson, or, if the Vice-Chairperson is not present, by the Vice Chair-Elect, by the Secretary of the Board, or if the Secretary of the Board is not present, by the Chairperson of the Finance Committee.
- (b) The Secretary of the Board shall function as secretary of all meetings of the Board. In the case of his or her serving as presiding officer, another person shall be designated as secretary.
- c) Meetings of the Board shall be conducted according to equitable and orderly procedures.
- d) The Board may appoint, by majority vote, a person who is or is not a Director to serve as Parliamentarian of any meeting of the Board. Such appointment shall be for a period no longer than the duration of the meeting (and adjournments therefrom) at which the appointment is made.
- (e) A meeting agenda, listing all known items which will come before the Board, shall be provided by the Chair to each Board member at least five calendar days before a Board meeting.

8.10 Attendance. Any Member of the Board failing to attend at least 50 percent of the regular meetings of the Board of Directors may be removed by a 2/3 majority affirmative vote of the Members of the Board.

8.11 Non-liability of Directors. The liability of Directors is limited or eliminated as provided in the Charter of the Corporation.

## **ARTICLE IX**

### **COMMITTEES**

9.1 Committees. Subject to the provisions contained in Section 9.2, the Board of Directors, by resolution adopted by a majority of all Directors then in office, may establish any committee and may delegate to such committee all such authority of the Board of Directors that the Board deems desirable.

- (a) Except as provided elsewhere in these Bylaws, the Chairperson of the Board of Directors shall, with the confirmation of the Board of Directors, appoint Members of committees, which Members may be Directors of the Corporation, non-Director Members of the Corporation in good standing, or other persons; provided, however, that a person who is not a Member of the Corporation may only serve as a non-voting member of a committee.
- (b) Except as provided elsewhere in these Bylaws, the Chairperson of the Board of Directors shall determine the Chairperson of each committee, and the confirmation of the Board of Directors of such determination shall not be required.
- (c) All committees shall report any actions taken to the meeting of the Board of Directors next following the taking of such action, unless the Board of Directors otherwise requires.

(d) The Board of Directors may designate one or more Director or non-Director Members of the Corporation as alternate Members of any committee, who may replace any absent Member or Members at any meeting of the committee.

(e) Any committee may be dissolved by a resolution adopted by a majority of all Directors then in office. Any Member or alternate Member of any committee may be removed from the committee or as an alternate Member of the committee by resolution adopted by a majority of all Directors then in office.

(f) So far as applicable, the provisions of law relating to the conduct of meetings of the Board shall govern meetings of committees. Meetings of committees shall be conducted according to equitable and orderly procedures. All committees shall record minutes of each meeting and shall deliver a copy of these minutes to the Executive Director or designated staff member within one week of the conclusion of the meeting.

(g) Neither the establishment of any committee nor the delegation thereto of any portion of the authority of the Board of Directors shall relieve any Director of any responsibility imposed by law.

9.2 Standing Committees. Standing Committees, identified in this Section 9.2, are subject to the provisions of Section 9.1 of these Bylaws, except where those provisions conflict with the provisions of this Section 9.2, in which case the provisions of this Section 9.2 shall prevail

9.2 (a) Executive Committee.

(1) If the Board establishes an Executive Committee, under the procedures described in Section 9.1 of these Bylaws, then the committee shall be composed of at least the following persons from the Board of Directors, unless the Board of Directors resolves otherwise:

- (i) The Chairperson of the Board of Directors, who shall also serve as the Chairperson of the Executive Committee;
- (ii) The Vice-Chairperson of the Board of Directors;
- (iii) The Vice-Chair Elect;
- (iv) The Secretary of the Board;
- (v) The Chairperson of the Finance Committee;
- (vi) The Past Chair; and
- (vii) A member of NSN not on the Board of Directors.

(2) The Executive Committee shall exercise all powers of the Board during intervals between meetings of the Board of Directors, within the provisions of these Bylaws. All actions of the Executive Committee shall be reported to the Board of Directors by the next meeting of the Board and ratified by the Board at that meeting.

(b) Finance Committee. The Finance committee shall be composed of at least two Members of the Board of Directors. The Chairperson of the committee shall be the

- Finance Chair of the Board. The committee shall have such responsibilities as are assigned to it by the Board of Directors
- (c) Nominating Committee. The Nominating Committee shall be composed of at least one member of the Board of Directors and 4 NSN members. The committee shall be in charge of developing a list of nominations for the Executive Committee.
- (d) The Oracle Awards Committee. The Oracle Awards Committee shall be composed of at least 3 NSN members charged with reviewing nominations and choosing award winners annually.
- (f) The Grants Committee. The Grants Committee shall be composed of at least 3 NSN members and is charged with reviewing, awarding grants, and overseeing the Sponsored Member Program.
- (g) The By-Laws Committee. The By-Laws Committee shall be composed of at least 3 NSN members and is charged with reviewing the By-Laws annually and recommending amendments to be considered at the annual NSN meeting.
- (h) The Fundraising Committee. The Fundraising Committee is composed of one NSN Board member and 2 NSN members and is charged with designing fundraising efforts.
- (i) Membership Committee. The Membership committee is composed of one NSN Board member and 2 NSN members and is charged with recruiting new members.
- (j) Events Committee. The Events Committee is composed of one NSN Board member and 2 NSN members and is charged with proposing and planning events sponsored by NSN.
- (k) Newsletter Committee. The Newsletter Committee shall be composed of one board member and at least 3 NSN members charged with producing a newsletter.
- (l) The Accreditation Committee. The Accreditation Committee shall be composed of at least three NSN members charged with evaluating storytellers and storytelling organizations offering non-degree instruction for accreditation.
- m) Conference Committee. The Conference Committee shall be directed by the Vice-Chair and a local representative of the hosting site. The committee will include one representative from each SIG, the NSN Finance Committee Chair, and at least two representatives of the local group hosting the event. The duration of membership on this committee ends when the final report of the conference is submitted to NSN. This committee will be reconstituted whenever an NSN conference is to be planned.
- n) The Strategic Planning Committee will be composed of at least: one executive board member, two board members (including a SIG representative), two NSN members, and one external expert.

## **ARTICLE X**

### **OFFICERS OF THE CORPORATION**

10.1 Number. The officers of the Corporation shall be a President, a Secretary, and a Treasurer. In addition, there may be such other officers as the Board of Directors may deem necessary.

10.2 Term of Office. The officers shall be chosen annually by the Board of Directors.

Newly elected officers shall take office on January 1 of the year following their election.

The President, the Secretary, and the Treasurer shall serve until their successors shall have been chosen and qualified, or until their death, resignation, or removal.

10.3 Removal and Resignation. Any officer may be removed from office, with or without cause, at any time by the affirmative vote of a two-third (2/3) majority of the Board of Directors then in office. Any officer may resign upon giving written notice to the Board of Directors.

10.4 Vacancies. Any vacancy in an office from any cause may be filled for the unexpired portions of the term by the Board of Directors.

10.5 Duties.

(a) President. The President shall have general supervision of the affairs of the Corporation, shall sign or countersign all certificates, contracts, or other instruments of the Corporation as authorized by the Board of Directors, shall make quarterly, written reports to the Board of Directors, and shall perform such other duties as are incident to the office or are properly required by the Board of Directors. The President may choose to authorize other officers to sign official documents.

(b) Secretary of the Corporation. The Secretary of the Corporation shall give or cause to be given notice of all meetings of the Board of Directors when required and shall perform such other duties as may be prescribed by the Board of Directors or President. The Secretary of the Corporation shall have custody of the corporate seal of the Corporation and shall have authority to affix the same to any instrument requiring it, and, when so affixed, it may be attested by the Secretary's signature. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by such officer's signature. The office of Secretary of the Corporation may never be held, simultaneously, by the same person who holds the title of President.

(c) Treasurer. The Treasurer, who shall also hold the title of Chief Financial Officer or such other title as the Board of Directors shall designate, and shall report directly to the Board of Directors, shall have access to records of the corporate funds and securities, shall cause full and accurate accounts of receipts and disbursements to be kept in legal account book belonging to the Corporation, and shall be notified of the deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be selected, with the approval of the board, by the President, the Treasurer of the Corporation and the Finance Committee Chairperson of the Board of Directors.

The Treasurer shall be notified of the disbursement of the funds of the Corporation as may be ordered by the Board of Directors, receiving copies of proper vouchers for such disbursements and shall render to the President and the Board of Directors at its regular meetings, or when the Board of Directors so require, an account of the financial condition of the Corporation.

(d) Subordinate Officers. All other officers appointed by the Board of Directors shall exercise such powers and perform such duties as may be delegated to them by the resolutions appointing them, or by subsequent resolutions adopted from time to time.

(e) Absence or Disability. In the case of the absence or disability of any officer of the Corporation and of any person hereby authorized to act in such officer's place during such period of absence or disability, the Board of Directors may from time-to-time delegate the powers and duties of such officer to any other officer, or any Director, or any other person whom it may select.

10.6 Compensation. The compensation of all officers of the Corporation shall be fixed by the Board of Directors.

## **ARTICLE XI INDEMNIFICATION**

11.1 Circumstances for Claim of Indemnification. Subject to Paragraph 11.4 of these bylaws, any person who was or is a party to, 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 the Corporation) by reason of the fact that such person is or was a Director, officer, employee, or agent of the Corporation, shall be indemnified by the Corporation against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in a manner reasonably believed by such person 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 such 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 a manner which such 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 such conduct was unlawful.

11.2 Determination of Right to Indemnification. Subject to Paragraph 11.4 of these bylaws, determination of the right to indemnification and the amount thereof may be made, at the option of the person to be indemnified, pursuant to procedures set forth from time to time in the bylaws or by any of the following procedures: (i) order of the court of administrative body or agency having jurisdiction of the action, suit, or proceeding, (ii) resolution adopted by a majority of a quorum of the Board of Directors of the Corporation without counting in such majority or quorum any Directors who have incurred expenses in connection with such action, suit, or proceeding, or (iii) order of any court having jurisdiction over the Corporation. Any such determination that a payment by way of indemnity should be made shall be binding upon the Corporation. Such right of indemnification shall not be exclusive of any other right which such Directors, officers, and employees of the Corporation and the other persons above mentioned may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification or reimbursement under any bylaws, agreement, or vote of the Board of Directors, their rights under this Article being cumulative. The provisions of this Article shall apply to any Member of any committee appointed by the

Board of Directors as fully as though such person had been a Director, officer, or employee of the Corporation.

11.3 Payment during Pendency of Action. A disinterested majority of the Board of Directors of the Corporation shall be authorized to pay to any person entitled to indemnification under this Article all actual expenses incurred in connection with such action, suit, or proceeding during the pendency thereof.

11.4 Intent. It is the intention of the Corporation that this Article of the Bylaws of this Corporation and the indemnification hereunder shall extend to the maximum indemnification possible under the laws of the State of Missouri, and if one or more words, phrases, clauses, sentences, or sections of this Article should be held unenforceable for any reason, all of the remaining portions of this Article shall remain in full force and effect.

11.5 Insurance for Corporate Agents. Except as may be otherwise provided under provisions of law, the Board of Directors shall adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Charter, these Bylaws, or provisions of law.

## **ARTICLE XII EXECUTION OF INSTRUMENTS AND GIFTS**

12.1 Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation 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. Unless so authorized, no officer, agent, or employee shall have the power to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount. Further, no officer, agent, or employee shall have the power to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount, without the specific resolution of the Board of Directors, (1) if such amount would exceed \$5,000, or (2) if any succession of such amounts would exceed \$25,000 in any 30-day period.

12.2 Gifts. The Board of Directors may accept or reject on behalf of the Corporation any contribution, gift, bequest, or device for the nonprofit purposes of this Corporation, according to the Corporation's sponsorship policy.

## **ARTICLE XIII IRC 501(c)(3) TAX EXEMPTION PROVISIONS**

13.1 Limitations on Activities. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as

otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code

13.2 Distribution of Assets. Upon the dissolution of this Corporation, its assets remaining after payment or provisions for payment of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Missouri.

#### **ARTICLE XIV CONFLICT OF INTEREST**

14.1 Policy. The Corporation shall maintain at all times a policy regarding conflicts of interest. This policy shall be consistent with the requirements of the Internal Revenue Service for the maintenance of the tax-exempt status of the Corporation. Each director and principal officer of the Corporation, as well as each chair of a committee with Board-delegated powers shall sign, annually, a statement which affirms that such person (1) has received a copy of the conflicts of interest policy, (2) has read and understands the policy, (3) has agreed to comply with the policy, and (4) understands that the corporation is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes. Each chair of a committee with Board delegated powers will be responsible for informing his/her committee members on an annual basis of the policies, and such informing will be reflected in minutes that will be submitted to the corporate secretary.

#### **ARTICLE XV AMENDMENT OF THE BYLAWS BY THE BOARD OF DIRECTORS**

15.1 Amendment by the Board. Amendment of these Bylaws by the Board of Directors shall require the affirmative vote of a two-thirds (2/3) majority of the Board of Directors then in office. Proposed amendments to the Bylaws shall be provided in writing to the Bylaws Committee a minimum of 30 days prior to the board meeting at which they will be voted upon. The members shall be informed of the action through public electronic postings in a timely manner.

15.2 Amendment by the Members. Amendment of these Bylaws by the Members shall require the affirmative vote of either (1) two-thirds (2/3) of the votes cast, or (2) a majority of all Members, whichever is less. A proposed amendment of the Bylaws may be brought by a Member before an annual or special meeting of Members and should have been submitted to the Bylaws Committee at least 30 days prior to the special meeting.

