

SECOND AMENDED AND RESTATED
BYLAWS
OF
THE HEART OF AMERICA REGION VOLLEYBALL ASSOCIATION

ARTICLE I

Name, Offices, Records

1. **Name.** The name of this organization shall be The Heart of America Region Volleyball Association (the "Corporation"). The Corporation, encompassing the states of Missouri and Kansas, is an affiliated Group D organization under USA Volleyball ("USAV") Operating Code for the Regional Operations Division (the "Code"). The Code, as presently constituted, shall be construed to be an integral part of these Bylaws. In the event of any conflict between the provisions of the Code and these Bylaws, the Code shall take precedence. In the event of amendments to the Code by the USAV subsequent to the adoption of these Bylaws, all such amendments shall be deemed to be incorporated into these Bylaws, until and unless expressly disapproved by the Directors of this Corporation within sixty (60) days after the conclusion of the Annual Meeting of this Corporation, during which such amendments to the Code first become effective.

2. **Principal Office.** The principal office and location of the Corporation shall be 548 S. Coy Street, Kansas City, Kansas 66105. The Corporation may have such other offices, either within or without the State of Missouri, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

3. **Registered Office and Registered Agent.** The Corporation shall have and continuously maintain a registered office and registered agent in the State of Missouri. The location of the registered office and the name of the registered agent in the State of Missouri shall be such as are stated in the articles of incorporation and as may be changed and determined from time to time by the board of directors pursuant to the applicable provisions of law.

4. **Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the members, board of directors and each committee having any of the authority of the board of directors. The corporation shall keep at its registered office or principal office a record of the name and address of each director and each member. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE II

Purposes

The purpose for which the Corporation is organized is to foster national and international amateur volleyball competition. In furtherance of this main purpose, the following sub-purposes are set forth:

- (a) To teach the sport of volleyball to children and adults by holding clinics conducted by qualified instructors in schools, playgrounds, parks, and other suitable facilities;
- (b) To provide practice volleyball sessions, classroom lectures, seminars, and panel discussions through which selected trainees may be schooled in competitive coaching, playing, officiating, and scouting techniques;
- (c) To foster and conduct area, regional, state, and national amateur volleyball competitions;
- (d) To act as the official representative of the United States Volleyball Association within an area designated as the Heart of America Region;
- (e) To select and train suitable candidates in the techniques of volleyball in national and international competition and thereby assist in improving the caliber of candidates representing the United States in Olympic, Pan American and World Games competitions.
- (f) To foster and conduct amateur volleyball programs between the United States and foreign nations for the exchange and training of suitable candidates in the techniques and practices of volleyball in countries other than their own.

ARTICLE III

Membership

1. **General.** The Corporation shall only offer USAV memberships. The membership of the Corporation shall be composed of people interested in fostering the purposes for which the Corporation is organized.

2. **Liability.** Members shall not be responsible for the payment of any of the Corporation's debts.

3. **Membership Dues.** Dues, if any, will be established by the Board. The initial dues or the annual dues may be increased or decreased by the Board from time to time to reflect the needs of the Corporation.

ARTICLE IV

Board of Directors

1. **In General.** The property and affairs of the Corporation shall be managed by the Board of Directors of the Corporation (the “Board”). The Board shall have and is vested with all and unlimited powers and authorities, except as may be expressly limited by law, the Articles of Incorporation or these Bylaws, to supervise, control, direct, and manage the property, affairs, and activities of the Corporation, to determine the policies of the Corporation, to do or cause to be done any and all lawful things for and on behalf of the Corporation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes; provided, however, that: (a) the Board shall not authorize or permit the Corporation to engage in any activity not permitted to be transacted by the articles of incorporation or by a not for profit corporation organized under the laws of the State of Missouri; (b) none of the powers of the Corporation shall be exercised to carry on activities which are not in themselves in furtherance of the purposes of the Corporation; and (c) all income and property of the corporation shall be applied exclusively for its not for profit purposes.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, or intervene (including the publishing or distributing of statements) in, any political campaign on behalf of any candidate for public office.

No part of the net earnings or other assets of the Corporation shall inure to the benefit of any member, director, officer, contributor or other private individual having, directly or indirectly, a personal or private interest in the activities of the corporation.

2. **General Powers of the Board.** The Board shall have oversight of the business and financial affairs of the Corporation and ultimate authority over the activities of the Corporation, including, but not limited to:

- (a) The authority to elect and remove the Commissioner of the Board;
- (b) The authority to remove a member of the Board or any member of a Board Committee for cause; and
- (c) The authority to enact, amend, or repeal provisions of these Bylaws.

3. **Number of Directors.** All corporate powers and affairs of the Corporation shall be governed by the Board.

The Board shall be composed of fifteen (15) individuals, selected as hereinafter provided and of which at least twenty percent (20%) will be represented by independent persons as defined in these Bylaws. Individuals serving on the Board are referred herein as “Directors.” Directors may hold no more than one voting position on the Board at any one time. The number of Directors may be increased or decreased by amendment to these Bylaws, in accordance with the Articles of Incorporation and the applicable laws of the State of Missouri.

4. **Term Limits.** Directors may serve as many successive terms as the members of the Board may determine. A Director's term shall commence immediately after the vote taken at the annual meeting of the Corporation, which shall be held in May of each year.

5. **Employees of the Corporation.** Employees of the Corporation are not eligible to serve as a Director. The President shall be entitled to attend all Board meetings and shall have a voice but not vote on all matters. Other employees of the Corporation may serve in ex-officio, non-voting capacities on any structure or substructure of the Corporation concurrent with their term of employment. Individuals engaged as independent contractors shall not be considered employees of the Corporation.

6. **Conflict of Interest.** Board members shall recuse themselves from discussing or voting on issues where they have an actual or perceived conflict of interest.

7. **Responsibilities of the Board.** The Board shall have the following responsibilities, including but not limited to:

- (a) Ensure that the Board is properly structured and capable of acting in case of corporate crisis;
- (b) Employ, establish compensation, evaluate and terminate the employment of the President;
- (c) Create policy direction for the President, employees, and independent contractors on significant issues facing the Corporation;
- (d) Review and take necessary action on the Corporation's strategic plan and the annual operating plans, budget, business plans, corporate performance and other significant corporate actions;
- (e) Plan for management succession;
- (f) Set policy on capital structure, financial strategies, borrowing commitments and long range financial planning;
- (g) Monitor the Corporation's assets to ensure that they are being properly managed, invested and/or otherwise protected;
- (h) Receive and review the reports of the President and Committees of the Board;
- (i) Approve the selection of independent contractors providing services for the Corporation;
- (j) Manage and evaluate the performance of independent contractors providing services for the Corporation;
- (k) Procure and maintain liability, fire, and other hazard insurance of property owned by the Corporation;
- (l) Encourage a culture of ethical behavior and compliance throughout the Corporation; and
- (m) Achieve as much transparency in the operations of the Corporation as is reasonably achievable and to keep the stakeholders in the Corporation informed about the business and operations of the Corporation.

8. General Qualifications of the Board. Each Director shall exhibit the following general qualifications in addition to meeting the Minimum Criteria described in Article IV.9.

- (a) Be a member in good standing with USAV and be a member in good standing with the Corporation;
- (b) Be at least eighteen years of age;
- (c) Be of good character;
- (d) Be judged qualified and appropriate for the particular Board position;
- (e) Be committed to serving the best interests of the Corporation and the sport regardless of the constituency which (s)elects the Board member;
- (f) Be committed to the principles of the Corporation;
- (g) Be willing to adhere to Corporation policies; and
- (h) Possess strong communication and interpersonal skills.
- (i) Obtain SAFESPORT Certification

9. Selection, Minimum Criteria and Terms. The composition of the Board shall be as follows:

- (a) One Commissioner, with no vote, except to cast the tie breaking vote for matters voted upon by the Board.
 - (1) Selection: The Commissioner shall be elected from among the members of the Board and shall at all times while holding such office be a member of the Board. The Commissioner shall be elected by a majority of the Board, with each Director having one vote on the issue. The Commissioner shall have served on the Board for the last two (2) years preceding election and shall meet all USAV requirements for junior player involvement to be eligible for selection as the Commissioner.
 - (2) Duties and Responsibilities: The duties and responsibilities of the Commissioner include, but are not limited to, the following:
 - (i) Preside over all meetings of the Board at which he/she shall be present;
 - (ii) Develop the agenda for all meetings of the Board at which he/she shall be present;
 - (iii) Act as liaison between the Corporation and USAV; and
 - (iv) Attend a minimum of one (1) USAV national meeting within a twelve (12) month period.
 - (3) Term: Subsequent to the initial term below, the term of the Commissioner shall be four (4) years:
 - (i) 2011 (two (2) years).

(b) One Vice Commissioner, with one vote.

- (1) Selection: The Vice Commissioner shall be elected by a majority of the Board, with each Director having one vote on the issue. The Vice Commissioner shall have served on this Board or served on the governing body of another region for at least one (1) year and shall meet all USAV requirements for junior player involvement to be eligible for selection as the Vice Commissioner.
- (2) Duties and Responsibilities: The duties and responsibilities of the Vice Commissioner include, but are not limited to, the following:
 - (i) Ensure compliance with these By-Laws and take all necessary disciplinary actions;
 - (ii) Preside over all meetings of the Board at which the Commissioner cannot be present;
 - (iii) Develop the agenda for all meetings of the Board at which the Commissioner cannot be present; and
 - (iv) Attend a minimum of one (1) USAV national meeting within a twelve (12) month period.
- (3) Term: Subsequent to the initial term below, the term of the Vice Commissioner shall be four (4) years:
 - (i) 2011 (four (4) years).

(c) One Officials Chair, with one vote.

- (1) Selection: The Officials Chair shall be elected by a majority of the Board, with each Director having one vote on the issue. The Officials Chair shall be a retired regional or higher certified official or be a current regional or higher certified official for at least two (2) years and shall meet all USAV requirements for junior player involvement to be eligible for selection as the Officials Chair.
- (2) Duties and Responsibilities: The duties and responsibilities of the Officials Chair include, but are not limited to, the following:
 - (i) Serve as the chair of the referrer's and scorer's commission in the region;
 - (ii) Develop official training plans for junior and adult players;
 - (iii) Maintain standards for officiating in the region;
 - (iv) Monitor and oversee all officials in the region;
 - (v) Develop the referee's and scorer's commission;
 - (a) Evaluate officials for advancement
 - (b) Junior coach/officials/club training
 - (c) Review, update & advise on officials documents

- (d) Other duties as assigned by Officials Chair
 - (vi) Attend a minimum of one (1) USAV national meeting within a twelve (12) month period; and
 - (vii) Attend all meetings of the Board.
- (3) Term: Subsequent to the initial term below, the term of the Officials Chair shall be four (4) years:
 - (i) 2011 (two (2) years).
- (d) One Outdoor Players Representative, with one vote.
 - (1) Selection: Nominations for the Outdoor Players Representative shall be submitted in writing by adult player members to the Commissioner or designated representative no later than the 31st day of January of each other year beginning in 2013, and the Outdoor Players Representative shall be elected from such nominated persons by a majority vote of adult player members who have held either a season or summer membership with the Corporation within the last twelve (12) month period, by a vote submitted by such adult player members by ballot to the Commissioner or designated representative no later than the date of the annual meeting of the Board of each such other year, with each adult player member having one vote on the issue. The Outdoor Players Representative shall have been registered as an adult player and have been an active outdoor member with the Corporation within the last (12) month period preceding election to be eligible for selection as the Outdoor Players Representative.
 - (2) Duties and Responsibilities: The duties and responsibilities of the Outdoor Players Representative include, but are not limited to, the following:
 - (i) Act as liaison between all outdoor player members and the Board; and
 - (ii) Attend all meetings of the Board.
 - (3) Term: Subsequent to the initial term below, the term of the Outdoor Players Representative shall be two (2) years:
 - (i) 2011 (two (2) years).
- (e) One Adult Players Indoor Representative, with one vote.
 - (1) Selection: Nominations for the Adult Players Indoor Representative shall be submitted in writing by adult player members to the Commissioner or designated representative no later than the 31st day of January of each other year beginning in 2013, and the Adult Players Indoor Representative shall be elected from such nominated persons by a majority vote of adult player

members who have held at least a season membership with the Corporation within the last twelve (12) month period, by a vote submitted by such adult player members by ballot to the Commissioner or designated representative no later than the date of the annual meeting of the Board of each such other year, with each adult player member having one vote on the issue. The Adult Players Indoor Representative shall have been registered as an adult player with the Corporation within the last (12) month period preceding election to be eligible for selection as the Adult Players Indoor Representative.

- (2) Duties and Responsibilities: The duties and responsibilities of the Adult Players Indoor Representative include, but are not limited to, the following:
 - (i) Act as liaison between the adult indoor player members and the Board; and
 - (ii) Attend all meetings of the Board.
 - (3) Term: Subsequent to the initial term below, the term of the Adult Players Outdoor Representative shall be two (2) years:
 - (i) 2015 (one (1) year).
- (f) One Junior Players Parent Representative, with one vote.
- (1) Selection: The Junior Players Parent Representative shall be elected by a majority of the Board, with each Director having one vote on the issue. The Junior Players Parent Representative shall either have a child who is currently registered as a junior player in the region or had a child registered as a junior player in the region within the two (2) years preceding election and shall meet all USAV requirements for junior player involvement to be eligible for selection as the Junior Players Parent Representative. Active coaches and club directors in the region are not eligible for selection as the Junior Players Parent Representative.
 - (2) Duties and Responsibilities: The duties and responsibilities of the Junior Players Parent Representative include, but are not limited to, the following:
 - (i) Act as liaison between parents of junior players and the Board; and
 - (ii) Attend all meetings of the Board.
 - (3) Term: Subsequent to the initial term below, the term of the Junior Players Parent Representative shall be two (2) years:
 - (i) 2015 (one (1) year).

(g) One Junior Players Coach Representative, with one vote.

- (1) Selection: Nominations for the Junior Players Coach Representative shall be submitted in writing by junior club coaches in the region to the Commissioner or designated representative no later than the 31st day of January of each other year beginning in 2014, and the Junior Players Coach Representative shall be elected from such nominated persons by a majority of junior club coaches in the region by a vote submitted by such junior club coaches by ballot to the Commissioner or designated representative no later than the date of the annual meeting of the Board of each such other year, with each junior club coach having one vote on the issue. The Junior Players Coach Representative shall have been a junior club coach for at least one (1) year in the three (3) years preceding election and shall meet all USAV requirements for junior player involvement to be eligible for selection as the Junior Players Coach Representative. Active club directors in the region are not eligible for selection as the Junior Players Coach Representative.
- (2) Duties and Responsibilities: The duties and responsibilities of the Junior Players Coach Representative include, but are not limited to, the following:
 - (i) Act as liaison between junior club coaches and the Board;
 - (ii) Represent the interests of junior club coaches in the region;
 - (iii) Form a three (3) member commission including the Junior Players Coach Representative and consisting of one (1) gold junior club team coach and two (2) silver junior club team coaches, with no member of the commission being from the same club; and
 - (iv) Attend all meetings of the Board.
- (3) Term: Subsequent to the initial term below, the term of the Junior Players Coach Representative shall be two (2) years:
 - (i) 2011 (one (1) year).

(h) One Junior Players Club Director Representative, with one vote.

- (1) Selection: Nominations for the Junior Players Club Director Representative shall be submitted in writing by junior club directors in the region to the Commissioner or designated representative no later than the 31st day of January of each other year beginning in 2013, and the Junior Players Club Director Representative shall be elected from such nominated persons by a majority of junior club directors in the region by a vote submitted by such junior club directors by ballot to the Commissioner or designated representative no later than the date of the annual meeting of the Board of each such other year, with each junior club director having one vote on the issue. The Junior Players Club Director Representative shall have been a junior club director for at least two (2) years in the three (3) years preceding

election and shall meet all USAV requirements for junior player involvement to be eligible for selection as the Junior Players Coach Representative.

- (2) Duties and Responsibilities: The duties and responsibilities of the Junior Players Club Director Representative include, but are not limited to, the following:

- (i) Act as liaison between junior club directors and the Board;
- (ii) Represent the interests of junior club directors in the region;
- (iii) Form a three (3) member commission including the Junior Players Club Director Representative and consisting of one (1) gold junior club director and two (2) silver junior club directors, with no member of the commission being from the same junior club (a “silver junior club” is defined in these By-laws as having a majority of all teams registered within the club as silver teams); and
- (iv) Attend all meetings of the Board.

- (3) Term: Subsequent to the initial term below, the term of the Junior Players Club Director Representative shall be two (2) years:

- (i) 2015 (one (1) year).

- (i) One Junior Players Development Chair, with one vote.

- (1) Selection: The Junior Players Development Chair shall be elected by a majority of the Board, with each Director having one vote on the issue. The Junior Players Development Chair shall have served on the Board for at least one (1) of the last two (2) years preceding election and shall meet all USAV requirements for junior player involvement to be eligible for selection as the Junior Players Development Chair.

- (2) Duties and Responsibilities: The duties and responsibilities of the Junior Players Development Chair include, but are not limited to, the following:

- (i) Serve as liaison between the Juniors Players Parent Representative, the Junior Players Coach Representative, the Juniors Players Club Director Representative, and the Corporation;
- (ii) Attend a minimum of one (1) USAV national meeting within a twelve (12) month period; and
- (iii) Attend all meetings of the Board.

- (3) Term: Subsequent to the initial term below, the term of the Junior Players Development Chair shall be four (4) years:

- (i) 2011 (four (4) years).

- (j) One Legal Counsel, with one vote.
 - (1) Selection: Legal Counsel shall be elected by a majority of the Board, with each Director having one vote on the issue. Legal Counsel shall be a member in good standing with any state bar association to be eligible for selection as Legal Counsel.
 - (2) Duties and Responsibilities: The duties and responsibilities of Legal Counsel include, but are not limited to, the following:
 - (i) Provide sound and prudent legal advice to the Board; and
 - (ii) Attend all meetings of the Board.
 - (3) Term: Subsequent to the initial term below, the term of Legal Counsel shall be four (4) years:
 - (i) 2011 (four (4) years).
- (k) Five At-Large Directors, each with one vote.
 - (1) Selection: The At-Large Directors shall be appointed by the Commissioner and approved by a majority of the Board at certain annual meetings of the Board (as provided below), with each Director having one vote on the issue.
 - (2) Duties and Responsibilities: The duties and responsibilities of the At-Large Directors include, but are not limited to, the following:
 - (i) Perform all duties assigned by the Commissioner or Vice Commissioner; and
 - (ii) Attend all meetings of the Board.
 - (3) Term: Beginning in 2013, the terms of the At-Large Directors shall be as follows:
 - (i) After appointed and approved as provided herein, each At-Large Director shall be placed, in the reasonable discretion of a majority of the Board, into one of two Classes, designated Class I and Class II. There shall be three (3) At-Large Directors designated to Class I and two (2) At-Large Directors designated to Class II.
 - (ii) Each At-Large Director initially designated to Class I shall serve for an initial term of two (2) years from the annual meeting of the Board at which such At-Large Director was approved as provided in subsection (1) above; each At-Large Director initially designated to Class II shall serve for an initial term of three (3) years from the annual meeting of the Board at which such At-Large Director was approved as provided in subsection (1) above; and, the term of each

At-Large Director (regardless of Class) shall continue for additional and successive two (2) year terms following such At-Large Director's applicable initial term until the election and qualification of a successor and is subject to such At-Large Director's earlier death, resignation or removal as provided herein.

10. Elections. A majority of votes cast is necessary for the election of Directors as established in Article IV.9. In the event that no candidate receives a majority of the vote, a run-off election between the two candidates with the highest number of votes will be held.

11. Vacancies. A Director's position on the Board may be declared vacant upon his/her resignation, removal, incapacity, disability, or death. Any vacancy of a Director shall be filled from nominations provided by the remaining Directors. Any nominations may then be filled by the affirmative vote of a majority of the remaining Directors, even if less than a quorum of Directors are present. A Director elected to fill the vacancy of a Director who did not serve his/her full term shall be elected for the unexpired term of his/her predecessor in office.

12. Resignation. Any Director may resign from the Board by written notice to the Commissioner of the Corporation. Such resignation shall be in writing and shall be effective immediately or upon its acceptance by the Board as such resignation may provide.

13. Removal. At a meeting called expressly for that purpose or at any meeting of the Board, a Director may be removed for cause, after having been given ten (10) days written notice, by a vote of two-thirds of the Directors present at such meeting.

Any member of the Board absent for two (2) consecutive regular meetings without permission from the Commissioner may, by vote of two-thirds of the Directors present at such meeting, be held to have been removed from his or her office.

14. Compensation. Directors shall serve without compensation except for stipends voted on and approved by a majority of the Board. No person who now is, or who later becomes, a Director of the Corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the Corporation shall look only to the assets of the Corporation for payment. Directors may be reimbursed for any reasonable expenses incurred in the performance of their duties to the Corporation.

No employee of the Corporation shall be eligible to serve as a Director.

15. Independence. A Director will not be considered an "Independent Director" for purposes of Article IV if, at any time during the one (1) year preceding commencement of or during his/her position as a Director, the Director or an immediate family member was employed by or held any paid position with the Corporation.

A Director will not be considered an "Independent Director" if at any time during the one (1) year preceding commencement of or during his/her position as a Director, the Director receives more than \$5,000.00 in compensation from the Corporation, directly or indirectly. For

purposes of this rule, compensation does not include reimbursement of expenses in accordance with corporate policy.

ARTICLE V

Meetings of the Board

1. **Place.** Meetings of the Board shall be held at any place within or outside the state of Missouri as may be determined from time to time by resolution of the Directors or by written consent of the members of the Board.

2. **Meetings of the Board and Notice.** Regular meetings of the Board shall be held at least three (3) times per year, one of which shall be the annual meeting. Notice of a regular meeting and the annual meeting need not be given. Any business may be transacted at a regular meeting and at the annual meeting. All material in preparation for each meeting shall be provided at least ten (10) days before the meeting is held.

3. **Annual Meeting.** The annual meeting of the Board shall be held prior to June 30th, on a date determined by the Board for the election of Directors (as applicable, in accordance with Article IV.9.) and to transact such other business as may be required by the Corporation, other applicable law, or these Bylaws, or as may be properly brought before the meeting. The Board may postpone the time of holding the meeting for such period as it may deem advisable. If the election of Directors is not held at the meeting or at any adjournment thereof, the Board will cause the election to be held at a special meeting of the Board as soon thereafter as is convenient.

4. **Special Meetings.** Special meetings of the Board may be held at any time and for any purpose or purposes. Special meetings may be called by any Director through written notice to each Director of the time and place of the meeting, including the purpose or purposes for which the meeting is called, and shall be given not less than ten (10) days before the date of the meeting. No business shall be transacted at a special meeting other than business specified in the call. If mailed, such notices shall be deemed to be given when deposited in the United States Mail addressed to the Director at this or her address as it appears on the books of the Corporation, with postage prepaid.

5. **Waiver of Notice.** Any notice provided or required to be given to the Directors may be waived in writing by any of them whether before or after the time stated therein. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where the 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.

6. **Quorum.** Unless otherwise required by law, the presence of a majority of the whole Board shall be requisite for and shall constitute a quorum for the transaction of business at all meetings. The act of a majority of the Directors present at a meeting at which a quorum is present shall be valid as the act of the Board except in those specific instances in which a larger vote may be required by law, by the Articles of Incorporation or these Bylaws.

7. **Adjournment.** No notice need be given of any adjourned meeting of the Board, provided the time and place thereof are announced at the meeting at which the adjournment is taken, and provided that the adjournment is not for more than five (5) days. Any business may be transacted at any adjourned meeting, which might have been transacted at the meeting for which notice was given.

8. **Voting.** Each Director, excluding the Commissioner, present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision. The Commissioner shall only cast his/her vote to be the tie-breaking vote on such matters decided upon by the Directors.

9. **Proxies.** Each Director may vote at any meeting by proxies duly authorized in writing. Proxies shall be valid only for one meeting, to be specified therein, and any adjournments of such meeting. Proxies shall be dated and shall be filed with the secretary of the meeting.

10. **Consent.** Action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the corporate records reflecting the action taken. Such action shall be effective when the last Director signs the consent, unless the consent specifies a different effective date.

11. **Meetings by Conference Telephone or Similar Communications Equipment.** Unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board, or any Committee designated by the Board, may participate in a meeting of the Board or Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant thereto shall constitute presence in person at such meeting.

ARTICLE VI

Committees

1. **Standing and Temporary Committees.** The Board may, by resolution or resolutions passed by a majority of the Directors, designate one or more committees, with each committee consisting of one or more Directors of the Corporation. 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.

2. **Terms and Duties.** The members of any such committees shall serve for such terms of office as the Board shall determine and shall perform such committee duties and functions as the Board shall determine. Such committees shall have such names as may be determined from time to time by resolution adopted by the Board.

3. **Meeting Minutes.** 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 in books kept for that purpose in the office of the Corporation and shall report the same to the Board at its next meeting.

ARTICLE VII

Officers

1. **General.** The officers of the Corporation shall consist of a President, Vice President, Treasurer, and Secretary. The President shall be elected by a majority of the Board, with each Director having one vote on the issue (with the exception of the Commissioner, who shall only cast his or her vote in the event of a tie). The President shall appoint the Vice President, the Treasurer, and the Secretary; provided, however, the President's appointments shall be approved by a majority of the Board. In the event the President determines additional officers are necessary to efficiently manage the Corporation, the President shall present additional officers for consideration to the Board and the Board may approve the addition of such officers by majority vote.

Any two or more offices may not be held by the same person. Officers of the Corporation shall not serve as members of the Board.

Unless removed in accordance with the procedures established by law and these Bylaws, the officers shall serve until the next succeeding annual meeting of the Board and until their respective successors are elected by the Board or appointed by the President and approved by the Board. Officers may serve as many successive terms in office as the members of the Board may determine.

An officer shall be deemed qualified when he enters upon the duties of the office to which he or she has been elected or appointed. However, the Board may also require of such person his or her written acceptance and promise faithfully to discharge the duties of such office.

2. **Removal.** Any officer or any employee or agent of the Corporation may be removed or discharged by majority vote of the Board whenever in its 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 person so removed.

3. **Compensation.** Officers may receive a salary or compensation for serving as such for the Corporation and such salary or compensation shall be determined by a majority of the Board. Salaries and compensation of officers and other agents and employees of the Corporation, if any, may be fixed, increased, or decreased by majority of the Board. Each officer may be reimbursed for his actual expenses if they are reasonable and incurred in connection with the business and activities of the Corporation.

4. **Vacancies.** Vacancies caused by the death, resignation, incapacity, removal or disqualification of the President of the Corporation may be temporarily filled by a non-member of the Board at an annual or other regular meeting or at any special meeting called for that purpose, and such person so elected to fill the vacancy of the President shall serve at the pleasure of the Board until the next annual meeting of the Board, and until his successor is duly elected and qualified.

Vacancies caused by the death, resignation, incapacity, removal or disqualification of any other officer of the Corporation may be temporarily filled by a non-member of the Board who is selected by the President; provided, however, that such selection is approved by a majority of the Board at the next meeting of the Board or at any special meeting called for that purpose. Such person or persons so elected to fill such vacancy shall serve at the pleasure of the Board until the next annual meeting of the Board, and until his successor is duly appointed by the President and approved by the Board.

5. Delegation of Authority. The Board may from time to time delegate any of the functions, powers, duties, and responsibilities of any officer to any other officer or to any agent or employee of the Corporation or other responsible person, provided a majority of the Board concurs. In the event of such delegation, the officer from whom any such function, power, duty, or responsibility has been transferred shall thereafter be relieved of all responsibility for the proper performance or exercise thereof.

6. The President. Unless the Board otherwise provides, the President shall be the Chief Executive Officer of the Corporation and shall have such general executive powers and duties of supervision and management as are usually vested in the office of the Chief Executive Officer of a corporation, and he or she shall carry into effect all directions and resolutions of the Board.

The President may execute all bonds, notes, debentures, mortgages, and other contracts requiring a seal, under the seal of the Corporation and may cause the seal to be affixed thereto, and may execute all other contracts and instruments for and in the name of the Corporation.

The President shall have such other duties, powers, and authority as may be prescribed elsewhere in these Bylaws or by the Board.

7. The Vice President. The Vice President shall work in cooperation with the President and shall perform such duties as the President and Board may assign to him or her. In the event of the death or during absence, incapacity, inability, or refusal to act of the President, the Vice President shall be vested all the powers and perform all the duties of the office of President until the board otherwise provides. He or she shall have such other or further duties or authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board.

8. The Treasurer. The Treasurer shall have supervision and custody of all monies, funds, and credits of the Corporation and shall cause to be kept full and accurate accounts of the receipts and disbursements of the Corporation in books belonging to it. He or she shall keep or cause to be kept all other books of account and accounting records of the Corporation as shall be necessary and shall cause all monies and credits to be deposited in the name and to the credit of the Corporation in such accounts and depositories as may be designated by the Board. The Treasurer shall disburse or permit the disbursement of funds of the Corporation in accordance with the authority granted by the Board, taking proper vouchers therefor. The Treasurer shall be relieved of all responsibility for any monies or other valuable property or the disbursement thereof committed by the Board to the custody of any other person or corporation, or the supervision of which is delegated by the board to any other officer, agent or employee.

The Treasurer shall render to the President or the Board, whenever requested by any of them, an account of all transactions as treasurer and of those under his or her jurisdiction and the financial condition of the Corporation.

The Treasurer shall be bonded unless the Board expressly waives the requirement of such bonding.

The Treasurer shall have the general duties, powers, and responsibilities of a treasurer of a corporation, shall be the chief financial and accounting officer of the Corporation and shall have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the Board.

9. The Secretary. The Secretary will attend all meetings and keep the minutes of all of the proceedings at all meetings of the Board, and will be the custodian of all corporate records, and of the seal, if any, of the Corporation. The Secretary will see that all notices required to be given to the Board are given in accordance with these Bylaws or as required by law. The Secretary will also perform, under the direction and subject to the control of the President and the Board, such other duties as may be assigned to the Secretary.

ARTICLE VIII

General Provisions

1. Depositories and Checks. The monies of the Corporation shall be deposited in such manner as the Directors shall direct in such banks or trust companies as the Directors may designate and shall be drawn out by checks signed in such manner as may be provided by resolution adopted by the Board.

2. Bonds. Any officer or employee handling money of the Corporation may be bonded at the Corporation's expense in such amounts as may be provided by resolution adopted by the Board.

3. Custodian of Securities. The Board may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by the Corporation and to exercise in respect thereof such powers as may be conferred by resolution of the Board. The Board may remove any such custodian at any time.

4. Certain Loans Prohibited. The Corporation shall not make any loan to any member, officer, or Director of the Corporation.

5. Indemnification. Each person who is or was (a) a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, or (b) a member of a committee of the Board, including the heirs, executors, administrators and estate of such person, shall be indemnified by the Corporation as of right to the full extent permitted or authorized by the laws of the state of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorneys' fees) asserted or threatened against such person and authority as (i) a director or officer of the corporation or, if serving at the request of the corporation, as a director or

officer of another corporation, or (ii) a member of a committee of the board of directors. The indemnification herein provided with respect to any liability, cost or expense shall be effective only to the extent that the person herein indemnified does not have other valid and collectible insurance coverage for such liability, cost or expense. The indemnification provided by this bylaw provision shall not be exclusive of any other rights to which those indemnified may be entitled under the articles of incorporation, under any other bylaw or under any agreement, vote of members of disinterested directors or otherwise, and shall not limit in any way any right which the corporation may have to make different or further indemnifications with respect to the same or different persons or classes of persons.

No person shall be liable to the Corporation for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by him as (1) a director or officer of the Corporation or of any other corporation in which he serves as a director or officer at the request of the Corporation, or (2) a member of a committee of the Board, if such person (A) exercised the same degree of care and skill as a prudent man would have exercised under the circumstances in the conduct of his own affairs, or (B) took or omitted to take such action in reliance upon advice or counsel for the Corporation, or for such other corporation, or upon statements made or information furnished by directors, officers, employees or agents of the Corporation, or of such other corporation, which he had no reasonable grounds to disbelieve.

6. **Absence of Personal Liability.** The Directors and members of the Corporation are not individually or personally liable for the debts, liabilities or obligations of the Corporation.

7. **Annual Audit.** Unless such requirement is waived by the Board, an annual audit of the books of account and financial records of the corporation shall be performed by an independent accounting firm.

8. **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 Corporation, and such authority may be general or confined to specific instances.

9. **Review.** The Board shall review and revise these By-laws as necessary for the benefit of the Corporation every four (4) years.

ARTICLE IX

Fiscal Year

The Board shall have the 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 begin on July 1 and end June 30.

ARTICLE X

Amendments

The Board shall have the power to make, alter, amend, and repeal the bylaws of the Corporation and to adopt new bylaws, which power may be exercised by a vote of two-thirds of the members of the full Board. The Corporation shall keep at its principal office a copy of the bylaws, as amended, which shall be open to inspection by any board member or any member at all reasonable times during office hours.

ARTICLE XI

Dissolution

In the event that the activities of the Corporation are no longer deemed desirable, the Corporation may be declared inactive in accordance with procedures specified by applicable state laws.