

BYLAWS  
OF  
THE AMERICAN LEADERSHIP AND POLICY FOUNDATION (ALPF) INC.

A Missouri and Federal (501c3) Nonprofit Public Benefit Corporation.

ARTICLE I  
NAME: OFFICE

Section 1. NAME. The name of this Corporation is The American Leadership and Policy Foundation, Inc. (“Center, Foundation, or ALPF”).

Section 2. PRINCIPAL OFFICE. The principal office for the transaction of the activities and affairs of the Corporation (“principal office”) is located at:

1201 N.W. Briarcliff Parkway  
Second Floor  
Kansas City, Missouri 64116

Or

Other as required

ARTICLE II  
PURPOSES

Section 1. PURPOSES. This foundation is a nonprofit public benefit Corporation and is not organized for the private gain of any person. It is organized under the Missouri Nonprofit Corporation Act for public and charitable purposes.

Section 2. The specific and primary purpose and activities for which the center is organized is (1) the promotion of grassroots (non-corporate and non-government funded) bi-partisan policy solutions, (2) the origination and promotion of meaningful research conducted for the benefit of public awareness, policy, and civic education; (3) the development of principled leaders who will make meaningful contributions to the health of our democracy, and (4) offering outreach programs to university and college campuses to encourage responsible civil discourse and civic participation. The center will also work with other foundations, associations, and centers to further these purposes and activities where warranted.

ARTICLE III  
MEMBERSHIP

Section 1. CLASSES AND RIGHTS. This center shall have three classes of membership. These three classes shall be regular, honorary and fellow. Members will have the rights defined under sub parts (A), (B), and (C) of this section.

Section 2. The members shall have all rights afforded members under the Missouri Nonprofit Corporation Act, including those provisions outlined in these bylaws.

Subpart A. REGULAR MEMBERS. Regular members include those individuals who choose to associate themselves with the center based on subscription or membership fees established by the board or its designees. Such members will have access to the benefits and privileges of Regular Membership as established by the board or its designees. Regular Members have no vote on matters relating to business of the center.

Subpart B. HONORARY MEMBERS. Honorary Members are those individuals or Charter Members with skills, talents or attributes that will benefit the center and who by nomination or invitation of the board may serve in various non-voting leadership positions including Executive Board Member or Officer (i.e. Director of Leadership Development). Admission to this membership level will be defined under (appendix A).

Subpart C. FELLOWS. Fellows are those individuals who have been by nomination or invitation asked by the board to serve the center as an official representative. Fellows will be vetted by the board and the Director of Fellowships (defined in Article VIII, section 9) to ensure that their goals and skills are congruent with the purpose and vision of the center. Fellowships may be revoked at any time as determined by the board. There will be three levels of fellowship each with certain rights and privileges:

- (a) SENIOR FELLOWS: Individuals demonstrating a high degree of leadership or scholarly acumen who are authorized to conduct research, write, and speak on behalf of the center. As representatives of the center, Senior Fellows have the responsibility to develop the highest quality products and ideas in order to develop credible and meaningful solutions that aid fulfilling the center's purpose and vision. Senior Fellows also serve as peer reviewers for the works of Fellows and Visiting Fellows. All Members of the Board of Directors (excluding Executive Board Members) and designated Officers appointed by the Board of Directors carry the designation of Senior Fellow (i.e. Director of Communications and Senior Fellow).
- (b) FELLOWS: Individuals demonstrating an intermediate degree of leadership and scholarly acumen (such as those early in career) who are only authorized to

research, write, and speak on behalf of the center once those communications have been vetted by either the Board of Directors, the Director of Fellowships, or the Director of Communications. All publications conducted by Fellows will be peer reviewed to ensure continuity, quality, and credibility. Fellows may from time-to-time be asked to conduct specific research or aid with the research efforts of Senior Fellows.

- (c) VISITING FELLOWS: Individuals who have demonstrated a unique idea or point of view or composed a unique work or who for other reasons as presented by the Board of Directors, Director of Fellowships, or other designee whose association will provide a benefit to the center will be designated a Visiting Fellow. The ultimate end goal of a Visiting Fellow is to continue rigorous vetting throughout their association so as to advance that individual to Fellowship or Senior Fellowship.

Section 3. As research funds become available, Senior Fellows and Fellows will be eligible to receive grants and other resources to aid in the conduct of meaningful research projects in keeping with the center's purpose and vision. Eligibility criteria will be determined at the time(s) funds are made available. Recipients of these funds will be required to provide intermediate progress reports to the Board of Directors or their designees. Further details of the fellowship program will be defined by addendum to these bylaws.

#### ARTICLE IV MEETINGS

Section 1. ANNUAL BUSINESS MEETINGS. The annual business meeting of the center shall be held during the month of October, unless the Board of Directors establishes another date or time. At this meeting any vacancies on the Board of Directors shall be filled, Officers may be appointed, and any other proper business may be transacted.

Section 2. NOTICE OF MEETING. Notice of each meeting of the membership shall be sent by email or phone not less than 10 days preceding the meeting. The final agenda will be finalized by the Chairman and submitted by the Secretary for Board of Directors review not less than 5 days preceding the meeting. This notice shall set forth the venue, time and purpose of this meeting.

Section 3. SPECIAL MEETINGS. Special meetings can be called by Chairman, Vice Chairman or Board of Directors on a forty-eight (48) hour notice. No business other than that specified in the notice of the meeting shall be transacted at any special meeting of the Board unless proposed and seconded by at least one other member.

Section 4. QUORUM. One-half plus one of the voting power shall constitute a quorum for the transaction of normal business. Normal business consists of financial dispensations, routine

transactions, and (Et al.). Executive business requires at least one-half the voting power plus the Chairman or Vice Chairman. Executive business consists of the appointment of Board Members, Officers, Senior Fellows, Fellows, strategic planning, budgets, and amendments to these bylaws. To the maximum extent practical, the Board of Directors shall garner the advice of the Executive Board on pertinent matters before voting. The Vice Chairman will conduct meetings in the absence of the Chairman.

Section 5. VOTING. Only the Chairman, Vice Chairman, or members of the Board of Directors shall have a vote on normal and executive business matters. In the event of a tie vote with respect to normal or executive business, the Chairman will have the authority to cast a tie breaking vote. In the Chairman's absence, he may vote, in writing or by proxy.

## ARTICLE V BOARD OF DIRECTORS

Section 1. GENERAL CORPORATE POWERS. Subject to the provisions and limitations of the Missouri Nonprofit Corporation Act and any other applicable laws, the Center's activities and affairs shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors is the only board that may vote and will conduct routine and executive business on behalf of the center.

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Article V, Section 1 of these Bylaws, but subject to the same limitations, the Board of Directors ("Directors") shall have power to:

- (A) Appoint and remove, at the pleasure of the Directors, all of the Corporation's officers, Fellows, and agents; prescribe powers and duties for them that are consistent with law, with the purpose and vision of the center.
- (B) Change the principal office or the principal business from Missouri to one location (State) or another to include the purchase and/or construction of real property.
- (C) Raise funds, spend and allocate monies, and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the center's purposes, in the corporate name, promissory notes, bonds, debentures, Deeds of Trust, mortgages, pledges, grants, trusts, hypothecations, and other evidence of debt and securities.
  - a. Restrictions on fundraising: As a grass-roots organization representing the voice of United States citizens, the center will not accept corporate donations. In addition, to avoid undue influence or disproportionate influence from individuals,

private donations will be capped at 20% of the foundation's annual gross income 120 months after incorporation. Exceptions to this policy will be made by the Board of Directors on a case by case basis where endowments, trusts, or perpetual gifts are being established for research grants or scholarships.

- b. Goods or services rendered by corporations owned by members affiliated with the center will be accepted on an individual basis when it is determined that such goods or services do not represent a legal breach, conflict of interest, or compromise of the center's purposes and vision to remain free from corporate and special interest influences.
- c. Other restrictions and privileges and restrictions on fundraising will be appended to these bylaws as adopted by the Board of Directors.

(D) Adopt and use a corporate seal, logo, and name, and alter the same.

(E) The provision of paid salaries as deemed necessary to the purpose and vision of the center.

(F) Adopt or modify the center's vision, purpose, communications, fundraising strategy, and other strategic plans as consistent with the best interests of the center and its goal to contribute to the health of the American Democracy.

(G) Employment and/or termination of corporate legal counsel to advise and conduct the legal affairs of the center. Such business includes representation of the center as a "registered agent" as required by the Missouri Secretary of State.

(H) Obtain services such as leasing, contractors, internet, phone, web hosting, web domains, technical support and website development services.

(I) Provide Reimbursements. Directors may receive such reimbursements of expenses as the Board may determine by resolution to be just and reasonable to the Corporation at the time that the resolution is adopted. These expenses include travel, business cards, stationary, and other expenses incurred while doing business on behalf of the center.

### Section 3. NUMBER, QUALIFICATION AND TERMS OF BOARD OF DIRECTORS.

The authorized number of Directors shall not be less than four (4) or more than six (6) persons as determined or as modified by the board. One Board Membership allows for one vote. Board Members will be designated as Senior Fellows. The Board of Directors shall consist of the following persons:

- (A) Chairman of the Board, Vice Chairman and Four to Six (4-6) persons nominated by and elected by the Board of Directors who meet the following qualifications: desire to fulfill the goals and objectives of the Center; demonstrated abilities to fulfill essential board functions, strong character and high moral standing. Terms of elected members shall be indefinite or until resignation unless removed by a majority vote of the same board (Article V, Section 4).

Section 4. VACANCIES ON BOARD OF DIRECTORS. A vacancy or vacancies on the Board of Directors shall exist on the occurrence of the following: (a) the death or resignation of a member; (b) the declaration by resolution of the Board vacancy in the office of a member who has been declared of unsound mind, by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Missouri Nonprofit Law; (c) the increase of the authorized number of directors; or (d) by a majority vote of Board. Board Member's may also be removed for personal misconduct and integrity issues relating to matters of the corporation's business.

- (A) Vacancies on the Board may be filled by a majority of the Directors then in office at a regular or special meeting called for that purpose, by the unanimous written consent of the Directors then in office, or by sole remaining Director. Any vacancy on the Board of Directors may be filled by Senior Fellow or one of the Center's Officers as nominated.
- (B) The Center's Founder will serve as Chairman of the Board until resignation, death or unanimous vote of the Board of Directors. Upon resignation, the Vice Chairman will assume the responsibilities of Chairman. The Founder will retain an honorary status of Founder and (non-voting) Executive Board Member for life. In addition, all former Vice Chairmen and Board Members will be retained as honorary Executive Board Members upon their vacancy of previous position(s) for life. Successive nominees for Chairman of the Board will be nominated from among Members of the Board of Directors or Foundation Officers in good standing. The title of Chairman of the Board will be conferred upon the vote of 2/3 a majority of the Board (the Vice Chairman is considered a Board Member for this vote and or nomination).
- (C) No Board Member may resign if the Corporation would then be left without a duly elected Board of Directors (Numbering at least four). In this case, members may resign once the board has nominated and elected a new Board Member who will take office upon the resigned Member's departure.

Section 5. RECORDS AND AUDITS. Upon each new Chief Financial Officer (CFO) term (six years), all books shall be audited by an Audit Committee as appointed by the Board.

The Committee (See Section IV) may be comprised of Board Members, Executive Board Members, or Officers and Senior Fellows as appointed.

- A. In addition to financial Audits, the Board of Directors may employ from time-to-time an outside firm or CPA to ensure that the center's accounting and financial practices are in keeping with IRS and State laws and internal standards.
- B. The minutes of board meetings and at a minimum voting results will be kept as part of the center's corporate records for proof of business. Furthermore, the center will maintain a central data base of historic documents and continuity folders on each function, officer position, and program to ensure continuity and provide access to information as the need arises. The creation of a position, Director of Archives, may be accomplished as demand warrants.

## ARTICLE VI EXECUTIVE BOARD

Section 1. The Executive Board (Advisory Board) shall be comprised of non-voting honorary members, former Board Members, and Former Chairman and Vice Chairman who at the discretion of the board will serve in an advisory capacity to the Board of Directors. At the designation of the Board of Directors, an Executive Board Member may serve as a Senior Fellow.

Section 2. Executive Board Members will be selected for their experience, skills, and ability to make a meaningful contribution to the center. The Executive Board will be capped at 50 individuals.

Section 3. The Executive Board will interact with the Charter Members on behalf of the Board of Directors. As such, the Executive Board will act as a liaison between Charter Members and the Board of Directors. The Executive Board will have at least one Charter Member in its number.

## ARTICLE VII COMMITTEES

Section 1. BOARD OF DIRECTORS COMMITTEES. The Board, by resolution adopted by a majority of the members then in office, providing a quorum is present, may create one or more committees ("Board Committees"), each consisting of one or more members to serve at the pleasure of the Board. Appointments to Board Committees shall be by majority of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such Board Committee, who may replace any absent member at any meeting. Any such Board

Committee, to the extent provided in the Board resolution, shall report its findings and recommendations to the Board for its action.

Section 2. EXECUTIVE BOARD COMMITTEES. The Executive Board (Advisory Board) may establish committees for special projects and purposes as designated by the Board of Directors. Advisory Committees are advisory only to the Board and shall not exercise any powers of the Board of Directors unless specifically delegated.

Section 3. Committee Membership. Each Advisory Committee shall consist of two or more members as determined by the Board of Directors and shall serve at the pleasure of the Board. Each committee shall report to the Board of Directors and its recommendation shall be subject to approval by the Board of Directors.

## ARTICLE VIII OFFICERS

Section 1. OFFICERS. The principal officers of the center shall be a Chairman, Vice Chairman, Chief Financial Officer (CFO) and Secretary. The Corporation may also have, at the Board's discretion, one or more assistant secretaries, one or more assistant chief financial officers, and such other officers as the Board may appoint. In addition, Directors are designated officers. Officers may also be designated as Senior Fellows.

- A. The Center's Directorship Positions are as follows:
- a. Director of Communications
  - b. Director of Fellowships
  - c. Director of Research
  - d. Director of Media
  - e. Director of Leadership Development
  - f. Director of Strategic Development
  - g. Director of External Development (Fundraising)
  - h. Director of Membership Services
  - i. Other Directors as required

Section 2. ELECTION OF OFFICERS. The officers of the Corporation shall be chosen annually by the Board of Directors during the annual meeting.

Section 3. VACANCIES OF OFFICE. A vacancy in any office shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however,

that vacancies need not be filled on an annual basis. Any member in good standing may fill an office (in an “Acting” capacity) pending approval by the Board of Directors.

Section 4. CHAIRMAN OF THE BOARD. The Chairman of the Board shall preside at meetings of the board and shall exercise and perform such other duties as the Board may assign from time to time. The chairman of the board shall supervise, direct, and oversee the Corporation’s broad activities, affairs, and officers as he deems necessary to the efficient operation of the Corporation.

Section 5. VICE CHAIRMAN. If the Chairman of the Board is absent or disabled, the vice chairman shall perform all duties of the chairman. When so acting, the vice chairman shall have all powers of and be subject to all restrictions on the chairman – except in voting. The vice chairman shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

Section 6. EXECUTIVE SECRETARY. The secretary shall keep or cause to be kept, at the Corporation’s principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, or committees of the Board. The secretary shall keep or cause to be kept a copy of the Articles of Incorporation and Bylaws, as amended to date. The secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

Section 7. CHIEF FINANCIAL OFFICER. The chief financial officer (CFO) shall keep and maintain, or cause to be maintained, adequate and correct books and accounts of the Corporation’s properties and transactions. The CFO shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times. The CFO shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation’s funds as the Board may order, shall render to the chairman, and the board, when requested, an account of all transactions as treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the bylaws may prescribe.

Section 8. DIRECTOR OF COMMUNICATIONS. Appointed and charged by board with oversight of all aspects of the foundation’s information and public relations domains. The functions of these domains include: public and media relations, administration of external communications and advertisement strategy; approval of op eds, commentaries, interviews, and

approval research reports to ensure continuity with the foundation's mission, vision, and goals. In addition the Director of Communications is responsible for helping ensure fellows are prepared for external interviews, testimonies to government, and media interaction. The Director will also keep apprised of various issues affecting the foundation to aid in formulating external communications and supervise any assigned staff, aids, or volunteers they are assigned.

Section 9. DIRECTOR OF FELLOWSHIPS. Appointed and delegated by the board to develop fellowship programs in keeping with the foundation's mission, vision and goals. The Director of Fellowships is primarily responsible fellowship program development, recruiting and vetting fellowship candidates, ensuring program requirements are met by fellows and providing information to the board on various aspects relating to the administration of programs and strategy. The Director of Fellowships will also be responsible for helping ensure that fellows are provided with research and leadership development opportunities. The Director of Fellowships will work closely with the Director of Research and Director of Leadership Development to develop comprehensive internal and external engagement programs to challenge the foundation's leaders, foster growth, and to meet the needs of the organization. In addition to fellowship program oversight, the Director of Fellowships will oversee any assigned staff, aids, or volunteers they are assigned.

Section 10. DIRECTOR OF RESEARCH. Appointed and delegated by the board to develop research programs, priorities, and world-class standards. The Director of Research is the heart of the foundation's research and policy analysis efforts. As such, the Director of Research will help oversee, in concert with the board's priorities, all research publications, peer reviews, and assist the Director of Communications with achieving cohesive external communications. The Director of Research will also work with the Director of Leadership Development to coordinate and ensure that fellows are achieving research benchmarks established by funding programs. In addition to research program oversight, the Director of Research will oversee any assigned staff, aids, or volunteers they are assigned.

Section 11. DIRECTOR OF MEDIA. Appointed and delegated by the board to administrate all aspects of the Foundation's media and communications platforms including: web, social media, video production, email, and publication of research analysis, commentary, reports and et al. The media Director must work closely with the Director of Communications to ensure the foundation's communications strategy translates into an effective, cohesive, and holistic engagement strategy. The Director of Media will closely coordinate with all directors to ensure that each is receiving required technical support. In addition, the Director of Media will work with the Secretary to ensure that required documents are being archived and published in accordance with state law and required disclosures. In addition to media oversight, the Director of Media will oversee any assigned staff, aids, or volunteers they are assigned.

Section 12. DIRECTOR OF LEADERSHIP DEVELOPMENT. Appointed and delegated by the board to administrate all aspects of the Fellow and Leadership development. The Director of Leadership Development will develop and administrate programs, policies, and strategies to help ensure foundation leaders are being supported, challenged and developed through mentorship. The goal is to develop leaders into fair-minded, democratically concerned citizens who value civil discourse and solutions based approaches to policy making and who can articulate the value of this approach. The Director of Leadership Development will work closely with the Director of Fellowships to assess each leader's needs and to enhance their abilities through opportunities. In addition, the Director of Leadership Development will develop and administrate research funding programs for fellows and scholars applying for foundation scholarships. Finally, the Director of Leadership Development will oversee any assigned staff, aids, or volunteers they are assigned.

Section 13. DIRECTOR OF STRATEGIC DEVELOPMENT. Appointed and delegated by the board to aid in developing and implementing strategy, programs, internal processes, and other tasks as assigned by the board to ensure the success and efficiency of all foundation transactions and programs. As such, the Director of Strategic Development must keep a close eye on all aspects of the organization's affairs both internal and external. Finally, the Director of Strategic Development will oversee any assigned staff, aids, or volunteers they are assigned.

Section 14. DIRECTOR OF EXTERNAL DEVELOPMENT. Appointed and delegated by the board to aid in developing and conducting fundraising activities and strategies, grant applications, field activities, and forging external relationships and relations with like-minded organizations and initiatives. The Director of External Development (Fundraising) will be granted an allowance for expenses when necessary to the conduct of their activities. Such allowances will be pre-approved through the CFO, Chairman, or Vice Chairman. The Director of External Development is a position vital to the success of the foundation. Thus, this Director will work very closely with the CFO and board to ensure realistic goals are developed to meet the foundation's financial needs. Finally, the Director of External Development will oversee any assigned staff, aids, or volunteers they are assigned.

Section 15. DIRECTOR OF MEMBERSHIP SERVICES. Appointed and delegated by the board to develop and administrate all activities relating to the recruitment, solicitation, feedback, and development of organization and charter members. The Director of Membership Services will also develop rewards programs, be a focal point for customer service, and work closely with the Director of Media to ensure all web and media platforms are optimized for members (our central constituency). Finally, the Director of Membership Services will oversee any assigned staff, aids, or volunteers they are assigned.

On this day, February 11, 2017 and pursuant to Article VIII, Section 16\* of the American Leadership and Policy Foundation (ALPF) By Laws, the Board of Directors voted by telephone conference to elect David Liapis to be Presiding Director during the absence/disability of the ALPF Chairman and Vice Chairman. This Presiding Directorship shall involve the following duties during a period of one year:

- Preside at meetings of the board;
- Ensure other officers are performing required, time-sensitive duties, e.g.:
  - Chief Financial Officer as to any required accounting or financial reports;
  - Director of Research as to important issues the Foundation needs to address;
  - Communications Director as to any publicity to which the ALPF must respond.
- Communicate with the Vice Chairman or Chairman should an emergency arise.

This Resolution shall be incorporated by the Executive Secretary into the By Laws at a convenient date but in no event later than October 1, 2017.

Section 16. OTHER DIRECTORS. Other Directorship positions will be developed and defined by the board as required. These positions will be filed annually with an update in the bi-laws as required by state law.

ARTICLE IX  
IDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS  
AND INSURANCE

Section 1. RIGHT OF INDEMNITY. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers and employees, and other persons described under Missouri Statute, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other accounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section.

Section 2. ARBITRATION. If any dispute arises between or among the Directors, officers, employees or other parties described in these bylaws relating to the Corporation or these bylaws, the dispute shall be settled by arbitration administered by the American Arbitration

Association or a similar organization agreed upon by the parties (the “Association”) in accordance with the following provisions:

(a) Each dispute shall be governed by the United States Arbitration Act set forth in Title 9 of the U.S. Code and the arbitration rules that the Association determines should apply based on the issues raised in the dispute.

(b) The arbitrator shall apply the substantive law (and, if applicable, the law of remedies) of the State of Missouri.

(c) The arbitrator’s decision shall be final and binding on the disputing parties, and judgment on an award rendered by the arbitrator may be entered in any court having jurisdiction thereof.

(d) Except as may be required by law, the existence, content or results of any arbitration hereunder shall not be disclosed by any party, any arbitrator, or the representatives of any of them, without the prior written consent of the disputing parties.

(e) The fees and expenses of the arbitrator shall be shared equally by the disputing parties unless the disputing parties agree, or the arbitrator determines, otherwise.

Section 3. INSURANCE. This Corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee or agent in such capacity or arising from the officer’s director’s, employee’s, or agent’s status as such.

## ARTICLE X RECORDS AND REPORTS

Section 1. MAINTENANCE OF CORPORATION RECORDS. The Corporation shall keep: (1) adequate and correct books and records of accounts; and (2) written minutes of the proceedings (at a minimum record of votes) of the Board of Directors.

Section 2. INSPECTION BY MEMBERS. On written demand on the Corporation, the members may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceeding of the members, the Board of Directors, and Board Committees at any reasonable time for any purpose reasonably related to the member’s interests as a member. Any such inspection and copying may be made in person or by the member’s agent or attorney. This right of inspection extends to the records of any subsidiary of the Corporation. Upon written request, any member requesting will be furnished with a copy of the Articles of Incorporation and Bylaws, as amended to the current date.

Section 3. INSPECTION BY DIRECTORS. Every Director shall have the absolute right at any time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The right of inspection includes the right to copy and make extracts of documents.

Section 4. ANNUAL STATEMENT OF CERTAIN TRANSACTION AND INDEMNIFICATION. The Corporation shall annually prepare and furnish to the members and each Director an annual report within 60 days after the end of the Corporation's fiscal year. A copy of the annual report shall be provided to the Board of Directors and be posted on the center's web site for public notice. That report shall contain the following information, in appropriate detail:

- A. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year; the principal changes in assets and liabilities, including trust funds; the Corporation's revenue or receipts, both unrestricted and restricted to particular purposes; the Corporation's expenses or disbursements for both general and restricted purposes; and independent accountants' report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.
- B. A statement of any transactions(i) in which the Corporation, its parent, or its subsidiary was party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is any director or officer of the Corporation, its parent, or subsidiary (but mere common directorship shall not be considered such as interest).
- C. This statement shall include a brief description of the transaction, the names of the interested people involved, their relationship to the Corporation, the nature of their interest in the transaction, and if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.
- D. A statement of any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the center.

ARTICLE XI  
AMENDMENT AND REPEAL

Section 1. These Bylaws may be amended or repealed by approval of the Board of Directors.

ARTICLE XII  
CONSTRUCTION AND DEFINITIONS

Section 1. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Missouri Nonprofit Corporation Act shall govern the construction of these Bylaws.

**THIS AGREEMENT CONTAINS A BINDING ARBITRATION PROVISION  
WHICH MAY BE ENFORCED BY THE PARTIES.**



