

**BYLAWS**

**OF**

**BLACK O'KELLEYS FAMILY ASSOCIATION, INC (BOFA)**

a Missouri Nonprofit Corporation

501(c)(3) Public Charity

### CHANGE APPROVAL RECORD

<b>Revision</b>	<b>Date</b>	<b>Comments</b>	<b>Approval</b>
-	August 16, 2020	Initial Release	BOFA BOD
Rev. 1	December 16, 2020	Added Inc to name & updated date in footer to coincide with date of Incorporation.	BOFA BOD
Rev. 1	February 9, 2020	Replaced the COI Policy	BOFA BOD

**BLACK O’KELLEYS FAMILY ASSOCIATION, INC (BOFA) BYLAWS  
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## **1 Article I General**

### **1.1 Name**

The name of this organization shall be the Black O'Kelleys Family Association, Inc (BOFA).

### **1.2 Purpose**

Black O'Kelleys Family Association, Inc (BOFA or the "Corporation") is organized and will be operated exclusively for charitable, familial relationships & communication, historical preservation of members, and cooperate with agencies in furtherance of genealogy and other family-related activities and organizations purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future United States Internal Revenue Law (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Code. The Corporation is a supporting organization to the O'Kelley descendants of Ellen Johnson-Mathews-Fisher. The Corporation's purposes include, but are not limited to, any purposes set forth specifically in its Articles of Incorporation, as may from time to time be amended (the "Articles").

To further the Corporation's purposes and mission, the Corporation will have and exercise all of the powers conferred by the provisions of the Missouri Nonprofit Corporation Act, as may from time to time be amended (the "Act"), not outside the scope of the Articles.

### **1.3 Limitations**

No part of the net earnings of the Corporation may inure to the benefit of, or be distributed to its Directors, Trustees, Officers, or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles.

No substantial part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will 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 herein, the Corporation will not carry on any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code; (b) by a Corporation operating as a supporting organization within the meaning of Section 509(a)(3) of the Code; or (c) by an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

#### **1.4 Seal**

The Corporation shall have a common seal, including a logo. The words Black O'Kelleys Family Association, Inc and abbreviated letters BOFA. The official seal will be held on record by the Corporation. The seal may be modified and approved by vote of the BOFA.

## 2 Article II Members

### 2.1 Definition of Members

The following are people that may apply for membership.

- a. O'Kelley descendants of BOFA matriarch, Ellen Johnson-Mathews-Fisher.
- b. Extended family of 2.1.a.
- c. Registered participants of BOFA family reunions & assemblies.
- d. Donors with interest in excelling the efforts of the BOFA.

### 2.2 Membership

People that qualify as members, listed above, are eligible for active membership in the BOFA.

### 2.3 Annual or Regular Meetings

The annual meeting of the members will be held at such time & place as determined by BOFA.

### 2.4 Special Meetings

A special meeting of the members may be called by the President, by a majority of the Board, in accordance with the Articles, these Bylaws, or the Act. Only those matters that are within the purpose or purposes described in the meeting notice required by these Bylaws may be conducted at a special meeting of the members.

### 2.5 Action by Written Consent

Any action, which is required to be or may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by the Board. The consent will have the same force and effect as a unanimous vote at a meeting duly held.

### 3 Article III Fees and Dues

#### 3.1 Application Fee

The BOFA application fee shall be as determined by the BOFA Board.

#### 3.2 Annual Dues

Dues for active membership are established by the Board of Directors ("Board") & approved by the BOFA. Membership shall be divided into four (4) classes:

1. **Family Membership:** Shall be available to any group of at least two (2) individuals living in the same household with kids (under 18).
2. **Single Membership:** Shall be available to any individual who is 18 years of age or older.
3. **Honor Forebearer:** Shall be granted to individuals of significant age (70+), and designated "Honor Forebearer", with all rights as a member in good standing and not be required to pay dues.
4. **Life Membership:** Shall be granted to individuals that pay a "one-time" special fee determined by the Board. They shall have all rights as a member in good standing and not be required to pay dues.

Within these Bylaws the term "members" shall refer to individuals and family groups holding membership in the BOFA. Members shall be governed by and abide by the Bylaws and all rules and orders made thereunder. Members shall pay dues to remain "**in good standing**". Members in good standing, and at least 18 years of age, shall be entitled one (1) vote for all BOFA actions.

## **4 Article IV Board of Directors**

### **4.1 General Powers**

Other than such rights, if any, reserved for the members under the Bylaws, the Articles, or the Act, the affairs of the Corporation will be managed by the Corporation's Board of Directors ("Board").

### **4.2 Number of Directors**

The number of Directors on the Acting Board is initially eight (8). The number of Directors may be changed from time to time by resolution of the Board, provided that the number of Directors will be set at not less than three (3), and at all times a majority of the Directors will be appointed by the President. No decrease in the number of Directors will have the effect of decreasing the term of any incumbent Director.

### **4.3 Appointment, Election, and Term**

The initial Directors named in the Articles were recommended by the Incorporator and appointed by the President. At all times, at least a majority of the Directors serving on the Board must be appointed by the President (the "Appointed Directors"). The initial term of the Appointed Directors will expire at the 1<sup>st</sup> annual meeting of the BOFA following incorporation. Thereafter, Appointed Directors will serve two (2) year terms. If the total number of Directors is reduced to less than five (5), then the President will always appoint additional Directors so that the Appointed Directors represent a majority of the Directors on the Board.

In addition to the Appointed Directors, the Directors will elect additional Directors (the "Elected Directors"); provided that the number of Elected Directors will always be less than half of the number of the Directors on the Board. It is anticipated that the Appointed Directors named in the Articles will elect two (2) Elected Directors. The Elected Directors will serve an initial term that will expire at the bi-annual meeting of BOFA. After the expiration of the term of an Elected Director, the Directors will elect an Elected Director at the bi-annual meeting of the Board, provided that an Elected Director with an expiring term shall be entitled to vote for their successor. Thereafter, Elected Directors will serve two (2) year terms. There are no limits to the number of terms that a Director may serve.

No Director or Officer may serve if they have been convicted of a felony or if they are presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in the transaction by any Federal department or agency, as such terms are defined in Executive Order 12549.



#### **4.4 Annual and Regular Meetings**

The Board will hold an annual meeting prior to BOFA's bi-annual meeting at a time and place determined by the Board, which meeting will be held for the purpose of electing Directors, if necessary, and the transaction of other such business as may come before the meeting. Typically, the annual meeting will be held near the end of the Corporation's fiscal year. The Board may provide, by resolution, the time and place, either within or without the State of Missouri for the holding of regular meetings, other than the annual meeting, without notice other than such resolution.

#### **4.5 Special Meetings**

Special meetings of the Board may be called by the President, or by any two (2) Directors. The person or persons calling a special meeting of the Board may fix any place in the United States or online, either within or without the State of Missouri, as the place for holding the special meeting of the Board called by them.

#### **4.6 Notice; Waiver of Notice**

Notice to the Directors of a special meeting of the Board will be given at least ten (10) days prior to the meeting and may be delivered personally, by mail, or by e-mail to the address, for each Director as it appears on the records of the Corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail. If sent by e-mail, such notice will be deemed to be delivered when transmitted, with reasonable evidence of successful transmission. A Director may waive any notice required by these Bylaws, before or after the date and time stated in the notice, by written or email waiver signed by such Director, which waiver will be included in the minutes or filing with the corporate records. A Director's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because the meeting is not lawfully called or convened.

#### **4.7 Quorum and Voting**

A majority of the Directors serving on the Board will constitute a quorum for the transaction of business at any meeting of the Board. The Board may adjourn the meeting if the quorum requirements are not satisfied. Each member present will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting.

#### **4.8 Manner of Acting**

The act of the majority of the Board present at a meeting which a quorum is present, will be the act of the Board; except with respect to any action of the Board requiring a higher level of approval under the Act or the Articles.

**4.9 Attendance by Telephone Conference or Other Communications Equipment**

Board members may participate in a meeting by means of telephone conference or other communications whereby all persons in the meeting can hear each other, will constitute presence at the meeting.

**4.10 Action by Unanimous Consent**

Any action, which is required to be or may be taken at a Board meeting, may be taken without a meeting if consented to in writing (or by email) by all members. The consents will have the same force and effect as a unanimous vote at a meeting duly held. If new information or discussion is requested, the Board may hear said information at the next meeting of the Board and call for a recount of the votes.

**4.11 Removal & Vacancies**

Any Appointed or Elected Director may be removed by an affirmative vote of two-thirds of the Board then in office with written cause. A vacancy on the Board occasioned by the death, incapacity, resignation, or removal of any Director may be filled by the Board in accordance with the procedures for regular election of Directors. Any Director Appointed or Elected to fill a vacancy on the Board will serve a term expiring as of the scheduled expiration date of the term of their predecessor.

**4.12 Compensation**

Directors as such will not receive any compensation for their services in such capacity, but by resolution of the Board, and within Corporation budget, may be reimbursed for their expenses of approved BOFA business; provided, that nothing herein contained will be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for personal services actually rendered.

## **5 Article V Advisory Council**

### **5.1 Advisory Council Purpose & Members**

This special Council of our most wise and respected, will be called upon to provide recommendations and advise on critical conflicts and issues that may arise from time to time with in and without BOFA. The elected officers of the Organization, three general members from the BOFA, and the Past BOFA Presidents in good standing, shall constitute the Advisory Council.

### **5.2 Authority**

The Council is subject to the orders of BOFA and none of its acts shall conflict with the action taken by the Organization. The Council shall submit all findings, recommendations, and actions to the Board for implementation. The Council shall select a Chairperson from their members.

### **5.3 Meetings**

Meetings of the Council shall be at the call of the President, or upon the written request of 4 members of the Council.

### **5.4 Quorum**

Five members of the Council shall constitute a quorum.

## 6 Article VI Committees

### 6.1 Standing Committees

Standing committees shall include the following and any other such committees authorized by the Board:

- Audit
  - The Audit Committee defines the Audit Process and oversees the auditing of the Corporation operations (Treasurer and Secretary).
- Election
  - The Election Committee defines the election process and oversees the election of Officers and the Board of Directors.
- Reunion
  - The Reunion Committee defines the logistical and financial roles & responsibilities and oversees the bi-annual reunion or other designated family assembly dates of the BOFA. The Reunion Committee will solicit a portion of its duties to subcommittees of members within or outside the reunion's host city.
- Historical
  - The Historical Committee directs family research, education, and preservation to honor its ancestry. Archival of official BOFA historical documents and artifacts will be retained in public repositories or other designated facilities.
- Membership
  - The Membership Committee defines the application and acceptance process and policy of membership in BOFA.
- Communications
  - The Communications Committee acts as the conduit of information gathering and dissemination to the BOFA membership, public relations, website, and social media representation. It provides support to all Standing Committees requiring mass communications distribution and coordinates with committees to maintain email, snail mail, phone numbers and other contact information.

By resolution adopted by a majority of the Board in office, may designate and appoint one or more committees of the Board to the extent provided in such resolution, will have and exercise the authority of the Board in the management of the Corporation. Other non-Director committees not having or exercising the authority of the Board in the management of the Corporation, may be designated and appointed by a resolution adopted by a majority of the Board present at a meeting; provided that such committee must have at least one (1) Director as a member and may have non-Directors as members. The delegation of authority to any committee will not operate to relieve the Board or any member of the Board from any responsibility imposed by law.

## **6.2 Absence**

The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee member, the other committee members present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. A disqualified member is a committee member who has been removed pursuant to the provisions of this Article or who no longer meets the qualifications required to serve on the committee.

## **6.3 Notice; Waiver of Notice**

Notices or Waivers of Notice for all regular or special meetings of any committee will be given in accordance with requirements for regular or special meetings, as applicable, of the entire Board.

Record keeping. All committees will, unless otherwise directed by the Board, keep regular minutes of the transactions at their meetings and will cause them to be recorded in books kept for that purpose in the office or repository of the Corporation and will report the same to the Board at its next meeting. The Secretary or an Assistant Secretary of the Corporation may act as Secretary of the committee if the committee or the Board so requests.

## **6.4 Meetings by Conference Telephone or Similar Communications Equipment**

Members of a committee may participate in a meeting of the committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.

## **6.5 Committee Action Without a Meeting**

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

## **6.6 Term of Office**

Each committee member will continue to serve in such capacity for so long as they continue to meet the qualifications for membership on the committee (including, if applicable, membership on the Board), unless such committee member is sooner terminated, resigns, or is removed from such committee by the Board.

**6.7 Chairman**

One member of each committee will be appointed chairman of the committee as designated by the Board.

**6.8 Removal; Vacancies**

A member of a committee may be removed with cause by action of the Board (excluding such committee member for purposes of such action, if applicable). A vacancy on a committee occasioned by the death, incapacity, resignation, or removal of a committee member will be filled in accordance with the procedures for regular election or appointment of a committee member. Any committee member elected or appointed to fill a vacancy on a committee will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

**6.9 Quorum**

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

**6.10 Participation by Non-Directors**

Although a committee may permit a non-Director or other person who is not a member of the committee to participate in a committee meeting, no person who is not a member of the committee will have any right to vote on any action taken by the committee (except in the case of a non-Director committee).

**6.11 Policies, Procedures, & Rules**

Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board.

## 7 Article VII Officers

### 7.1 Elected Officers

The elected Officers of the Corporation will be a President, a Vice President, a Secretary, and a Treasurer; and other Officers, both active and honorary, as the Board may from time to time deem advisable. Such Officers will be elected by the BOFA at its bi-annual meeting, and they will hold office until their successors are elected at the succeeding bi-annual meeting of the BOFA and are elected and qualified, unless they earlier die, resign, or are removed from office. Any person may simultaneously hold more than one office, except that the President and the Treasurer cannot be the same person. All Officers must be BOFA members and each Officer will serve a two-year term. The Officers and all committee chairman together form the Executive Committee of the BOFA.

### 7.2 Appointed Officers

The President may appoint, with the approval of the Board, such assistant secretaries and assistant treasurers as necessary or advisable. The President shall appoint a Parliamentarian, and approved by Board, to govern "Roberts Rules of Order" and security over all BOFA meetings and assemblies.

### 7.3 Duties of President

The President will preside at all meetings of the Board. The President may execute all contracts, deeds and other instruments for and on behalf of the Corporation and will do and perform all other things for and on behalf of the Corporation as the Board will authorize and direct. The President will enjoy and discharge generally such other and further rights, powers, privileges, and duties as customarily relate and pertain to the office of President. The main purpose of the President is to provide the Corporation with all the resources required to fulfill the objectives of the Corporation.

### 7.4 Duties of Vice President (VP)

The Vice President will preside over committees formed by the Board. The VP will consult and execute with the President, all contracts, deeds, and other instruments for and on behalf of the Corporation. The VP will enjoy and discharge generally such other and further rights, powers, privileges, and duties as customarily relate and pertain to the office of VP.

### 7.5 Duties of Secretary

The Secretary will cause to be kept complete and correct minutes of all meetings of the Board, committees, and BOFA and retained in "electronic books" on a shared online repository of the

board, backup, and hard copy file. The Secretary will retain the records of the contact list of all members to include name, address, phone, and email. The Secretary will establish and maintain the soft file and/or hard copy file of all Corporation documents. The Secretary will cause to be issued notices of all meetings in accordance with these Bylaws or as required by law.

When authorized and directed by the Board, the Secretary will execute with the President and consult by the Vice President all contracts, deeds, and other instruments for and on behalf of the Corporation. The Secretary will be the legal custodian of all books, deeds, instruments, papers, and records of the Corporation, the inspection of which will be permitted at all reasonable times by any Director or executive Officer of the Corporation. The Secretary will maintain a list of the publicly held repositories and other designated facilities of historical family records.

The Secretary will attend to such correspondence as may be incidental to his/her office and will perform all other duties and discharge all other responsibilities which customarily relate and pertain to the office of Secretary.

#### **7.6 Duties of Treasurer**

The Treasurer will cause to be kept accurate and complete books and records of all receipts, disbursements, assets, liabilities, and financial transactions of the Corporation.

The Treasurer will cause to be deposited all monies, securities, and other valuable effects of the Corporation in such depositories as the Board will authorize and direct and, whenever requested to do so by the President or the Board, will prepare and submit written statements, reports, and accounts fully and accurately reflecting the assets, liabilities, and financial transactions and condition of the Corporation. The Treasurer will cause the filling of taxes and all forms required by the local & federal government yearly at the end of each fiscal year.

The Treasurer will perform such other and further duties as the Board may from time to time direct, and he will perform all other duties and discharge all other responsibilities that customarily relate and pertain to the office of Treasurer.

The Treasurer shall be bonded. The Treasurer will be released and discharged of all liabilities and responsibility for any monies, securities, and other assets of value committed by the Board to the custody of any person over whom he will have no direction or control.

All checks (or purchase orders or equivalent fund transactions) written by the Corporation for more than Two Hundred and Fifty dollars (\$250.00) require the signatures of two (2) Officers of the Corporation. One signature shall be the Treasurer and the second signature shall be



designated by the Board at the beginning of each fiscal year. Absent such designation, the President and Vice President shall have authority to co-sign such checks.

A BOFA check made payable to any Officer listed on the bank records must be signed by a different Officer. No Officer shall be authorized to sign a check or other financial instrument if said Officer is also the payee or beneficiary of the check or other financial instrument.

Notwithstanding anything else contained herein, reimbursement for charges for Corporation related expenses shall be made only after delivery of original receipts to the Treasurer.

### **7.7 Resignation and Removal**

Any Officer of the Corporation may resign by delivering a written resignation to the Corporation at its principal office, by mail, email to the President, Vice President, or the Secretary. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. If a resignation is made effective at a future date and the Corporation accepts the future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. Any Officer of the Corporation may be removed from office by 2/3 vote of the Board with cause, but such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer does not in itself create contract rights.

### **7.8 Vacancies**

Vacancies in any elected office occasioned by the death, resignation, or removal of any elected Officer will be filled by the Board, and such person or persons elected to fill such vacancy or vacancies will serve for the unexpired term of his predecessor and until a successor is elected and qualified, or until such Officer's earlier death, resignation or removal. Vacancies in any appointed office occasioned by the death, resignation, or removal of any appointed Officer may be filled by the President with majority approval of the Board, and such person or persons appointed to fill such vacancy or vacancies will serve for the unexpired term of his predecessor and until a successor is elected and qualified, or until such Officer's earlier death, resignation, or removal.

### **7.9 Compensation**

The compensation, if any, of the Officers, will be fixed from time to time by the Board, and no Officer will be prevented from receiving such compensation by reason of the fact that he is also a Director of the Corporation; provided, however, that such compensation will include only reasonable compensation for personal services actually rendered. Officers may be reimbursed for their expenses of approved BOFA business.

## **8 Article VIII General Provisions**

### **8.1 Contracts**

The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Notwithstanding the foregoing, unless otherwise limited by the Board, the President of the Corporation will have the power and authority to execute on behalf of and bind the Corporation with respect to contracts in the ordinary course of the Corporation's business and activities.

### **8.2 Loans**

No loans may be contracted on behalf of the Corporation and no evidences of indebtedness may be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances.

### **8.3 Checks, Drafts, and Similar Instruments**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation will be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as may from time to time be determined by the Board.

### **8.4 Deposits**

All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

### **8.5 Custodians**

The Board may from time to time designate a bank, trust company, or depository as custodian of the funds and properties of the Corporation, which custodian will maintain a record of all receipts, expenditures, income, and expenses of the Corporation and/or perform such ministerial duties as the Board by written direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Board and the custodian.

### **8.6 Agents and Attorneys**

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

### **8.7 Fiscal Year**

The Board will have the power to fix and from time to time change the fiscal year of the Corporation. In the absence of contrary action by the Board, the fiscal year of the Corporation will begin on the first day of January in each year and end on the last day of December in each year.

### **8.8 Interpretation**

The terms "include," "including" and similar terms shall be construed as if followed by the phrase "without being limited to." The term "or" has, except where otherwise indicated, the inclusive meaning represented by the phrase "and/or." The words "hereof," "herein," "hereby," "hereunder," and similar terms in these Bylaws refer to these Bylaws as a whole and not to any particular provision or section of these Bylaws.

### **8.9 Electronic Communications and Signatures**

Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications, or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be "written," "in writing" or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be "signed" or "or executed" by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. None of the Corporation, or any

Directors may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files, or electronic records are to be in writing or signed by the party to be bound thereby.

#### **8.10 Conflicts of Interest (COI) Policy**

The Board will adopt a Conflicts of Interest Policy to govern conflicts of interest situations that may arise from time to time among the Corporation, Directors, and Corporation employees, Officers, and agents.

All Officers, Directors and committee members shall review the COI Policy on an annual basis, as applicable, and sign and submit the Annual Conflict of Interest Statement prior to assuming their duties on behalf of the Corporation.

WHEREAS, this Conflicts of Interest Policy provides that any Director, principal Officer or member of a committee with board-delegated powers would have an affirmative duty to notify the Corporation if they have a direct or indirect interest in any transaction involving the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Conflicts of Interest Policy together with the Annual Statement and Disclosure Statement (the "Policy"), and incorporated herein by this reference, each in the form or substantially in the form as presented to and reviewed by the Board of the Corporation, be, and hereby is, in all respects, ratified, approved, and adopted. See Attachment A for the COI Policy.

**9 Article IX  
Indemnification of Officers and Directors**

The Corporation will indemnify and protect any Director, Officer, employee, or agent of the Corporation, or any person who serves at the request of the Corporation as a Director, Officer, employee, member, manager, or agent of another Corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, to the fullest extent permitted by the laws of the State of Missouri.

**10 Article X  
Property Devoted to Corporate Purposes**

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

**11 Article XI  
Amendments to the Bylaws**

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of the Board then in office at a meeting called for that purpose, subject to approval by BOFA.

**11.1 Proposed Amendments**

These Bylaws may be amended at any regular business meeting by a two-thirds vote subject to a quorum, provided the proposed amendments have been submitted in writing at the previous business meeting. Unless otherwise provided prior to the adoption or in the motion to adopt, an amendment shall take effect immediately upon adoption.


**12 ARTICLE XII  
Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Organization meetings and assemblies.

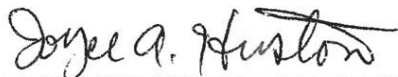
13 Article XIII CERTIFICATION

We, the undersigned, are all the initial Directors or incorporators of the Corporation and we consent to, and adopt these Bylaws, as the Bylaws of this Corporation.

Adopted and Approved by the Board of Directors on December 16, 2020.



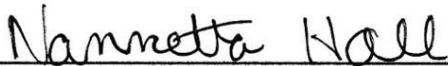
Nelson O. Minter



Joyce Ann Huston



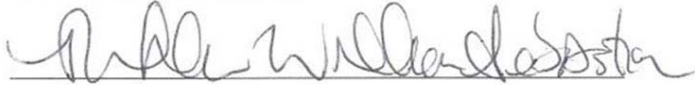
Jamil Franklin



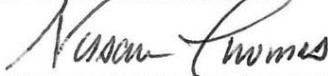
Nannetta Hall



Dr. Nicole Richardson



Nikki Williams Sebastian

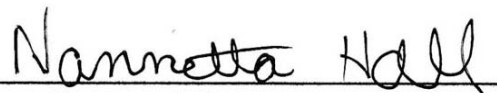


Nissan Thomas



Erica Williams

Effective Date: December 16, 2020



Name: Nannetta Hall

Title: Secretary