

**INCORPORATED UNDER THE MISSOURI NONPROFIT  
CORPORATION ACT**

**BYLAWS OF  
THE EVERGREEN PROJECT**

**ADOPTED JUNE 11, 2018  
RESTATED AND AMENDED JULY 17, 2025**

**ARTICLE I: LOCATION AND OFFICES**

**Section 1:1 Principal Office.**

The principal office of The Evergreen Project (the "Corporation" or "TEP") shall be at such place as the Board of Directors of the Corporation (the "Board") may from time to time determine, but until a change is effected such principal office where the corporate records are kept shall be at 2511 Broadway Bluffs, Columbia, Missouri 65201.

**Section 1:2 Other Offices.**

The Corporation also may have other offices, in such places (within or without the State of Missouri) as the Board may from time to time determine.

**Section 1:3 Registered Office and Agent.**

The registered office of the Corporation shall be maintained in the State of Missouri and may be, but need not be, identical with the principal office. The registered agent of the Corporation shall maintain a street address identical to the street address of the registered office of the Corporation.

**ARTICLE II: MEMBERS**

**Section 2:1 General.**

The Corporation shall have two types of members: Individual, and Institutional.

- A. Individual. A person in good standing with the Corporation entitled to full rights and benefits of the Corporation. All individual members receive one vote at Member meetings. The categories for individual memberships are defined as follows and may include specific limitations:

1. Types of individual memberships:
    - Individuals who purchase an Individual Membership from the Corporation, or who are designated by an Institutional Member organization as holding an Individual Membership purchased as part of an Institutional Membership.
    - Individuals who gain an Individual Membership via the Contributor Program as defined by the Board.
  2. Only Individual Members in good standing may vote in Board elections or run for a seat on the Board.
- B. Institutional. Libraries and other institutions may become members by complying with prescribed conditions as specified on the Institutional Membership Application.
1. The Board sets fees for Institutional Membership levels and their benefits, which may include one or more Individual Memberships.

### **Section 2.2. Requirements.**

The requirements for each of the various types of memberships shall be the timely payment of annual dues as determined by the Board or meeting the qualifications for the Contributor Program as set by the Board. Membership in the Corporation shall not be denied or abridged on account of race, sex, gender identification, sexual orientation, national origin, native language, religion, age, disability, marital status, citizenship, genetic information, pregnancy, or choice of lifestyle.

### **Section 2.3. Annual Memberships and Dues.**

Individual Membership and annual dues per membership shall be determined by the Board of Directors and are non-refundable. A membership year shall be based on a calendar year.

### **Section 2.4. Good Standing.**

A member in good standing is one whose current dues are paid or who meets the qualifications for the Contributor Program as set by the Board and whose membership is not suspended.

### **Section 2.5. Meetings of Members**

- A. Annual Meeting. An annual meeting of the members shall be held on the 15<sup>th</sup> in the month of March each year, or at such other date as may be fixed by the Board of Directors and designated in the notice of the meeting, for the election of Directors.
- B. Place of Meeting. The Board of Directors shall designate the place of meeting for any annual meeting, or for any special meeting, called by the Board of Directors.
- C. Notice of Meeting. Written or printed notice stating the place, day and hour of any meeting of Members shall be given at least thirty (30) nor more than sixty (60) days

before the meeting date, except in the case of a special meeting which shall be given at least ten (10) days before the meeting date, addressed to each person entitled to such notice at the last address listed with the Corporation for such person, and either (a) sent by certified mail, return receipt requested, postage prepaid, in which case notice shall be deemed delivered three business days after deposit, (b) sent by overnight delivery using a nationally recognized overnight courier, in which case notice shall be deemed delivered one business day after deposit with such courier, (c) sent by confirmed email, in which case notice shall be deemed delivered upon transmission of such notice, or (d) sent by personal delivery, in which case notice shall be deemed delivered upon receipt.

- D. Quorum. At any annual or special meeting, a quorum shall mean at least ten percent of the members present in person or by proxy. The act of a majority of the Members at a meeting at which a quorum is present shall be the act of the Members.

### **Section 2.6. Censure, Suspension, or Expulsion.**

Any member may be censured or suspended by a majority vote of the Board for cause if according to its findings, violations of any provision or obligation of the Articles of Incorporation, Bylaws, or rules and regulations has occurred. Any member may be expelled by a two-thirds vote of the Board for cause if according to its findings, a violation of any provision or obligation of the Articles of Incorporation, Bylaws, or rules and regulations, has occurred. Conduct unbecoming a member, conduct detrimental to the welfare of the Corporation, and indebtedness to the Corporation shall also be causes for disciplinary action. When such action is contemplated, the Board shall provide written notification to the party concerned and afford an opportunity for a hearing before the Board or a special committee appointed for this purpose. Should expulsion result, any dues paid will not be refunded. An expelled member can re-apply to the Board for reinstatement of membership after two years.

### **Section 2.7. Initial Members**

Until such time as additional Members are formally admitted pursuant to these Bylaws and other such policies enacted by the Board, the individuals serving as Directors on the Board as of the effective date of these restated and amended Bylaws shall constitute the initial Individual Members of the Corporation ("Initial Members") and shall have all rights and responsibilities of Individual Members, including voting rights. Initial Members are not required to pay membership dues, however once the Board has enacted policies pursuant to these Bylaws for the admittance of additional members, the Initial Members shall renew their membership status pursuant in compliance with such policies.

## **ARTICLE III: DIRECTORS**

### **Section 3.1 General Powers and Duties.**

The Board shall control and manage the business and property of the Corporation. The Board may exercise all such powers of the Corporation and do all such lawful acts and things,

except as may be expressly limited by law, the Articles, or elsewhere in these Bylaws. Responsibility for the fiscal conduct of the Corporation rests with the Board. The Board shall endeavor to: (1) promote, support, and advance the development of the Evergreen software; (2) support and facilitate the growth of the international community of Evergreen software users; and (3) foster and protect the Corporation's assets.

### **Section 3.2 Number.**

The Board shall consist of individuals. The number of Directors constituting the Board may be increased or decreased by amendment to this Section, provided that such number shall always be at least three (3). The initial number of Directors of the Corporation shall be nine (9).

### **Section 3.3 Election.**

- A. Elections shall be conducted in accordance with procedures established by the Board. Only Individual Members in good standing may vote in Board elections or run for a seat on the Board. Voting may be conducted in writing, electronically, by voice or by show of hands.
- B. The Directors on the Board as of the effective date of these restated and amended Bylaws shall remain in their current Director roles on the Board until the end of their term as defined in Section 3.4 unless removed or resigned according to the procedures outlined in Section 3.5 and Section 3.6 of these Bylaws.

### **Section 3.4 Term of Office.**

Board members shall serve three (3) year terms and are limited to three consecutive terms on the Board of Directors. After a Director has served three (3) consecutive terms, they are ineligible to hold a board seat until one (1) year has passed since the end of their latest term. Terms shall begin on May 1st following at the annual meeting of the Board where the Director was elected. Terms shall end at 11:59 PM Central Time (Missouri) on April 30<sup>th</sup>. Notwithstanding the foregoing, each Director, including a director elected to fill a vacancy, shall hold office until their successor is elected and qualified or until their earlier resignation or removal. A director elected to fill a vacancy shall not have that term counted towards their three (3) consecutive terms if such vacancy is less than one (1) year in length.

### **Section 3.5 Removal.**

- A. Removal by the Board: Any Director that was elected by the Board may be removed by the Board acting by and through a two-thirds majority of all Directors voting at a meeting with a quorum called for the purpose of removing the Director.
- B. Removal by Members: Any Director elected by the Members may be removed by the majority of the Members entitled to vote at a meeting of the Members, at which a quorum is present, called for the purpose of removing the Director.
- C. Removal for Failure to Attend Meetings: If a Director has missed three (3) or more

Board meetings in a calendar year, such Director may be removed by the Board acting by and through a majority vote of the Board.

### **Section 3.6 Resignation.**

A Director can resign at any time by delivering written notice to the Board, the President, or the Secretary. The resignation will become effective upon delivery of the notice unless the notice specifies a later effective date.

### **Section 3.7 Vacancies.**

Any vacancy occurring in the Board, including a vacancy resulting from an increase in the number of Directors, shall be filled by the Board until the next annual meeting of the Members. When a Director is appointed to fill a vacancy on the Board of Directors, the new Director's term will be the unexpired term of the member being replaced.. If the Directors remaining in office constitute fewer than a quorum of the Board, the Directors may fill the vacancy by the affirmative vote of a majority of the Directors remaining in office. In the case of mid-term appointments of Directors, the time between a Director's appointment and the next annual meeting shall not be considered when calculating the term limits of the Director.

### **Section 3.8 Compensation of Directors.**

No Director shall be entitled to compensation for such person's services as a Director, including attendance at any meeting of the Board or of any Committee thereof. Notwithstanding the foregoing, a Director may be compensated for non-Director duties performed for the Corporation.

### **Section 3.9 Reimbursement of Expenses.**

The Board may provide that Directors receive reimbursement for transportation and other expenses incident to their attendance at any meeting of the Board or any Committee thereof.

### **Section 3.10 Annual and Regular Directors' Meetings.**

A. Annual Directors' Meeting: The Annual Directors' Meeting shall be held at a date and place to be fixed by the Board. Notice of this meeting shall be sent to all Members of the Corporation no fewer than thirty (30) nor more than sixty (60) days before the meeting date. The meeting(s) shall be open to all Members of the Corporation. The privilege of making motions, debating and voting shall be limited to Directors.

B. Regular Meetings: The Board shall meet a minimum of one (1) time per fiscal year and at such places as shall be determined by the Board. At least one (1) meeting must occur between January 1st and April 30th of each year and be designated the annual meeting for the purpose of electing Directors. Directors shall be given at least seven (7) days' notice of regularly scheduled meetings. Meetings may take place in person, by telephone, by video, over the Internet, or any other effective form of electronic conferencing, or by a combination of the aforementioned modes of communication by which all Directors participating may

simultaneously hear each other during the meeting. Meetings shall be conducted in accordance with Robert's Rules of Order to the extent that those rules are not inconsistent with these Bylaws.

### **Section 3.11 Special Meetings.**

Special meetings of the Board may be called by the President or at least twenty (20) percent of the Directors in office upon delivery to each Director either in person, by mail, postage prepaid, addressed to such Director at the Director's address as it appears on the records of the Corporation, or by email addressed to such Director at the Director's email address as it appears on the records of the Corporation, of not less than two (2) days' notice of the date, time, place and purpose of the meeting.

### **Section 3.12 Place of Meetings.**

The Board shall hold its meetings at the principal office of the Corporation or at such other place within or without the State of Missouri as it may from time to time determine. Online use of live video conferencing software is permitted for all meetings.

### **Section 3.13 Waiver.**

A Director may waive any notice required by law, the Articles or these Bylaws at any time by filing a signed, written waiver with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any notice required by law, the Articles or these Bylaws unless the Director, upon arriving at the meeting or prior to the vote on a matter not properly noticed, objects to lack of notice and does not vote for or assent to the objected to action.

### **Section 3.14 Quorum; Act of the Board.**

Except as otherwise provided by law, the Articles, or by the Bylaws, a majority of the Directors in office immediately before commencement of the meeting shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. In the absence of a quorum, a majority of the Directors present at a meeting, or the Director, if there be only one present, or the Secretary if there be no Director present, may adjourn the meeting to a different time (not to exceed thirty days) and/or place until a quorum be had. No notice other than announcement at the meeting need be given of the time and or place of such adjourned meeting.

### **Section 3.15 Actions By Board Without A Meeting.**

Any action by the Directors may be taken without a meeting if a written consent thereto is signed in writing or by electronic signature by all the Directors and filed with the records of the Directors' meetings. The consents shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held and may be stated as such in any certificate or document filed pursuant to the provisions of Missouri law.

### **Section 3.16 Conflict of Interest Transactions.**

Any transaction in which a noncompensated Director of this Corporation has a material interest shall be approved in advance by the vote of a majority of Directors on the Board (or a committee thereof) who have no direct or indirect interest in the transaction, provided the transaction may not be approved by a single Director. The Directors may only approve the transaction if (a) the material facts of the transaction and the Director's interest are disclosed to the Board (or to a Committee thereof), and (b) the Directors in good faith reasonably believe that the transaction is not unfair to the Corporation. If a majority of the Directors who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of approving the conflict-of-interest transaction. The presence of, or a vote cast by, a Director with a material interest in the transaction does not affect the validity of any action taken under this Section if the transaction is otherwise approved as provided for in this Section. A conflict-of-interest transaction is not voidable and cannot serve as the basis for imposing liability on a non-compensated Director if the transaction was not unfair to the Corporation at the time it was entered into or is approved as provided in this Section or as otherwise permitted by law. In no event shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction or other action.

#### **ARTICLE IV: COMMITTEES**

##### **Section 4.1 The Executive Committee.**

The Executive Committee shall be composed of the President, Vice President, Treasurer and Secretary. The President shall serve as chair of the Committee. The Board may delegate, subject to the limitations described in Section 4:5 below, to the Executive Committee any and all authority with respect to the management of the Corporation otherwise vested in the Board, shall have the power at any time to expand or limit the authority of the Executive Committee, or dissolve it, and may fill vacancies in, or change the membership of, the Committee.

##### **Section 4.2 The Finance Committee.**

The Corporation may have a Finance Committee consisting of two or more Directors appointed by a majority of all the Directors in office. The Treasurer shall oversee the keeping of all financial records of the Corporation and shall serve as the Chair of the Finance Committee. One of the Directors shall be designated by the Board as chair of the Committee. The Finance Committee is responsible with staff for developing and reviewing fiscal procedures, creating an annual budget, and ensuring that external audits are conducted. The Board must approve the initial annual budget, and all expenditures must be within the budget. Any major change in the budget, defined as a change that alone, or when aggregated with prior changes to the annual budget, results in a ten percent (10%) or greater increase to the initial annual budget, must be approved by the Board.

##### **Section 4.3 Standing Conference Committee.**

The Corporation may also have a Standing Conference Committee consisting of two or more persons, who do not need to be Directors, appointed by a majority of all the Directors in office. The Standing Conference Committee may include individuals from within the Evergreen

user community, regardless of whether that individual serves on the Board at the time of committee appointment. The Board shall appoint one of the members of the Committee to serve as its chair. The Standing Conference Committee is responsible for planning and running the annual conference of the Corporation, subject to limitations and requirements imposed by the Board. The Board must approve the initial annual conference budget, and all expenditures must be within the budget. Any major change in the annual conference budget, defined as a change that alone, or when aggregated with prior changes to the annual conference budget, results in a ten percent (10%) or greater increase to the initial annual conference budget, must be approved by the Board. Subject to Section 4:5 below, the Board shall have the power at any time to expand or limit the authority of, dissolve, and fill vacancies in, or change the membership of, any such Committee.

#### **Section 4.4 Other Committees.**

The Corporation may have other Committees consisting of two or more persons, who do not need to be Directors, appointed by a majority of all the Directors in office. Such other committees may include individuals from within the Evergreen user community, regardless of whether that individual serves on the Board at the time of committee appointment. The Board shall appoint one of the members of the Committee to serve as its chair. The Committee shall have such purposes and such powers as the Board may confer, subject to the limitations described in Section 4:5 below. Subject to Section 4:5 below, the Board shall have the power at any time to expand or limit the authority of, dissolve, and fill vacancies in, or change the membership of, any such Committee.

#### **Section 4.5 Limited Authority of Committees.**

The Board may not delegate to any Committee the authority to (a) authorize distributions to Directors, Officers, agents or employees except in exchange for value received, (b) approve or recommend the dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets, (c) elect, appoint or remove Directors or fill vacancies on the Board or on any of its Committees, or (d) adopt, amend or repeal the Corporation's Articles or Bylaws.

#### **Section 4.6 Meetings of Committees.**

Committees may provide for regular meetings to be held with or without notice at such time and place as the Committee may fix from time to time. Special meetings of Committees may be called by the chair of such committee or twenty (20) percent of the members of such Committee upon delivery to each Committee member, either in person, by mail, postage prepaid, addressed to such Committee member at the Committee member's address as it appears on the records of the Corporation, or by email addressed to such Committee member at the Committee member's email address as it appears on the records of the Corporation of no less than two (2) days' notice of the date, time, place and purpose of the meeting. The Secretary shall give, or cause to be given, the required notice calling the meeting. Each Committee shall keep a record of its proceedings and shall regularly present such records to the Board.

#### **Section 4.7 Actions of Committees.**



Unless otherwise provided by the Board, a majority of the members of any Committee shall constitute a quorum, and the acts of a majority of the members present at a meeting of any Committee at which a quorum is present shall be the act of such Committee. Any action that is required to be or may be taken at a meeting of any Committee established by the Board may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all members of the Committee. The consents shall have the same force and effect as a unanimous vote of the Committee at a meeting duly held and may be stated as such in any certificate or document filed pursuant to the provisions of Missouri law. The Secretary shall file the consents with the minutes of the meeting of the Committee.

## **ARTICLE V: OFFICERS**

### **Section 5.1 Officers.**

The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as are appointed by the Board. Each Officer shall have such authority and perform such duties as provided in these Bylaws or as the Board from time to time may determine. Any two or more offices may be held by the same person, except that the offices of President and Vice President, if a Vice President office is established, may not be held by the same person at the same time, and the offices of President and Treasurer may not be held by the same person at the same time.

### **Section 5.2 Appointment and Term of Office.**

The Board shall elect or appoint the Officers of the Corporation from a nominating committee established by the Board pursuant to Article IV or from nominations from the floor.

The Officers of the Corporation shall be elected for a one-year term (unless otherwise specified herein) at the annual Board meeting. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient and the Officers shall take office immediately upon being elected. Vacancies may be filled, or more offices created and filled, at any meeting of the Board. Each Officer shall hold office until such person's successor shall have been duly elected and shall have qualified, until such person's death, until such person shall resign or until such person has been removed in the manner hereinafter provided. Officers may be re-elected for additional terms.

### **Section 5.3 President.**

The President (the "President") shall preside at all meetings of the Board and shall have the duties and powers accorded to the office of President as described in Robert's Rules of Order. In addition, the President shall have those powers specified in these Bylaws which include, but shall not be limited to, the powers to: make appointments of committee chairs and represent the Board in signing contracts duly approved by the Board.

Unless otherwise provided by the Board, the President shall be the chief executive officer of the Corporation and shall have general charge of the activities of the Corporation. The President shall keep the Board fully informed of the President's activities on behalf of the

Corporation. In addition, the President shall perform such other duties as from time to time may be assigned to the President by law, the Board, or these Bylaws.

#### **Section 5.4 Vice President.**

The Vice President, if such office is appointed by the Board, shall have the duties and powers of the President in the event of the President's absence. In the event of the President's death, termination, or incapacity, the Vice President shall exercise the duties of the President until such time as the Board shall choose to fill the vacated office. Additionally, the Vice President shall carry out other duties as assigned by the President.

#### **Section 5.5 Treasurer.**

The Treasurer shall oversee the keeping of all financial records of the Corporation and shall serve as the Chair of the Finance Committee.

#### **Section 5.6 Secretary.**

The Secretary shall see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law, be custodian of the Corporation's records, keep a register of the addresses and email addresses of all Directors and current Members, and have general charge of the books and records of the Corporation. The Secretary shall be responsible for preparing minutes of the Director's and Member's meetings and for authenticating records of the Corporation. In addition, the Secretary shall perform such duties and have such powers as may be assigned to the Secretary by law, the Board, the President or these Bylaws. The Secretary shall preside over the Board's meetings in the absence of the President and Vice President.

#### **Section 5.7 Bonding.**

If so required by the Board, an Officer shall give bond in such form and amount and with such sureties as the Board may provide, for the faithful discharge of such Officer's duties, but the premiums for any such bond shall be borne by the Corporation.

#### **Section 5.8 Resignation of Officers.**

An Officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a future effective date.

#### **Section 5.9 Removal of Officers.**

The Board, acting through a majority of the Directors, may remove any Officer at any time and for any reason.

#### **Section 5.10 Vacancies.**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board, acting through a majority of the Directors, for the

unexpired portion of the term.

## **ARTICLE VI: MISCELLANEOUS**

### **Section 6.1 Corporate Seal.**

The Corporation shall have no seal unless the Board determines that the Corporation shall have one.

### **Section 6.2 Fiscal Year.**

The fiscal year of the Corporation shall be as established by the Board, with the fiscal year initially being from January 1 through December 31.

### **Section 6.3 Amendments of Bylaws or Articles.**

These Bylaws or the Articles may be amended upon approval of the Board and subsequent affirmative vote of the Members equal to or exceeding the lesser of two-thirds of the votes cast at a Member's meeting or a majority of the total votes eligible to be cast by Members.

### **Section 6.4 Use of Funds and Property.**

All funds and properties belonging to this Corporation shall be applied for the purposes for which this Corporation is formed as specified in its Articles.

### **Section 6.5 Acceptance or Rejection of Gifts.**

The Board may accept or reject on behalf of the Corporation any money, securities, real or personal property, or any other property, or any services, offered to the Corporation by any person, corporation, or other organization, or by any federal, state or other governmental authority or agency, for any general or specific purposes.

### **Section 6.6 Execution of Instruments.**

All checks, promissory notes, contracts or other instruments to be signed by the Corporation shall be signed by such Officer, Officers, or other parties as the Board may designate from time to time.

### **Section 6.7 Voting Stock.**

Unless otherwise provided by the Board, the President shall have full power and authority on behalf of the Corporation (a) to act and vote as fully as the Corporation might do if present at any meeting of the shareholders of another corporation in which this Corporation may hold stock; (b) to waive notice of and consent to the holding of any such meeting; and (c) to sign a consent to action in lieu of such meeting.

### **Section 6.8 Registered Securities.**

Stock or other registered securities of the Corporation may, if determined by the Board, be issued in the name of a nominee designated by the Board, or the Board may establish a trust or agency account with a bank or trust company in which such stock or other securities may be held, and may delegate to the trustee or agent such investment powers as it may see fit, including specifically full power and authority to make investments at the sole discretion of such trustee or agent. The Board may pay any such trustee or agent such compensation as the Board deems reasonable.

**Section 6.9 Executive Director; Other Employees and Contractors.**

The Board may, at its discretion, hire a company or individual to perform certain executive functions of the Corporation (the “Executive Director”), pursuant to this Section. The Board may, at its discretion, further hire other companies and individuals to perform services for the Corporation, as deemed necessary or desirable by a majority of the Board of Directors.

**Section 6.10 Severability.**

If any word, clause, or provision of these Bylaws shall, for any reason, be determined to be invalid or ineffective, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect.

**Section 6.11 Books and Records.**

- A. Permanent Records. The Corporation shall maintain as permanent records minutes of all meetings of the Board and committees of the Board and records of any actions taken by them without a meeting.
- B. Other Records. The Corporation shall maintain at its principal office a copy of (a) the Corporation's current Articles and Bylaws, including all amendments, (b) Board resolutions relating to the characteristics, qualifications, rights, limitations and obligations of the Directors, (c) all written official notices to the Board within the past three years, (d) a list of the names and addresses of the Corporation's current Directors, Officers, and current Members (e) the Corporation's most recent annual report filed with the Secretary of State, and (f) appropriate financial statements of the Corporation's income and expenses and other appropriate accounting records. These records shall be maintained either in written form or a form capable of conversion into written form within a reasonable period of time.
- C. Inspection of Records. The Corporation shall permit the Directors and current Members to inspect the Corporation's records to the extent permitted by law.
- D. Inspection Procedure. Any Director or Member requesting inspection of the Corporation's records must (a) give the Corporation written notice at least five business days prior to the desired inspection, and (b) describe with reasonable particularity the purpose and the records the individual desires to inspect. The Corporation may charge a fee for the cost of labor and materials necessary to

comply with the request.

**Section 6.12 Indemnification and Liability of Directors and Officers.**

- A. Each person who is or was 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 (including the heirs, personal representatives, or estate of such person) shall be indemnified by the Corporation as a matter 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 and incurred by such person (other than in an action by or in the right of the Corporation) in such person's capacity as or arising out of such person's status as a Director or Officer of the Corporation or, if serving at the request of the Corporation, as a director or officer of another corporation, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, such person had no reason to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, or, with respect to any criminal action or proceeding, that such person had reason to believe that such person's conduct was unlawful.
- B. The Corporation shall also indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director or Officer of the Corporation or, if serving at the request of the Corporation, as a director or officer of another corporation, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation. Notwithstanding the foregoing, no such indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of such person's duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.
- C. The indemnification provided by this Section shall not be exclusive of any other rights to which those indemnified may be entitled under any other provision of these Bylaws or under any agreement, vote 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.

- D. Any indemnification provided by this Section (unless ordered by a court of competent jurisdiction) shall be made by the Corporation, unless the Directors of the Corporation make a determination, pursuant to the following, at any time, that indemnification of the Director or Officer is improper in the circumstances because such person has not met the applicable standard of conduct set forth herein. Such determination shall be made by the Board upon a two-thirds (2/3) vote of a quorum consisting of Directors that were not parties to the relevant action, suit or proceeding; or if such a quorum is not obtainable, or, even if so obtainable if two-thirds (2/3) of Directors that were not parties to such action, suit or proceeding so direct, then by independent legal counsel in a written opinion. Upon a determination pursuant to the foregoing that indemnification is improper under the circumstances, the Corporation shall cease advancing or refuse to advance funds to such Director or Officer, unless ordered otherwise by a court of competent jurisdiction.
- E. Expenses incurred by an Officer or Director of the Corporation in defending a civil or criminal action, suit, proceeding or investigation may be paid by the Corporation in advance of the final disposition of such action, suit, proceeding or investigation, as authorized in the manner set forth in the immediately preceding paragraph, upon receipt of a written promise by or on behalf of the Director or Officer to repay such amount in the event it shall ultimately be determined that such person is not entitled to be indemnified by the corporation under the provisions of this Article.
- F. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation or, if serving at the request of the Corporation, who is or was serving as a Director or Officer of another corporation, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Section.
- G. 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 such person as a Director or Officer of the Corporation or of any other corporation which such person serves as a director or officer at the request of the Corporation, if such person (i) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of such prudent person's own affairs, or (ii) took or omitted to take such action in reliance upon advice of 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 such person had no reasonable grounds to disbelieve.
- H. To the extent that the foregoing provisions concerning indemnification and liability

conflict with any provisions of the Articles, the said Articles shall control.

**Section 6.13 Dissolution.**

The Corporation may be dissolved and wound up upon approval of the Board and subsequent affirmative vote of the Members equal to or exceeding the lesser of two-thirds of the votes cast at a Member's meeting or a majority of the total votes eligible to be cast by Members. In the event of dissolution of the Corporation or other winding up of its affairs or liquidation of its assets, all assets of the Corporation remaining after the payment of the Corporation's debts shall be conveyed or distributed only to such organization(s) created and operated for nonprofit purposes similar to the Corporation, as the Board may determine by majority vote, provided that such organization(s) qualify at that time as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code. To the extent that the foregoing provisions concerning distribution of the Corporation's assets conflict with any provisions of the Articles, the said Articles shall control.