

Bylaws of the Baden-Powell Service Association, Inc.

ARTICLE I NAME AND OFFICES

Section 1. Corporate Name

1. The name of the Corporation will be “Baden-Powell Service Association, Inc.”
2. The Corporation will be licensed to do business with the public as “Outdoor Service Guides”.

Section 2. Principal Office

The principal office of the Corporation is: 2619 Fir Crest Blvd., Anacortes, WA 98221.

Section 3. Change of Address

The Headquarters Board of Directors may change the principal office from one location to another by noting the changed address and effective date. Such changes of address shall not be considered or require an amendment of these bylaws.

Section 4. Other Offices

The Corporation may have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may from time to time designate.

ARTICLE II NONPROFIT PURPOSES

Section 1. IRC Section 501(c)(3) Purposes

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Mission and Purpose

The specific objective and purpose of the Corporation is to foster an inclusive environment where individuals of all ages develop outdoor skills, connect across generations, and engage in community service.

Our values, including our Scout Promise and Law and permissible alternatives, will be documented in “Program Aims and Methods” and “Code of Conduct.”

Section 3. Diversity, Equity, Inclusion, Accessibility, and Non-Discrimination

The Corporation is committed to incorporating the values of diversity, equity, inclusion, and accessibility (“DEIA” in the governance and operations of the Corporation.) These values shall be codified in the “DEIA Policy” adopted by the Headquarters Board of Directors.

The Corporation will not practice or permit invidious discrimination based on sex, age, race, color, ethnicity, national origin, religion, sexual orientation, gender identity or expression, disability, or any other basis prohibited by law in any of its activities or operations.

ARTICLE III MEMBERSHIP

Section 1. Individual Members

1. Individual Adult Membership in the Corporation is open to citizens or residents of the United States over the age of 18 who agree to follow the Promises, Laws, Policies, and Guidelines adopted by the Corporation.
2. Individual Youth Membership in the Corporation is open to citizens or residents of the United States under the age of 18 who agree to follow the Promises, Laws, Policies, and Guidelines adopted by the Corporation.
3. The Corporation may adopt and amend policies and procedures for Individual Membership to carry out the Corporation's objectives and purposes.

Section 2. Resignation, Exclusion, or Removal of Individual Members

1. Any Individual Member may resign by filing a written resignation with the secretary.
2. The Corporation may develop policies and procedures that exclude or remove an Individual Member or Individual Member applicant for failure to pass a screening for

criminal activity, for violation of the Corporation's policies and procedures, for failure to pay dues, or for fair and reasonable cause.

3. An Individual Member may have its membership terminated for fair and reasonable cause considering all the relevant facts and circumstances by a majority vote of the Headquarters Board of Directors.
4. The Corporation's determination in such matters will be final.

Section 3. Organizational Members

1. Organizational Membership in the Corporation will be open to independent groups and corporations, legally separate from the Corporation, but recognized by the Corporation as adhering to the Corporation's policies and procedures for organizations, and that are in good standing with the Corporation.
2. The Corporation may adopt and amend policies and procedures for Organizational Membership to carry out the Corporation's objectives and purposes.
3. An Organizational Member will not construe its membership in the Corporation to suggest that the Organizational Member is a legal component, division, or entity of the Corporation, or an entity legally controlled by the Corporation.

Section 4. Resignation, Exclusion, or Removal of Organizational Members

1. Any Organizational Member may resign by filing a written resignation with the secretary.
2. The Corporation may develop policies that exclude or remove an Organizational Member or Organizational Member applicant for violation of the Corporation's objectives, purposes, policies, or procedures, for failure to pay dues, or for fair and reasonable cause.
3. In the event of a proposed termination of an Organizational Member, the Headquarters Board of Directors will provide notice of the proposed action prior to the meeting at which the action will be taken. A letter sent by email to the last known designated representative of the Organizational Member at least fifteen days before the date of termination shall be considered proper notice.
4. An Organizational Member may have its membership terminated for fair and reasonable cause considering all the relevant facts and circumstances by a majority vote of the Headquarters Board of Directors.
5. The Corporation's determination in such matters will be final.

Section 5. Membership Dues

Every individual or organization accepting the purpose of the Corporation, desiring to be a member, and desiring to remain in good standing, must pay annual, lifetime, or other applicable membership dues to the Corporation as may be assessed by the Headquarters Board of Directors.

ARTICLE IV DIRECTORS

Section 1. Number and Name

The number of Directors of the Corporation will be fixed from time-to-time by the Directors but must consist of at least three but not more than fifteen directors, excluding Youth Directors. Collectively these directors will be known as the Headquarters Board of Directors.

Section 2. Ex Officio Board Members

1. The Headquarters Board of Directors may appoint ex officio members of the Board as is deemed necessary by the Headquarters Board of Directors. Ex Officio Board Members shall have no voting rights and shall not be counted to constitute a quorum.
2. Ex Officio Board Members may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors.
3. Ex Officio Board Members may be removed with or without cause by a majority vote of the directors then in office.

Section 3. Qualifications

Directors will be natural persons as defined by the laws of the State of Missouri. Each Director must be an individual member of the Corporation in good standing.

Section 4. Powers

Subject to the laws of the State of Missouri and any limitations in the Articles of Incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities, and affairs of this Corporation will be conducted and all corporate powers will be exercised by or under the direction of the Headquarters Board of Directors.

Section 5. Duties

It is the duty of the Directors to:

1. Perform all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these bylaws.
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation.
3. Supervise all officers, agents, and employees of the Corporation to ensure that their duties are performed properly.
4. Meet at such times and places as required by these bylaws.
5. Register their addresses and emails with the secretary of the Corporation, and notices of meetings mailed to them at such addresses will be valid notices.

Section 6. Election of Directors

1. The Headquarters Board of Directors will conduct an annual election to fill eligible seats on the Board.
2. The Headquarters Board of Directors will timely select an election committee, comprised of Members of the Corporation in good standing, to administer the election on behalf of the Board. Here, timely selection is selection that takes place prior to or during the last Headquarters Board of Directors meeting of the calendar year.
3. Any Member of the Corporation, in good standing, may nominate or second the nomination of candidates to serve on the Headquarters Board of Directors. Nominations will take place at a time and in a manner designated and administered by the election committee.
4. Each Organizational Member of the Corporation, in good standing, shall have the right to vote in the election of Directors. Each eligible Organizational Member shall appoint one voting representative to cast the Organizational Member's vote.
5. For Lone Guides who are Individual Members, in good standing, unaffiliated with an Organizational Member, the Lone Guides will have the right to vote in the election of Directors. The Lone Guides will appoint one voting representative to cast the Lone Guides' vote.
6. Upon successful completion of a substantially fair election, the election committee shall timely certify the results of the election to the Headquarters Board of Directors. Here, timely certification is certification that takes place after the election, but before the next Headquarters Board of Directors meeting following the election.
7. If the election committee fails to timely certify the results of an election, the Headquarters Board of Directors will fill vacancies according to the terms of Section 16 of this Article.

8. Those Directors elected in the election shall serve a term commencing at the next Headquarters Board of Directors meeting following the election.

Section 7. Term of Office

1. Each director, excepting Youth Directors, will hold office for three years and until their successor is elected and qualifies.
2. At the first meeting of the Headquarters Board of Directors assembled as a result of the adoption of these Bylaws, the Directors, excepting the Youth Directors, will be divided as equally as may be into three classes. The seats of the Directors of the first class will be vacated at the expiration of the first year, of the second class at the expiration of the second year, and of the third class at the expiration of the third year, so that one-third may be chosen every year.
3. Whenever the Headquarters Board of Directors increases the number of Directors, it will ensure that the new Directors serve initial terms consistent with the three classes of Directors indicated in Paragraph 2 of this Section.

Section 8. Youth Participation

1. The Headquarters Board of Directors will elect at least one and no more than two individuals above the age of fifteen and below the age of eighteen to serve on the Headquarters Board of Directors as a Youth Director. This election will take place at the May meeting with the newly elected Youth Director(s) beginning their term in June.
2. Any Individual Adult Member, Individual Youth Member, or Organizational Member of the Corporation, in good standing, may nominate an Individual Youth Member candidate to serve on the Headquarters Board of Directors as a Youth Director. Nominations will take place at a time and in a manner designated by the Headquarters Board of Directors.
3. A Youth Director will not vote in Headquarters Board of Directors actions that bind the corporation in a contract or involve the expenditure of funds for the purchase of goods or services. For such Board actions, Youth Directors will not be counted for purposes of calculating a quorum.
4. Each Youth Director will hold office for a period of one year and until their successor is elected and qualifies.
5. Should a Youth Director turn eighteen during their term, they will be allowed to finish their term but will not be eligible for reelection to a Youth Director position.

Section 9. Compensation

Directors will serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they will be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their

duties. Any payments to directors will be approved in advance in accordance with this Corporation's conflict of interest policy.

Section 10. Place of Meetings

1. Meetings will be held at the principal office of the Corporation, or at any other place, or using any means of communication by which all directors participating may simultaneously hear each other during the meeting virtually, as may be designated by resolution of the Headquarters Board of Directors.
2. A Director participating in a meeting using any means of communication by which all directors participating may simultaneously hear each other during the meeting virtually will be deemed to be present in person at the meeting.

Section 11. Regular Meetings

1. Regular meetings of directors will be held monthly, on the first Monday of the month, unless such day falls on a legal holiday, in which event the regular meeting will be replaced by a Special Meeting according to the provisions in these bylaws.
2. The Headquarters Board of Directors may change the regular meeting day by noting the new day of the month and effective date. Such changes shall not be considered or require an amendment of these bylaws.

Section 12. Special Meetings

Special meetings of the Headquarters Board of Directors may be called by the chairperson of the board, the president, the secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of the State of Missouri to call special meetings of the board. Such meetings will be held at the principal office of the Corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 13. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these bylaws, or provisions of law, these provisions will govern the giving of notice for meetings of the Headquarters Board of Directors:

1. Regular Meetings. No notice need be given of any regular meeting of the board of directors.
2. Special Meetings. At least one-week notice will be given by the secretary of the Corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by email, and

will state the place, date, and time of the meeting and the matters proposed to be acted on at the meeting. For email notification, the director to be contacted will acknowledge personal receipt of the email notice by a return message or telephone call within twenty-four hours of the first email transmission.

3. Waiver of Notice. Whenever any notice of a meeting must be given to any director of this Corporation under provisions of the Articles of Incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the meeting, will equal the giving of such notice.

Section 14. Quorum for Meetings

A quorum will consist of two-thirds of the members of the Headquarters Board of Directors, excepting Youth Directors as specified in Section 8 of this Article. Except as otherwise provided under the Articles of Incorporation, these bylaws, or provisions of law, no business will be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair will entertain at such meeting is a motion to adjourn.

Section 15. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Headquarters Board of Directors, unless the Articles of Incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 16. Conduct of Meetings

Meetings of the Headquarters Board of Directors will be presided over by the chairperson of the board, or, if no such person has been so designated, or in their absence, the president of the Corporation, or in their absence, or absent each of these persons, by a chairperson chosen by a majority of the directors present at the meeting. The secretary of the Corporation will act as secretary of all meetings of the board, provided that, in their absence, the presiding officer will appoint another person to act as secretary of the meeting.

Meetings will be governed either informally, or by the current edition of Robert's Rules of Order Newly Revised, as much as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these bylaws, or with provisions of law.

Section 17. Vacancies

1. Vacancies on the board of directors will exist (1) on the death, resignation, or removal of any director, (2) whenever the number of authorized directors is increased, or (3)

whenever the election committee created by the Headquarters Board of Directors fails to timely certify the results of an election.

2. Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.
3. Unless otherwise prohibited by the Articles of Incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the Headquarters Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director.
4. A person elected to fill a vacancy on the board will hold office until the end of the term of the director they are replacing or until their death, resignation, or removal from office.
5. A director elected by organizational members may be removed from office by organizational members as permitted by Missouri law. Such a director may be removed by the organizational members only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director. A director may be removed under this section only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors. A director elected by the Headquarters Board of Directors may be removed without cause by the vote of two-thirds of the directors then in office; but a director elected by the board to fill the vacancy of a director elected by the members may be removed without cause by the organizational members, but not the board.

Section 18. Nonliability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 19. Indemnification by Corporation of Directors and Officers

The directors and officers of the Corporation shall fully be indemnified by the Corporation as permissible under the laws of the State of Missouri.

Section 20. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Headquarters Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on

behalf of any agent of the Corporation (including a director, officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these bylaws, or provisions of law.

ARTICLE V OFFICERS

Section 1. Designation of Officers

The officers of the Corporation will be a president, a secretary, and a treasurer. The Corporation may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors.

Section 2. Qualifications

Any person of the age of majority in the State of Missouri may serve as officer of this Corporation. Each Officer must be an individual member of the Corporation in good standing.

Section 3. Election and Term of Office

Officers will be elected by the Headquarters Board of Directors, at any time, and each officer will hold office until such individual resigns or is removed or is otherwise disqualified to serve, or until their successor will be elected and qualified, whichever occurs first. The officers shall be reaffirmed each year at the first regular meeting of the Board following the annual Election of Directors.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the Corporation. Any such resignation will take effect at the date of receipt of such notice or at any later date specified in it, and, unless otherwise specified in it, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section will be superseded by any conflicting terms of a contract approved or ratified by the board of directors relating to the employment of any officer of the Corporation.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer will be filled by the board of directors. If a vacancy occurs in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until the board will fill the vacancy. Vacancies in offices of officers appointed at the discretion of the board may or may not be filled as the board will determine.

Section 6. Duties of President

1. The president will be the chief executive officer of the Corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the Corporation and the activities of the officers. The president will perform all duties incident to the office and any other duties that may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, the president will preside at all meetings of the board of directors and, if this Corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these bylaws, the president shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Headquarters Board of Directors.
2. The president shall be referred to by the Corporation as the "Chief Commissioner."

Section 7. Duties of Secretary

The secretary shall:

1. Certify and keep at the principal office of the Corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.
2. Keep at the principal office of the Corporation or at such other place as the board may determine, a book or digital file of minutes of all meetings of the Headquarters Board of Directors, and, if applicable, meetings of committees of directors and of members, recording the time and place of holding, whether regular or special, how called, how notice was given, the names of those present or represented at the meeting, and their proceedings.
3. Ensure that the minutes of meetings of the Corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents will be contemporaneously recorded in the corporate records of this Corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents will be recorded in the records of this Corporation by the later

of (1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) 60 days after the meeting or written consent.

4. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
5. Be custodian of the records and of the seal of the Corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the Corporation.
6. Keep at the principal office of the Corporation a membership book or digital file containing the name and address of each and any members, and, when any membership has been terminated, the secretary will record such fact in the membership book or digital file together with the date on which such membership ceased.
7. Exhibit at all reasonable times to any director of the Corporation, or to the director's agent or attorney, on request for them, the bylaws, the membership book, and the minutes of the proceedings of the directors of the Corporation.
8. In general, perform all duties incident to the office of secretary and any other duties that may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned from time to time by the Headquarters Board of Directors.

Section 8. Duties of Treasurer

The treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as will be selected by the Headquarters Board of Directors.
2. Receive, and give receipt for, monies due to the Corporation from any source.
3. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Headquarters Board of Directors, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
5. Exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to their agent or attorney, on request for them.
6. Render to the president and directors, whenever requested, an account of any or all their transactions as treasurer and of the financial condition of the Corporation.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

8. In general, perform all duties incident to the office of treasurer and any other duties that may be required by law, by the Articles of Incorporation of the Corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Headquarters Board of Directors.

Section 10. Compensation

The salaries of the officers, if any, will be fixed from time to time by resolution of the Headquarters Board of Directors. In all cases, any salaries received by officers of this Corporation will be reasonable and given in return for services rendered to or for the Corporation. All officer salaries will be approved in advance in accordance with this Corporation's conflict of interest policy.

ARTICLE VI COMMITTEES

Section 1. Executive Committee

The Headquarters Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of at least two board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the Corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Headquarters Board of Directors may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two the number of the members of the executive committee, and fill vacancies on the Executive Committee from the members of the board. The executive committee will keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 2. Other Committees

The Corporation will have any other committees that may from time to time be designated by resolution of the Headquarters Board of Directors. These committees may consist of persons who are not also members of the board and will act in an advisory capacity to the board.

Section 3. Meetings and Action of Committees

Meetings and action of committees will be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of those bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The Headquarters Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees if such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE VII

EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 1. Execution of Instruments

The Headquarters Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the Corporation to form any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee will have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Headquarters Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of debt of the Corporation will be signed by the treasurer and countersigned by the president of the Corporation.

Section 3. 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 Headquarters Board of Directors may select.

Section 4. Gifts

The Headquarters Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

ARTICLE VIII

CORPORATE RECORDS, REPORTS, AND SEAL

Section 1. Maintenance of Corporate Records

The Corporation will keep at its principal office:

1. Minutes of all meetings of directors, committees of the board, and, if this Corporation has members, of all meetings of members, showing the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and its proceedings;
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
3. A record of its members, if any, showing their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
4. A copy of the Corporation's Articles of Incorporation and bylaws as amended to date, which will be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

Section 2. Corporate Seal

The Headquarters Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal will be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every director will have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation and will have such other rights to inspect the books, records, and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these bylaws, and provisions of law.

Section 4. Right to Copy and Make Extracts

Any inspection under this article may be made in person or by agent or attorney and the right to inspection will include the right to copy and make extracts.

Section 5. Periodic Report

The Headquarters Board of Directors will cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE IX

IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitations on Activities

No substantial part of the activities of this Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Despite any other provisions of these bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this Corporation will inure to the benefit of, or be distributable to, its members, directors, or 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 of this Corporation.

Section 3. Distribution of Assets

Upon the dissolution of the Corporation, the Headquarters Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the

Headquarters Board of Directors will determine. Any such assets not so disposed of will be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court will determine, which are organized and operated exclusively for such purposes.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this Corporation is a private foundation under Section 509(a) of the Internal Revenue Code, the Corporation 1) will distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE X CONFLICTS OF INTEREST

Section 1. Conflict of Interest Policy

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest will be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken will record such disclosure, abstention, and rationale for approval.

ARTICLE XI AMENDMENT OF BYLAWS

Section 1. Amendment

Subject to the power of the members, if any, of this Corporation to adopt, amend, or repeal the bylaws of this Corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the Headquarters Board of Directors.

ARTICLE XII

CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation will govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws will be unaffected by such holding.

All references in these bylaws to the Articles of Incorporation will be to the Articles of Incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this Corporation filed with an office of the state of Missouri and used to establish the legal existence of this Corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code will be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all directors of this Corporation. We consent to and do adopt the foregoing bylaws as the bylaws of this Corporation.

Dated: March 3, 2025

Veronica Atchley, Director

Carrie Davis, Director

Donathan Dedolph, Director

Pablo Frias, Director

Shane Heroux, Director

Ethan Jewett, Director

Michelle Windey, Director