

BYLAWS OF
CANTON COMMUNITY CENTER, INC.

A Missouri Not-for-Profit Corporation

ARTICLE I

Name and Principal Office of the Corporation

The name of the Corporation shall be Canton Community Center, Inc., hereinafter referred to as the Corporation. The principal office of the Corporation shall be 210 North 7th Street, Canton, Missouri 63435, or at such other location as the Board of Directors may from time to time determine. Additional offices and places of business may be established from time to time by Resolution of the Board of Directors.

ARTICLE II

Purposes

Section 1. The Corporation is organized to operate exclusively for charitable and educational purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code for 1986 (or corresponding provisions of any future United States Internal Revenue law) and more specifically to stimulate the economic development of Downtown Canton through the following approaches:

- a. Improving the social condition of youth, families, and seniors in the community;
- b. Voluntarily rendering support, goods, or other assistance to youth, families, and seniors served within the geographical area of the Corporation;
- c. Raising, receiving or otherwise acquiring revenues and gifts which are to be used in a manner which will facilitate the activities of the Corporation;
- d. Fostering interest in and promoting the activities of the Corporation;

and to receive, administer and distribute funds in connection with any activities related to the above purposes; provided however, the Corporation shall only engage in activities that are in the purview of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future law.

Section 2. It is the intent of the Corporation to qualify as a non-profit, tax-exempt entity. At all times and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary, or by operations of law or any other provision hereof:

- a. The Corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would prevent it from obtaining an exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, or cause it to lose such exempt status.

- b. The Corporation shall not be operated for the purpose of carrying on a trade or business for profit.
- c. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to directly influence legislation; nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.
- d. If for any period the Corporation is a private foundation as defined by Section 509 of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent Federal tax laws, then during such period, the Corporation shall be subject to the following restrictions and prohibitions:
 - (i) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.
 - (ii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.
 - (iii) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.
 - (iv) The Corporation shall not engage in any action of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.
 - (v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.
- e. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, trustees, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
- f. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:
 - (i) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or

- (ii) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law).

Section 3. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities and obligations of the Corporation, distribute all assets of the Corporation exclusively to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, as the Board of Directors shall determine, pursuant to a plan of distribution as provided in the General Not-For-Profit Corporation Law of Missouri.

ARTICLE III

Program Area

The program area shall be the same geographical area occupied by the Canton R-V Public School District as existing at the time of the adoption of these Bylaws.

ARTICLE IV

Membership

Section 1. **Board and Dues.** The Board of Directors (hereinafter referred to as “the Board”) shall establish annual dues as it deems appropriate. Such establishment of dues shall include method of payment and application procedure.

Section 2. **Members.** Any person, business or service organization whose interests, goals, or focus is consistent with the purposes of the Corporation, by payment of an annual contribution or a donation. A business or service organization may designate an individual from their business or organization as the member representing the business or organization. Each membership shall be entitled to one vote.

Section 3. **Member Resignation.** Any member may resign from membership upon giving written notice to the President of the Corporation. Such resignation shall specify the reason and effective date. Members who resign shall not be entitled to any refund of dues or contributions.

Section 4. **Member Expulsion, Suspension, or Termination.** The Board shall establish procedures that are fair and responsible, and which are consistent with MRS Section 355.211.

Section 5. **Delinquent Dues.** The Board may, at its discretion, suspend the voting privileges of any member who has been and remains in default of his/her obligations to the Organization for a period of three (3) months or longer.

ARTICLE V

Membership Meetings

Section 1. **Annual Meetings.** The annual meeting of the membership shall be held during the first six (6) calendar months of each calendar year at such time and place as may be determined by the Board for the purpose of electing officers and directors, and transacting such other business as may be properly brought before the meeting.

Section 2. **Special Meetings.** Special meetings shall be held at any time and place as may be designated in the notice of said meeting, upon call of the President or Board of Directors either at their own request, or upon written petition by at least 51% of the active membership.

Section 3. **Notice.** Written notice of every meeting of membership, stating the place, date, and hour of the meeting shall be given either by personal delivery or by mail, e-mail, or fax to each member at least fifteen (15) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail with postage thereon prepaid, and addressed to the members at their addresses as they appear on the Organization's record of membership. Other interested parties shall be given such notice of meetings as the Board deems appropriate.

Section 4. **Quorum.** Ten (10) members in good standing at the time shall constitute a quorum for the transaction of business at all meetings of the general membership, except as otherwise provided by statute, by Articles of Incorporation, or by these Bylaws. If a quorum is not present, the meeting shall be adjourned until such time as the meeting can be rescheduled with a quorum represented.

Section 5. **Membership Approval.** When a quorum is present at any meeting, the vote of a majority of the members present in person shall decide any questions brought before such meetings, unless the Articles of Incorporation of these Bylaws require a different vote, in which case such express provision shall govern and control the decision. All votes must be cast by a member in person at the meeting at which the matter is being voted upon. Proxy voting is specifically prohibited by these Bylaws.

Section 6. **Parliamentary Procedures.** Robert's Rules of Order, Newly Revised, shall govern parliamentary procedures of the Corporation when not in conflict with these Bylaws. The order of business shall be altered or suspended at any meeting by a majority vote of the acting members present.

ARTICLE VI

Board of Directors

Section 1. The Corporation shall be governed by a Board of Directors. The Board shall be no less than five (5) nor more than nine (9) directors elected by the voting membership at its annual meeting. All directors shall be members of the Corporation in good standing at least 30 days prior to their nomination to the Board of Directors. One director or appointed staff member shall be a member of the Corporation and shall be a non-voting member. There shall be one member from Faculty or

Student Affairs at Culver-Stockton College who shall be a voting member of the Board. If any member of the Board deems any issue before the Board to be a conflict of interest as it relates to that member's other positions in the community, they shall not vote on that specific issue.

Section 2. The Board of Directors shall set the policy for and oversee the management of the affairs of the Corporation. They shall control its property and shall be responsible for its finances. The Board of Directors may enter into contracts necessary to accomplish the goals of the organization and shall be responsible for the employment of staff for administration of duties as it may so assign.

Section 3. During the first operational year of the Corporation a monthly meeting of the Board of Directors shall be held at a time and place established by the Board for the transaction of business as may come before the meeting. After the first calendar year of existence of the Corporation the Board of Directors shall meet a minimum of four (4) times during the calendar year. A majority of the duly elected directors present in person at any meeting of the Board of Directors shall constitute a quorum for the transaction of any business. Unless otherwise stated in the Articles of Incorporation or these bylaws, a vote of the majority of directors in attendance shall constitute an official act of the Corporation.

Section 4. A special meeting of the Board of Directors may be called at the request of any two (2) directors and written notice shall be given at least twenty-four hours prior to the meeting date stating the date, time, place and purpose of the meeting. Notice may be waived by a majority vote of the directors in attendance at the special meeting provided a quorum has been called.

Section 5. Any action permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if all members of the Board of Directors consent to a polling of the directors on the matter. The polling may be made in writing or by telephone, fax, or email, and a written record of the consent and the individual votes shall be maintained in the records of the Corporation.

Section 6. Board members will be elected for three (3) year terms. At the first annual meeting after incorporation only two (2) members will be elected for a three (3) year term, two (2) for a four (4) year term and two (2) for a one (1) year term. If one (1) to four (4) additional Board members are elected at the first annual meeting after incorporation only, their length of term shall be evenly distributed between the one (1) year, two (2) year, and three (3) year terms respectively. The Board members will take office at the first Board meeting following the annual meeting.

Section 7. At least sixty (60) days prior to the annual meeting of the membership of the Corporation, a nominating committee shall be appointed by the President to consist of three (3) members, including at least one current Board member. The nominating committee will meet and select a slate of candidates for the Board that is not less than the number of directors subject to election whose terms are due to expire, plus the number of vacancies on the Board that have not been previously filled. No member shall be nominated without his or her consent. The Secretary will give written notification of the candidates to the membership prior to the annual meeting. The nominations may also be made from the floor for Board positions. Nominees from the floor will need to prove their eligibility for office and willingness to serve at the annual meeting.

Section 8. Any director may resign at any time by giving written notice to the Board of Directors at its principal place of business. Any unexpired term resulting from a vacancy occurring in

the Board of Directors due to resignation, death or refusal to serve shall be filled by the affirmative vote of the majority of the Board of Directors. Three (3) consecutive unexcused absences from regular monthly meetings of the Board of Directors shall be considered a vacancy.

ARTICLE VII

Officers

Section 1. The officers of the Corporation shall be President, Vice President, Secretary, Treasurer, and such other officers or assistant officers as the Board of Directors may from time to time deem necessary. These officers shall be referred to as the Board of Directors.

Section 2. Officers shall be elected by the Board of Directors at the first Board meeting following the annual membership meeting and shall be elected by a majority vote of the directors.

Section 3. The term of office for the officers shall be as follows:

- a. President and Treasurer shall be elected for a term of two (2) years.
- b. Vice-President and Secretary shall be elected for a term of one (1) year.
- c. Following the first term of each of the officers their successors shall be elected for a term of two (2) years. An officer who has completed two (2) full terms will not be eligible for re-election until one (1) year has elapsed.

Section 4. The duties of the officers shall be as follows:

- a. President - The President shall preside over all meetings of the Board of Directors, and all meetings of the membership of the Corporation. The President shall be entitled to the same vote as any other director. The President shall perform such duties as are usually incumbent upon that officer and such other duties as may be directed by resolution of the Board of Directors.
- b. Vice President - The Vice President shall preside over meetings of the Board of Directors and the membership in the absence of the President and shall have such other duties and responsibilities as the President or the Board of Directors may from time to time prescribe.
- c. Secretary - The Secretary shall record and maintain in good order minutes of all meetings and all records and correspondence of the Corporation. The Secretary shall attest the signature of the President as required on any contracts or other such documents and shall also have such duties as may be assigned by the Board.
- d. Treasurer - The Treasurer shall maintain in good order all financial records of the Corporation and shall make a report of the previous month's financial activity to the Board at each monthly meeting. The Treasurer shall also prepare and present to the Board an annual

financial report as soon as reasonably possible following the close of the fiscal year. The Treasurer shall serve as co-chairman of the Organization Committee.

Section 5. In the event of a vacancy of an office due to the resignation, death or refusal to serve of any officer, the Board of Directors may name a director to hold the office until a replacement can be duly elected, provided such appointment shall not continue for more than sixty (60) days. The remainder of the unexpired term shall be filled upon a majority vote of the Board of Directors.

Section 6. Any officer may be removed from office for cause by a vote of two-thirds (2/3) of the voting membership of the Corporation. The cause shall include failure to attend three (3) meetings of the Board during any fiscal year. Failure to attend three (3) meetings shall mean three (3) during the entire year, not consecutive meetings.

ARTICLE VIII

Committees

Section 1. The Board of Directors shall have such standing committees and ad hoc committees as may be needed or appointed by the President and confirmed by the Board.

ARTICLE IX

Finances

Section 1. Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all checks, drafts and other instruments of transfer of funds or property of the Corporation shall be signed by the Treasurer and one director named by the Board. One additional officer may be named by the Board to sign in the absence of the Treasurer. The Board of Directors shall establish the maximum amount for which a check may be drawn on any account held under the Corporation's name without the formal resolution of the Board.

Section 2. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies and other federally insured depositories as the Board may designate.

Section 3. The Board of Directors may accept on behalf of the Corporation any contributions, gifts, bequests or devisees for the general purpose or for any special purposes of the Corporation.

Section 4. Prior to the annual meeting of the membership, the Board of Directors shall approve a preliminary budget of the Corporation for the next fiscal year. Following the election of the Board of Directors each year, the Board shall approve the final budget of the Corporation for the fiscal year. The approved budget may be reviewed and amended periodically as deemed necessary by the Board.

Section 5. After the close of each fiscal year, the Corporation shall prepare:

- a. A balance sheet showing in reasonable detail the financial condition of the Corporation as of the end of the preceding fiscal year;
- b. A statement of the source and application of funds showing the results of the operation of the Corporation for the preceding fiscal year.
- c. The Board of Directors shall cause an audit to be conducted annually of the books of the Corporation kept by the Treasurer. Such audit shall include, but not be limited to, the process used in keeping the books, the accuracy of the books, and the appropriateness of expenditures and shall be conducted in accordance with the standards used by the Treasurer.

ARTICLE X

General Provisions

Section 1. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

Section 2. Directors shall be indemnified and held harmless from all damages, claims and causes of action of any nature asserted against them in their capacity as a Director, to the full extent of the law allowed to Directors of not-for-profit corporations who serve without compensation in Missouri, including attorney fees and all expenses incurred in good faith to defend them.

ARTICLE XI

Amendments

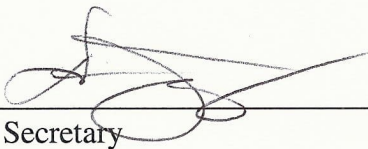
These Bylaws may be amended, altered or repealed by the affirmative vote of 51% of the membership present at an annual meeting of the Corporation. New Bylaws may be added by the affirmative vote of 51% of the membership present at the annual meeting.

Adopted on 1/15, 201~~4~~⁵.



President

ATTEST:



Secretary