BYLAWS OF THE
FRIENDS OF STE GENEVIEVE SCOUTING
Adopted June 4th, 2024 by the Board of Directors

ARTICLE I
NAME

Section 1: ***Name.*** The name of the corporation shall be the Friends of Ste. Genevieve Scouting ("the Organization").

Section 2: ***Use of Name.*** The Board of Directors may permit this corporation or any related corporation the use of the name involving the words Friends of Ste. Genevieve Scouting.

ARTICLE II
OFFICE

Section 1: ***Principal Office.*** The principal office of the corporation shall be located in Ste. Genevieve, Missouri.

Section 2: ***Other Offices.*** The corporation may have such other offices, either within or without the State of Missouri as the Board may determine or as the affairs of the corporation may, from time to time, require.

ARTICLE III
PURPOSE

The purposes of this public benefit corporation shall be limited to charitable, educational and other exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The corporation shall use all funds acquired by gift, contribution or otherwise for the purposes of promoting, supporting and assisting scouting programs in Ste Genevieve, Missouri.

Notwithstanding, the corporation may:

A. Solicit and receive gifts, grants, subscriptions, devises or bequests of real or personal property, from public or private sources, in order to carry out the purposes of this corporation; and hold, sell, dispose of, invest or reinvest such funds or properties in any manner as the corporation may deem appropriate for achieving the purposes of the corporation; and maintain revolving funds for purposes of carrying out the activities set forth herein;
B. Subject to the general limitations set out in these Articles, those contained in Section 501(c)(3) of the Code and applicable Treasury Regulations, engage in any other lawful activities and to do all other acts necessary or expedient for the successful prosecution of the purposes of the corporation in furtherance of its charitable, educational and other exempt purposes.

ARTICLE IV
GOVERNANCE

The Board of Directors shall develop operating policies and procedures to govern the activities of the Organization consistent with the Articles of Incorporation and these Bylaws.

ARTICLE V
MEMBERS

Section 1: The membership shall consist of the board of directors.

ARTICLE VI
BOARD OF DIRECTORS

Section 1: ***Management of Organization.*** The business and affairs of the corporation shall be managed by its Board of Directors and all monies received by the corporation shall be under the exclusive control of the Board of Directors.

Section 2: ***Powers.*** The Board of Directors has the power to authorize any activity necessary for the operation of the Association's programs. In addition to the powers and authorities expressly conferred upon them by these By-Laws, the Board of Directors may exercise all such powers of the Corporation and do such lawful acts and things that are not required by statute or the Articles of Incorporation, as amended, or by these By-Laws required to be exercised or done by members of the Corporation.

Section 3: ***Number of Directors.*** The Board of Directors shall consist of three (3) directors. The number of Directors may be increased to no more than ten (10) and may be decreased to no fewer than three (3) from time to time by majority vote of the Board of Directors. No decrease shall have the effect of shortening the term of an incumbent Director.

Section 4: ***Term of Directors.*** The term of office for all Directors shall be two years. One-half of the Directors shall be elected in odd-numbered years and the remaining Directors shall be elected in the even-numbered years. Each Director shall hold office for a term beginning on the 1st day of July and ending two years thereafter, or if later, until his successor has been elected and qualified.

Section 5: ***Qualifications.*** Any person shall be qualified to be elected a Director of the Corporation. The Board of Directors by resolution shall determine such other qualifications as it deems appropriate.

Section 6: ***Board Elections.*** During the last quarter of each fiscal year of the corporation, the board of directors shall elect Directors to replace those whose terms will expire at

the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 7: ***Election Procedures.*** New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 8: ***Voting Rights.*** Each Director shall be entitled to one vote on each matter submitted to the Board for a vote.

Section 9: ***Leave of Absence.*** Any Director who is unable to fulfill his or her duties for any period of time may request a leave of absence from the Board.

Section 10: ***Resignation.*** Any Director may resign by filing a written resignation with the Secretary. Board members shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 11: ***Vacancies.*** When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 12: ***Removal from Board.*** A Director of the Corporation shall cease to be a Director upon his or her removal by a three-fourths vote of the remaining Directors provided that no such action shall be taken at any meeting of the Board unlesswritten notice of the proposed removal is delivered to all Directors at least fifteen (15) days prior to such meeting.

Section 13: ***Failure to Attend Meetings.*** The failure of any Director to attend any two (2) meetings of the Board of Directors (annual, regular or special) during anyone year of his or her term as a Director shall be cause for consideration of his or her removal from the Board. Such consideration shall be made at the next meeting of the Board of Directors following the second meeting missed by the Director provided that notice as described in Section 12 of this Article is given.

Section 14: ***Conflict of Interest.*** Any possible conflict of interest or the appearance of a conflict of interest on the part of a Director shall be disclosed to the Board. When any such interest becomes a matter requiring action by the Board, such Director shall not vote or use personal influence or otherwise participate in the matter except to make a brief statement disclosing the existence and nature of the conflict requiring his or her abstention. The Director shall not be included as

present in determining a quorum for a meeting at which action by the Board is to be taken on the matter. The minutes of all action taken on such matters should clearly reflect that these requirements have been met.

Section 15: ***Board Member's Responsibilities.*** Each Director shall assume the responsibility to act solely for the good of this corporation in pursuance of the objects and purposes set forth in the organizational documents and exhibit the highest level of honesty and efficiency when serving as a member of said Board. Directors shall discharge the duties of the position in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 16: ***Compensation/Reimbursement.*** No Director shall receive any compensation for serving in his/her respective position in the Organization.

ARTICLE VII
BOARD OF DIRECTORS MEETINGS

Section 1: ***Annual Meetings***. The Annual Meeting of the Board shall be held in January of each year at a specific time and place to be determined by the Board. The purpose of the Annual Meeting shall be to elect the officers of the corporation, fill all vacancies on the Board and transact such other business as may properly come before it. The Secretary shall prepare a complete list of members entitled to vote for the use of the corporation at the Annual Meeting.

Section 2: ***Regular Meeting.*** Regular meetings of the Board may be called by the Chairman or in his or her absence the Vice-Chairman or upon the written request of a simple majority of Directors to the Secretary of the corporation.

Section 3: ***Special Meetings***. Special meetings of the Board may be called at any time by the Chairman, or any other officer, and shall be called by the Chairman or Secretary upon a request in writing by a majority of the Board.

Section 4: ***Place of Meetings***. Meeting of the Board shall be held at the office of the corporation, or such other place as designated by the Board.

Section 5: ***Notice of Meetings***. Written notice stating the place, day and hour of any meeting of the Board shall be delivered, either personally, by mail or electronically via email, to each Director, not less than 10 nor more than 30 days before the date of such meeting, by or at the direction of the Chairman, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid. All other members of the

corporation shall, upon written request, receive notice of regular and special meetings via United States Mail.

Section 6: ***Quorum***. A majority of the Board shall constitute a quorum for the transaction of business at any meeting; but if less than a majority of the members of the Board are present at said meeting, a majority of the members of the Board present may adjourn the meeting from time to time until a quorum is present.

Section 7: ***Manner of Acting***. Unless otherwise specifically provided for herein, a vote on any matter properly presented before the Board shall require for a passage a majority of the votes of those Directors present at such a meeting where a quorum is present.

Section 8: ***Action by Directors***. Any action required by law to be taken at a meeting of the Board or any action which may be taken at a meeting of the Board may be taken by written actions signed by all Directors. Any action may also be taken by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board at which all Directors were present. In this event, all Directors shall be notified of its text and effective date immediately. Any written action shall be effective when signed by the required number of Directors unless a different effective time is provided for in the written action.

Section 9: ***Alternative Means to Hold Meeting***. The Board of Directors may permit any or all directors to participate in a regular or special meeting of the Board of Directors by, or to conduct the meeting through the use of, any means of communication by which any of the following occurs: (a) all participating directors may simultaneously hear each other during the meeting, or (b) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors. If a meeting will be conducted under this section, all participating directors shall be informed that a meeting is taking place at which official business may be transacted. A director participating in a meeting conducted in a manner described in this section is deemed to be present in person at the meeting. All action that can be considered and taken at a regular meeting of the Board of Directors can be taken at a meeting of the Board of Directors conducted under this section, except that the directors cannot vote at the meeting: (a) to sell, lease, exchange or otherwise dispose of substantial property or assets of the corporation, (b) to voluntarily dissolve or to revoke voluntary dissolution proceedings, or (c) to file for bankruptcy. A sale, lease exchange or other disposition of all, or substantially all, is a disposal of substantial property or assets of the corporation for purposes of this section.

ARTICLE VIII
INDEMNIFICATION

Section 1: ***Indemnification, Insurance***: The corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Revised Missouri Statutes, as now enacted or hereafter amended. The corporation may obtain insurance coverage for such persons or for other persons working on behalf of the corporation.

ARTICLE IX
EXECUTIVE COMMITTEE

Section 1: ***Composition of the Executive Committee***. The Executive Committee shall be comprised of all duly elected and incumbent officers. The Chairman shall serve as Chair of the Executive Committee.

Section 2: ***Election and Term of Office.*** The Board shall elect the officers at the Annual Meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. The term of office for each officer shall be two years or until such time as their successors are chosen and qualified.

Section 3: ***Removal***. Any officer duly elected by the Board may be removed by a two-thirds vote of the Board with or without cause; provided, such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4: ***Vacancies***. Should a vacancy occur in any office due to death, resignation, removal, disqualification or otherwise, the Board may, at its next meeting, elect a person to serve the unexpired term of the officer.

Section 5: ***Delegation of Duties***. In case of the absence or disability of any officer of the corporation or for any other reason deemed sufficient, the Executive Committee may, upon a majority vote, delegate that officer's powers or duties to any other officer or to any Director until the Board meets to act on the matter.

Section 6: ***Chairman***. The Chairman shall preside at all meetings of the Board, serve as an ex-officio member of all standing committees and perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Board from time to time.

Section 7: ***Vice-Chairman***. In the absence of the Chairman, in the event of his/her inability, disability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman and when so acting, shall possess all the powers of the office of Chairman and be subject to all restrictions placed upon the Chairman. The Vice-Chairman shall perform such other duties as from time to time may be assigned to him/her by the Chairman or by the Board.

Section 8: ***Secretary***. It shall be the duty of the Secretary to keep a correct record of all proceedings and keep the minutes of meetings of the Board and Executive Committee. The Secretary shall give proper notice of meetings. The Secretary shall conduct correspondence as directed by the Chairman and keep a record of the membership. The Secretary will serve a parliamentarian at all Board of Directors meetings and perform such other duties as may from time to time be prescribed by the Board.

Section 9: ***Treasurer***. Unless provided otherwise by a resolution adopted by the Board, the Treasurer shall (a) keep accurate financial records for the corporation; (b) deposit all monies, drafts, and checks in the name of and to the credit of the corporation in such banks and depositories as the Board shall designate from time to time; (c) endorse for deposit all notes, checks and drafts received by the corporation as ordered by the Board, making proper vouchers therefore; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board; (e) render to the Chairman and the Board, whenever requested, an account of all of his or her transactions as Treasurer and of the financial condition of the corporation; and, (f) perform such other duties as may be prescribed by the Board or the Chairman from time to time.

Section 10: ***Minimum Number of Directors.*** The Organization must have at least three directors. The duties of the Secretary and/or Treasurer may be reassigned to another director as decided by the Executive Committee.

ARTICLE X
COMMITTEES

Section 1: ***Establishment of Committees***. The Board shall by resolution establish any committees it deems necessary to pursue the objects and purposes of this corporation.

Section 2: ***Chairman and Members***. The Chairman shall appoint the members of any committee created under Section 1 of this Article.

Section 3: ***Term of Office***. The members of each committee shall serve until the next Annual Meeting or until a successor is appointed unless the member shall cease to qualify or the Chairman removes the member for good cause shown.

Section 4: ***Vacancies***. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in Section 2 of this Article.

Section 5: ***Quorum***. Unless otherwise provided by resolution of the Board, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 6: ***Duration of Committees***. The Board may dissolve by resolution any committee established under Section 1 of this Article.

ARTICLE XI
EXECUTIVE DIRECTOR

Section 1: ***Duties***. The Organization Board may appoint and hire an Executive Director of the corporation who shall be responsible for the day-to-day management and operation of the corporation; employing and releasing staff; budget oversight; oversight and enforcement of the policies approved by the Board; and the general administration of the corporation and all related organization within the framework of the guidelines established by the corporation's Article of Incorporation, bylaws and any resolutions adopted by the Board. The Executive Director shall not be a Board member.

Section 2: ***Relationship to the Board***. The Executive Director shall serve as an ex-officio member of the Board and all committees established herein or by resolution of the Board. The Executive Director shall not have voting rights on the Board.

ARTICLE XII
CONTRACTS, CHECK, DEPOSITS, GIFTS, AND AUDITS

Section 1: ***Contracts***. The Board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2: ***Checks, Drafts, Etc.*** All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by the officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Chairman or Vice-Chairman of the corporation.

Section 3: ***Deposits.*** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may direct.

Section 4: ***Gifts.*** The Board may accept on behalf of the corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the corporation.

Section 5: ***Audits.*** An independent audit shall be conducted annually by a certified public accountant. A copy of the audit shall be given to the Treasurer and shall be made available to members of the Board.

Section 6: ***Conflicts of Interest.*** The corporation shall not enter into contracts or transactions between the corporation or a related corporation and a Director of the corporation or between the corporation and an organization in which a Director of the corporation is a director, officer or legal representative or has a material financial interest, except in accord with the provisions of the Revised Missouri Statutes, as now enacted or hereafter amended

ARTICLE XIII
BOOKS AND RECORDS

Section 1: ***Required Records.*** The corporation shall make and maintain (a) complete and correct minutes of all proceedings of the Board and all committees established herein or by resolution of the Board; (b) a complete and accurate record of the names and addresses of all members of the corporation including member of the Board entitled to vote; (c) complete and correct financial records of the corporation; and (d) any and all additional records deemed necessary by the Board or required by applicable laws of the State of Missouri.

Section 2: ***Inspection of Records***. All records of the corporation shall be kept at the principal office of the corporation and shall be open to inspection by any member of the corporation at a reasonable time for any reason deemed proper by either the Board or the Executive Committee. The Executive Director may require that all requests for inspection be in writing for review and ultimate approval or disapproval by either the Board or the Executive Committee.

ARTICLE XIV
DISSOLUTION OF THE CORPORATION AND ASSETS

In the event of the dissolution of the corporation, assets of the corporation remaining after the discharge of all liabilities shall be distributed consistent with the corporation's Articles of Incorporation.

ARTICLE XV
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January end on the last day of December of each year.

ARTICLE XVI
PARLIAMENTARY AUTHORITY

The parliamentary authority for the conduct of all Board and committee meetings shall be the current edition of Robert's Rules of Order.

ARTICLE XVII
SEAL

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall inscribe thereon the name of the corporation or any other identifying name that the Board of Directors may deem proper.

ARTICLE XVIII
AMENDMENTS

The Bylaws may be amended, altered, repealed, or added to at any meeting of the Board where a quorum is present by the affirmative vote of a majority of the Directors present and voting provided notice of such amendment has been given or has been received by the membership in writing at least 10 days prior to the meeting.