

## **BYLAWS OF FRIENDS OF CAMP ZOE, INC.**

The Board of Directors (the "**Board**") of Friends of Camp Zoe, Inc., (the "**Corporation**") has adopted these Bylaws ("**Bylaws**") pursuant to the Articles of Incorporation of the Corporation ("**Articles of Incorporation**") and pursuant to the provisions of the Missouri Nonprofit Corporation Act, as it may be amended from time to time (the "**Act**"). These Bylaws contain provisions for regulating and managing the affairs of the Corporation that are deemed not inconsistent with any law or with the Articles of Incorporation.

### **ARTICLE 1. CORPORATE OFFICES**

The principal office of the Corporation shall be at such location as may be established by the Board from time to time. The Corporation may also have offices at such other places as the Board may from time to time appoint.

### **ARTICLE 2. BOARD OF DIRECTORS**

**Section 1. Board Generally.** The Corporation will be governed by a volunteer Board that shall exercise control and management over the affairs of the Corporation, and shall exercise all such powers and perform all such lawful acts as are not denied the Board by law, by the Articles of Incorporation, or by these Bylaws.

**Section 2. Number and Term.** The initial Board shall consist of the incorporators as identified in the Articles of Incorporation, to serve until their successors have been elected and qualify. The number of directors shall be established by the Board from time to time, but in any event shall not be less than three (3) nor more than fifteen (15). Each director shall be elected for a term of one (1) year commencing at the conclusion of the meeting at which he/she is elected, and holding office until his/her successor has been elected and qualifies. Directors may be elected for successive terms.

**Section 3. Election.** New and incumbent directors shall be elected or re-elected at any regular or special meeting of the Board by a simple majority of a quorum present and voting. In the event of any vacancy arising out of the death, disability or resignation of a director, the balance of the unexpired term may be filled at any regular or special meeting of the Board, by vote of a majority of the remaining directors. Notwithstanding the foregoing, new or incumbent directors may be elected or re-elected by the members of the Corporation at any Annual General Meeting or Special General Meeting as provided in Article 7 of these bylaws.

**Section 4. Resignation; Liability for Obligations.** A director may resign at any time by delivering written notice to the Board, to the Chairman of the Board, or to the Secretary of the Corporation. Acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective. The resignation of a director does not relieve the director from any obligations the director may have to the Corporation as a result of obligations incurred or commitments made before his or her resignation.

**Section 5. Removal of Directors.** A director may be removed from office by a vote of a majority of the directors at any regular or special meeting of the Board. Any director who is removed is also removed automatically from any office he/she may hold in the Corporation.

**Section 6. Compensation.** No director shall receive any compensation for his or her services as such. Notwithstanding the foregoing, a director is entitled to reasonable compensation for professional services rendered in effecting one or more of the purposes of the Corporation.

### **ARTICLE 3. COMMITTEES OF THE BOARD OF DIRECTORS**

**Section 1. Committees Generally.** Subject to the other provisions of these Bylaws, the Board may authorize a person or a committee of the Board to exercise some or all of the powers that would otherwise be exercised by a Board. Notwithstanding the foregoing, a Committee may not (1) authorize distributions to directors, officers or agents except in exchange for value received; (2) approve or recommend dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; (3) elect or remove directors or fill vacancies on the Board; or (4) adopt, amend or repeal the Articles of Incorporation or these Bylaws.

**Section 2. Duties.** The purpose, powers and duties of any committee of the Board shall be as determined by the Board. Unless otherwise provided, each committee shall establish its own rules of procedure and shall meet at such times and places as it may determine. Neither a committee of the Board nor any individual or Board member shall have the power to obligate the Corporation, unless specifically authorized to do so by the Board.

**Section 4. Executive Committee.** The Board may designate an Executive Committee to act for it in the performance of any of its powers, functions, and duties. The Executive Committee shall have full and complete authority to act within the limits prescribed by the Board or by these Bylaws between meetings of the Board. Unless otherwise provided in the Articles of Incorporation or these Bylaws, the act of a majority of the Executive Committee members present at a meeting at which a quorum is present shall be the act of the Board.

### **ARTICLE 4. MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1. Regular and Special Meetings.** The Board may hold regular meetings as fixed by the Chairman of the Board or by resolution of the Board, for the purpose of transacting such business as properly may come before the Board. Except as otherwise provided in these Bylaws, such regular meetings of the Board may be held without notice of the date, time, place, or purpose of the meeting. The Board may also hold special meetings on such dates and at times and places inside or outside the State of Missouri as it may from time to time determine for any lawful purpose. A special meeting of the Board may be called by the Chairman of the Board or by a simple majority of the directors.

**Section 2. Means of Participation in Meetings.** The Board may permit any one or more directors to participate in any regular or special meeting of the Board or a committee of the Board by conference telephone or any other means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is considered to be present in person at the meeting for all purposes.

**Section 3. Action Taken without Meeting.** Any action required or permitted to be taken at a meeting of the Board or any committee of the Board may be taken without a meeting if the action is taken by a majority of all directors or of the committee. The action must be evidenced by at least one written consent describing the action taken, signed by each director participating, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken by the Board or by a committee of the Board without meeting is effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date.

**Section 4. Quorum; Vote Required.** A majority shall constitute a quorum for the transaction of business at a meeting of the Board or any committee of the Board. Any matter shall be deemed approved by the Board if the votes cast favoring an action exceed the votes cast opposing the action. At all meetings of the Board and each committee of the Board, each director shall have one vote.

**Section 5. Waiver of Notice of Meeting.** A director may waive a notice required by the Articles of Incorporation, the Bylaws, or the Act. Except as provided herein, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

## **ARTICLE 5. OFFICERS**

**Section 1. Officers.** The officers of the Corporation shall be designated by the Board from among the directors. The positions of the various officers may be united in one person, except the President may not serve as Secretary and/or Treasurer. Each officer of the Corporation shall hold office for a term concurrent with his/her term as a director, or until or until his/her successor is elected. Officers may serve successive terms. The following shall be the officers of the Corporation:

- a. President.** The President shall perform all duties incidental to the office of the President and he/she shall exercise general supervision over the day-to-day affairs of the corporation. The President shall also be the Chairman of the Board. He/she shall preside at all meetings of the Board and shall be responsible for all Board meeting agendas. The President shall recommend the creation of or dissolution of all committees as deemed necessary, shall appoint the chairmen thereof, and shall serve as an ex-officio member of all committees of the Board. The President has authority to sign legal contracts and other agreements after

approval by the Board. The President shall perform such additional duties as from time to time may be assigned by the Board.

- b. Vice President.** The Vice President shall perform all the duties incident to the office of Vice President. The Vice President shall also be the Vice Chairman of the Board. The Vice President shall perform the duties of the President in the event the President is absent or cannot serve, and he/she shall succeed immediately to the office of President in the event of a vacancy in that office. The Vice President shall perform such additional duties as from time to time may be assigned by the President or by the Board.
- c. Secretary.** The Secretary is the corporate officer to whom the Board has delegated responsibility under the Act to maintain custody of the minutes of the meetings of the Board and to authenticate the records of the Corporation. The Secretary shall perform all the duties incident to the office of Secretary, including (a) keep the minutes of all meetings of the Board; (b) see that all required notices are given; (c) be custodian of the corporate minutes; (d) be responsible for all general correspondence of the corporation; and (e) ensure all Annual Reports are filed. The Secretary shall perform such additional duties as from time to time may be assigned by the President or by the Board.
- d. Treasurer.** The Treasurer shall perform all the duties incident to the office of Treasurer, including (a) having charge and custody of and being responsible for all funds and securities of the corporation; (b) receiving all gifts to the Corporation and proceeds from the Corporation's activities; (c) receiving and giving receipts for moneys due and payable to the corporation from any source whatsoever; (d) maintaining all accounts, balance the books, and maintaining the financial records of the organization, including bank statements, receipts, budgets, invoices, paid receipts and canceled checks; (e) assuring that all tax reporting forms and financial statements are submitted to the appropriate State and Federal agencies in the event they are required; and (f) preparing periodic financial statements. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall perform such additional duties as from time to time may be assigned by the President or by the Board.
- e. Other Officers.** The Board shall have the authority to appoint any and all other officers that it deems necessary or appropriate to the operation and maintenance of the Corporation. Such Officers shall serve for such period as the Board may designate and shall perform such duties as the Board or the Chairman of the Board may prescribe. Except as might be proscribed by these Bylaws or applicable law, an individual may simultaneously hold more than one office in the Corporation.

**Section 2. Resignation, Removal and Vacancy.** All officers are also directors of the Corporation. Accordingly, the process for removal of an officer and the process for the filling of vacancies in the event of death, disability or resignation of an officer shall be as set forth above with respect to directors.

## ARTICLE 6. MEMBERSHIP AND DUES

### Section 1. Qualifications.

- a. The Corporation shall have no members as that term is defined in the Act. The Corporation may have “members” who satisfy certain criteria established by the Board and who support the purposes of the Corporation, but such designation shall carry no legal significance under the Act.
- b. In the discretion of the Board, any individual, family, organization, corporation or other association that contributes to the Corporation, subscribes to the purposes of the Corporation, is committed to the Corporation's activities, and complies with these Bylaws shall be eligible for membership upon application and payment of dues as established by the Board from time to time. The Board shall have the latitude to confer membership, based on considerations such as exceptional volunteer service, need or other considerations. The Board shall have the right to reject any membership application for non-discriminatory reasons.

**Section 2. Non-Discrimination.** The Corporation will not discriminate in its membership against any individual, nor will it deny to any person access to any of the accommodations, advantages, facilities, or privileges of the premises or made available in connection with its activities on account of race, color, religious creed, ancestry, age, sex, sexual orientation, gender identity, national origin, or disability.

**Section 3. Rights of Members; Liability.** Members are expected to reflect the Corporation's values and purposes when purporting to represent the Corporation. A member may be removed for failure to comply with these Bylaws or with regulations established by the Board from time to time. No person shall be admitted as a member without his or her consent. A member is not, as such, personally liable for the acts, debts, liabilities, or obligations of the Corporation. Without the consent of the Board, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to the purposes of the Corporation.

**Section 4. Dues and Fees.** The Board may institute or make changes to a system of membership dues as a requisite for membership in the Corporation. All full year dues and fees are payable on a date to be established by the Board. Annual payment of such dues, or other considerations as established by the Board, shall entitle members to rights and privileges as may be given to members for a period of one year.

## ARTICLE 7. GENERAL MEETINGS

**Section 1. General Meetings.** In the discretion of the Board, General Meetings of the members of the Corporation may be held on a date or dates established by the Board. The Board may designate any place within or without the State of Missouri as the place of the General Meeting. The Meeting shall be open to all members and interested participants, and shall be for the purpose of receiving reports from the Board and for the transaction of such other business as may come before the meeting. The business of the meeting will be conducted by the Chairman of the Board. Special General Meetings

may be called at any time by the Board, or by a written request signed by at least ten (10) of the members. Provided ten (10) days' notice shall have been given stating the purpose of the Meeting, the membership at any General Meeting or Special General Meeting may assume the authority of the Board to elect or re-elect directors of the Corporation.

**Section 2. Right to Vote.** Any member in attendance at any General Meeting or Special General Meeting shall be considered a voting member for purposes of that Meeting. Each voting member is entitled to one vote for actions requiring a vote of the membership. Any issue brought to a vote at any General Meeting or Special General Meeting be passed by a simple majority of the members present.

**Section 3. Quorum; Required Vote.** For actions requiring a vote by the membership at any General Meeting or Special General Meeting, the members present and entitled to vote shall constitute a quorum. A quorum, once attained at a meeting, shall be deemed to continue until adjournment. Members must be present at the Meeting when the vote is taken in order to cast a vote. Absentee and proxy votes shall not be counted.

## **ARTICLE 8. CONTRACTS, FINANCES AND RECORDS**

**Section 1. Fiscal Year.** The Corporation shall operate on a fiscal year beginning the first day of January in each year and ending the last day of December next succeeding.

**Section 2. Bank Accounts, Checks and Notes.** The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time to sign checks, drafts or other orders on the Corporation's behalf for the payment of money, acceptances, notes or other evidences of indebtedness.

**Section 3. Contracts.** The Board may authorize any officer or agent in addition to those specified in 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. Unless so authorized by the Board, no director, officer or agent shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount. Unless authorized by the Board, no loan shall be made or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

**Section 4. Gifts and Disbursements.** The Board may accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board shall determine. The Board may determine by majority vote the use of the funds of the Corporation, provided those uses are consistent with the purposes of the Corporation.

**Section 5. Books and Records.** The Corporation shall keep as permanent records minutes of all meetings of the Board, together with a record of all actions taken by the directors without a meeting, and a record of all actions taken by committees of the

Board. The Corporation shall keep a copy of the following records at its principal office: (a) the Articles of Incorporation as they may be amended from time to time; (b) these Bylaws as they may be amended from time to time; (c) a list of the names and business or home addresses of all current directors and officers; (d) the most recent corporate registration report delivered to the Secretary of State; and (e) appropriate financial statements of all income and expenses.

## **ARTICLE 9. REGISTERED AGENT AND REGISTERED OFFICE**

The Corporation will maintain continuously in Missouri a registered office and a registered agent, who will be either: (i) an individual who resides in Missouri and whose business office is identical with the registered office; or (ii) a business or nonprofit corporation whose business office is identical with the registered office; or (iii) a foreign business or nonprofit corporation authorized to transact business in Missouri whose business office is identical with the registered office. The street addresses of the Corporation's registered office and the business office of the Corporation's registered agent will be identical. The registered office of the corporation may be, but need not be, identical with the principal office in the State of Missouri.

## **ARTICLE 10. CONFLICTS OF INTEREST**

**Section 1. General Statement and Procedures.** It is the policy of the Corporation and the Board that the directors and officers carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. The Corporation's directors and officers shall have the continuing, affirmative duty to report any personal ownership interest or other relationship that might affect their ability to exercise impartial, ethical, and business-based judgments in fulfilling their responsibilities to the Corporation. The Board may require the Corporation's directors and officers to complete annually (or as otherwise scheduled by the Board) a disclosure statement regarding any actual or potential conflict of interest described in these Bylaws. The Board shall be responsible for oversight of all disclosures or failures to disclose and for taking appropriate action in the case of any actual or potential conflict of interest transaction.

**Section 2. Contracts and Transactions in which a Director or an Officer has Interest.** A contract or transaction between the Corporation and one or more of the Corporation's directors or officers, or between the Corporation and any other corporation, partnership, association, or entity in which one or more of the Corporation's directors or officers (i) are directors or officers, or (ii) hold a similar position, or (iii) have a financial interest, is not void or voidable solely because of the relationship or interest, solely because the director or officer is present at or participates in the meeting of the Board that authorizes the contract or transaction, or solely because the vote of the director or officer is counted for authorizing the contract or transaction, provided that:

- a. the material facts as to the relationship or interest of a director or officer and contract or transaction are disclosed or known to the Board, and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even if the disinterested directors are less than a quorum, or

- b. the contract or transaction is fair to the Corporation at the time the contract or transaction is authorized, approved, or ratified by the Board.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board that authorizes a contract or transaction described in the preceding paragraphs.

**Section 3. Validity of Actions.** The failure of the Corporation, its Board, or any or all of its directors or officers to comply with the conflict of interest provisions of these Bylaws shall not invalidate, cancel, void, or make voidable any contract, relationship, action, transaction, debt, commitment, or obligation of the Corporation that otherwise is valid and enforceable under applicable law.

## **ARTICLE 11. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

**Section 1. Third-Party Actions.** The Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, where no reasonable cause exists to believe his or her conduct was unlawful. The termination of this 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 he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

**Section 2. Insurance.** The Board may purchase and maintain insurance on behalf of any person who is or was a director, officer or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability hereunder or otherwise.

## **ARTICLE 12. EMERGENCY POWERS**

**Section 1. Emergency Defined.** For purposes of these Bylaws, an "emergency" exists if a quorum of the directors cannot readily be assembled because of some catastrophic event.



**Section 2. Emergency Powers - Meetings.** To the extent not inconsistent with applicable law, during an emergency:

- a. notice of a meeting of the Board must be given only to those directors it is practicable to reach and may be given in any practicable manner, including by publication;
- b. the quorum requirements for a meeting may be reduced to one-third of the total number of directors; and
- c. one or more officers of the Corporation present at a meeting of the Board may be considered to be directors for the meeting, in order of rank and within the same rank in order of seniority, necessary to achieve a quorum.

**Section 3. Emergency Powers - Succession and Relocation.** To the extent not inconsistent with applicable law, in anticipation of or during an emergency, the Board may:

- a. modify lines of succession to accommodate the incapacity of any director, officer or agent, or
- b. relocate the principal office, designate alternative principal offices or regional offices, or authorize any officer to do so.

**Section 4. Effectiveness.** The provisions in these Bylaws regarding emergency powers remain effective only during the emergency. Any Corporate action taken in good faith in accordance with the emergency Bylaws binds the Corporation and may not be used to impose liability on a director, officer or agent of the Corporation.

## **ARTICLE 13. MISCELLANEOUS PROVISIONS**

**Section 1. Construction.** In the event of any inconsistency between these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall control. If any portion of these Bylaws shall be invalid or inoperative, then so far as is reasonable and possible, the remainder of these Bylaws shall be considered valid and operative, and effect shall be given to the intent manifested by the portion held invalid or inoperative.

**Section 2. Enforceability.** The provisions of these Bylaws are advisory for the Board only, and are neither applicable to nor enforceable by any person not a member of the Board. The failure or refusal of the Board or any director to comply with any provision of these Bylaws is not evidence of culpability on the part of the director and shall not give rise to any liability of a director or the Corporation to any third party.

**Section 3. Publications and Public Statements.** Publications and public statements representing the Corporation shall be approved by and issued under the supervision of the Board. Materials concerning a public position in response to governmental agencies, involving legal matters or pertaining to any liability issues must be referred to the Board.

**Section 4. Parliamentary Authority.** *Robert's Rules of Order Newly Revised* shall be the parliamentary guide in all of the Corporation's business meetings in which they are

applicable and in which they are not inconsistent with the Bylaws or policies of the Board.

**Section 5. Relationships.** The Corporation supports the efforts of the **Missouri Department of Natural Resources** ("DNR") and the **Missouri Parks Association** ("MPA"). The Board is authorized to enter into any appropriate Agreement with the DNR and/or the MPA providing for a cooperative relationship between and among the Corporation, the DNR and/or the MPA. Beyond the contractual relationship established in such Agreement, however, the Corporation is a separate legal entity unaffiliated with and neither an agent of nor under the control of either the DNR or the MPA.

#### **ARTICLE 14. AMENDMENT**

These Bylaws shall be in full force and effect from and after adoption by the Board. The Board may adopt amendments or restatements to these Bylaws by majority vote of the directors in office at any regular or special meeting at which a quorum is present. The Corporation shall provide notice to the directors of any meeting at which an amendment to these Bylaws is to be voted upon, which notice must (i) be in accordance with the provisions in these Bylaws for notice of meetings of the Board, (ii) state that the purpose of the meeting is to consider a proposed amendment to the Bylaws, and (iii) contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

These Bylaws were adopted by the Board of Directors of Friends of Camp Zoe, Inc., by action without meeting on November 10, 2015.