

BY-LAWS OF **THE INNSBROOK HISTORICAL** **SOCIETY**

ARTICLE I – NAME

The name of this Organization shall be **The Innsbrook Historical Society**. The Organization has been incorporated under the Missouri Nonprofit Corporation Act and shall hereinafter be referred to as the “Organization” or by its name.

ARTICLE II – GOVERNING LAWS, PURPOSE, AND POWERS

Section 1. The Organization will have the purposes and powers stated in its Articles of Incorporation and herein as well as such powers as are now or may hereafter be granted or permitted by the Missouri Nonprofit Corporation Act of the State of Missouri or by any successor legislation or laws which pertain to corporations and nonprofit corporations generally. The Organization is organized exclusively for educational purposes within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code.

The primary purposes of the Organization are: (1) to gather, receive and preserve structures, artifacts, documents, pictures and material relating to the early history of the area comprising Innsbrook, Missouri and the surrounding areas, and its exploration, settlement and development and activities in peace and war; (2) to receive and hold real estate for the purpose of preserving and exhibiting the material described above; to encourage and assist in the preservation of historical land marks; (3) to disseminate knowledge of the material described and to arouse interest in the past by publishing historical material; (4) to be non-profit in nature and not for pecuniary gain or profit of any type or description to or for the members, the incorporators or directors; (5) to receive funds or property or both in kind as a not for profit organization; (6) to use all of the foregoing exclusively for the purpose of education, so that others can study, learn of and appreciate the history of the area; and (7) to otherwise engage in activities and programs relating to historical societies and to do and perform all things necessary or incidental thereto.

Section 2. The powers of the Organization shall include, but are not limited to: a) selecting president, and/or such other personnel as, in the sole discretion of the Board of Directors of the Organization, seems reasonable and prudent, to manage the day-to-day operations of the Organization, to assist in the short and long-term planning and operations of the Organization, and to report to and assist the Organization's Board of Directors; b) establishing financial/fiscal, management, and employment policies; c) establishing volunteer services and policies; d) soliciting donations, funds, gifts, bequests, and grants, in money or in kind, and establishing solicitation and donation policies; e) monitoring the Organization's fulfillment of its purposes and directing policy for the fulfillment of its purposes; f) leasing, acquiring, holding, and managing real estate and other properties (real, personal, and otherwise) to be used to fulfill the Organization's purposes; g) engaging in fund-raising activities for itself; h) managing and monitoring the Organization's financial status; i) hiring and retaining such personnel, professionals, and consultants as are or may be necessary or appropriate to the operation of the Organization, its services, and programs, and to the fulfillment of its purposes and delegating to the same such duties and authorities as the Organization's Board of Directors deems prudent and/or necessary, from time-to-time, in its sole discretion; j) carrying out the business and operations of the Organization between annual meetings; and, k) taking such other and further actions as are lawful and determined by the Organization's Board of Directors to be appropriate and prudent to further the primary purposes of the Organization. Any persons selected by the Board of Directors for the purposes set forth above shall, in the sole discretion of the Board of Directors, be volunteers or paid employees, full or part time.

Section 3. These by-laws constitute the code of rules adopted by the Organization for the regulation and management of its affairs and the promotion of its purposes.

ARTICLE III- OFFICES AND AGENCY OF THE ORGANIZATION

Section 1. The principal office of the Organization will be located at such place and address as the Board of Directors may designate from time-to-time by resolution. The Organization may maintain other offices either within or without the State of Missouri as its operations require. Until further resolution of the Board of Directors, the principal office of the Organization is **2292 Alpine Lake Dr., Innsbrook, MO 63390.**

Section 2. The registered office of the Organization shall be **2143 Meadow Valley Dr., Innsbrook, MO 63390.** The registered office may be, but need not be, the principal office of the Organization and may be changed by resolution of

the Board of Directors from time-to-time as long as proper notice is given to the Office of the Secretary of State, State of Missouri; however, at all times the registered office shall be maintained within the State of Missouri.

Section 3. The Board appoints Jeffrey S. Thomsen as its registered agent. His address for purposes of service and other notice is **2143 Meadow Valley Dr., Innsbrook, MO 63390**. The registered agent may be removed or changed at any time by resolution of the Board of Directors as long as proper notice is given to the Office of the Secretary of State, State of Missouri.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. The Organization's Board of Directors shall consist of no fewer than five (5) elected members. To the extent possible, there shall be, at all times, an odd number of elected members. Membership on the Organization's Board of Directors is open to natural persons who:

- a) are over the age of eighteen (18); and
- b) have, through their education and training, efforts, experience, employment, volunteer participation, familial relations, and/or personal experience demonstrated a commitment to preserving historical matters in the area of Innsbrook, MO for educational purposes,
- c) have relevant and substantial business experience, accounting, and/or bookkeeping experience.

Section 2. No one may serve on the Board of Directors who is not of "good moral character" as that term is understood and determined in the sole discretion of the voting members of the Board. No one may serve on the Board of Directors if he or she has been convicted of or plead guilty to a felony.

Section 3. Persons who wish to be considered for membership to the Board of Directors and stand for election to the same shall submit to the Board of Directors (or to the Nominating Committee if the same is established) a written application for membership, and attach to such written application his/her resume or curriculum vitae. Applicants who fail to comply with these requirements and/or who do not meet the eligibility criteria for membership as determined by the

Board of Directors in its sole discretion will not be considered for membership to the Board and no vote on their membership will be taken. The Board of Directors (or Nominating Committee) shall then submit a list of the candidates for membership to the Board of Directors at the Annual General Meeting.

Section 4. The term of office of a person elected to the Board of Directors shall be two (2) years. A person may be re-elected to the Board of Directors. There are no term limits. Persons elected to the Board of Directors shall continue to be members until such time as their term expires, they resign, or their membership is revoked in accordance with these By-Laws. Notwithstanding, no member shall have a vested right or interest in his/her term of membership, and the duration of terms may be shortened or lengthened by resolution or amendment to these By-Laws by the Board of Directors, and such resolution or amendment shall be valid and binding upon all persons serving as members at or after the time of such resolution or amendment.

Section 5. The terms of the members of the Board of Directors shall, to the extent possible, be staggered. For example, if there are 5 members of the Board of Directors initially, 2 members will be designated by the Board to have their term of office expire in 2 years, and 3 members will be designated by the Board to have their term of office expire in 3 years. Thereafter terms of office will expire in accordance with the above schedule.

Section 6. Each member shall have one vote at all meetings. There is no cumulative voting.

Section 7. The Board members may vote on matters by secret ballot, with the minutes showing the vote tally but not the voter identity.

Section 8. Except as specifically limited by these By-Laws, members may vote by proxy delivered to another member eligible to vote as long as the proxy: a) is signed and dated by the member wishing to vote by proxy; b) designates the date of the meeting at which the proxy is to be exercised; c) is in a form which identifies those matters upon which the proxy vote or votes are to be cast; d) states how the vote or votes are to be cast; and, e) is presented to the Secretary or the President of the Board of Directors prior to the vote for which the proxy was issued is taken. No proxy will be acceptable unless conditions a) through e) inclusive are met. A member who receives a proxy from another member may not decline to vote as set forth in the proxy but only a member who is present at a meeting may cast a proxy vote on behalf of another member. A proxy may be withdrawn by the party authorizing it at any time before the vote is cast. A written revocation or withdrawal of proxy must be signed by the member who issued the

proxy. A facsimile or e-mail copy of a proxy or revocation or withdrawal of proxy sent to another Board member is sufficient evidence of the same.

Section 9. A member who votes by proxy is not deemed to be present at the meeting for purposes of determining attendance at the meeting or the presence of a quorum. Voting by proxy is not permitted where the vote is to a) amend these By-Laws; b) change the purpose or mission of the Organization; c) remove a member; or, d) consider business that was not set forth in the notice and agenda of a meeting.

Section 10. A member of the Board of Directors may be removed from office by unanimous vote of the remaining members of the Board.

Section 11. The Board of Directors shall have authority to fill all vacancies occurring on the Board, such appointees serving until the next annual election at which time a successor be elected by the Organization to fill the expired term.

Section 12. The Board of Directors shall elect by majority vote one of the Board's members to serve as Chairman, to preside over all meetings. The Chairman shall serve at the will of the majority of the Board of Directors.

Section 13. In addition to the elected members of the Board of Directors there shall be one "ex officio" member appointed by the Innsbrook Owners' Association as its representative. This Owners' Association member shall be entitled to attend all Board of Directors meetings and fully participate, but shall not have a vote.

ARTICLE V – MEETINGS OF THE BOARD OF DIRECTORS

Section 1. There shall be an initial meeting of the Board of Directors, and there shall be at least an annual meeting within one calendar year immediately following the initial meeting. However, it is intended that the Board meet as often as is needed to conduct the business affairs of the Organization. Notice of each meeting shall be given at least 5 days prior to the meeting, and shall state the date, time and place of the meeting. Notice may be given in person, by telephone, by mail, by e-mail, or by fax.

Section 2. For the purposes of any annual, regular, or special meeting, a quorum is established whenever more than one-half of members eligible to vote are present whether they vote or abstain from voting. A member is present when he/she attends the meeting in person, by telephone call or teleconference, or by live video conference. No one is present by proxy.

Section 3. All notices given or made shall contain an agenda specifying the business coming before the Board of Directors at the meeting. No other business but that specified in the notice and its agenda may be transacted at any meeting. Notwithstanding, if all members are present, they may, by majority vote, consider a matter that was not set forth in the agenda for the meeting. In addition, at each annual, regular, or special meeting, any member in attendance may submit to the Secretary an item of business that he/she wishes to have included on the agenda for the next regular meeting or the next annual meeting and the Secretary will put such item of business on the agenda of the next regular meeting or the next annual meeting, whichever occurs first.

Section 4. Objections to the sufficiency and timing of any notice or agenda made or given are waived if the member otherwise entitled to object to the failure of compliance in respect of notice or agenda attends the meeting for which the notice or agenda is claimed to be insufficient, inadequate, or missing, whether he/she votes or abstains from voting.

Section 5. All meetings shall be conducted in conformity with the parliamentary procedures of the most current edition of Roberts Rules of Order unless otherwise specified herein.

Section 6. Any person may, at the sole discretion of the majority of the Board of Directors, attend a meeting of the Board of Directors. If any such person requests an opportunity to be heard on any topic relevant to the business of the Organization, said person may, at the sole discretion of the majority of the Board of Directors, be given a reasonable opportunity to be heard. No person, other than members of the Board of Directors, and persons authorized by the Board to attend a meeting, may attend a meeting.

ARTICLE VI - GENERAL MEMBERSHIP OF THE ORGANIZATION

Section 1. General membership in the Organization is open to anyone who is interested in, and committed to preserving historical matters in the area of Innsbrook, MO for educational purposes.

Section 2. There will be an annual membership fee in an amount set by the Board of Directors.

Section 3. A member who has not paid the current annual fee is not entitled to vote on any matters of the Organization.

ARTICLE VII – GENERAL MEMBERSHIP MEETINGS

Section 1. There shall be an Annual General Membership Meeting of the Organization at which the new members for the Board of Directors shall be elected. The date, time and place of the Annual Meeting shall be determined by the Board of Directors, and all active members of the Organization shall be notified of the date, time and place of the Annual Meeting in the same manner as is set forth in Article V, Section 1 The Secretary shall prepare a ballot containing the names of all nominees submitted by the Nominating Committee. The election shall be conducted by written ballot. Other business of the Organization may be handled at the meeting as determined by the Board of Directors and included on the agenda.

Section 2. Special general meetings of all active members may be called by three (3) or more members of the Board of Directors, giving 10 business days written notice to the members, together with an agenda.

Section 3. A quorum for the transaction of business at any meeting of the General Membership of the Organization shall consist of those active members who attend the general meeting

Section 4. All general meetings shall be conducted in conformity with the parliamentary procedures of the most current edition of Roberts Rules of Order unless otherwise specified herein.

Section 5. A member may vote by proxy in conformity with Article IV, Section 8.

ARTICLE VIII - OFFICERS

Section 1. The Organization shall have four (4) officers: President, Vice-President, Secretary, and Treasurer. At the initial meeting of the Board of Directors, a majority of the then-constituted Board shall appoint officers, each of

whom shall hold his/her office for two (2) years or until a successor for each his /her office is elected. A majority of the Board of Directors shall appoint all successor Officers. One person may hold up to two offices simultaneously, and may also be a member of the Board of Directors. Any officer may be removed from office by unanimous vote of the Board of Directors, or by unanimous vote of the remaining members of the Board of Directors if the person being removed is also a member of the Board of Directors.

Section 2. The President shall be the Chief Executive Officer of the Organization and he/ she shall see that all resolutions and actions of the Board of Directors are carried into effect. He/she shall report to the Board of Directors as to the progress on all resolutions and actions approved by the Board. He/she shall make suggestions to the Board regarding any future resolutions and actions that he/she feels would be in the best interest of the Organization.

Section 3. The Vice–President shall, in the absence, disability, or refusal of the President to act, perform the duties, exercise the powers of the President and perform such other duties as the Board of Directors shall direct.

Section 4. The Secretary shall attend all meetings, record all votes, and maintain accurate minutes of all meetings in a book kept for that purpose. He/she shall perform similar duties for any committee if such committee is established when requested to do so. He/she shall give, or cause to be given, notice of all meetings of the Board of Directors to all members as required in these By-Laws and as required by law and shall perform such other duties as may be directed by the Board of Directors or the President. He/she will be the custodian of all records of the Board of Directors and of the Organization. He/she may verify or certify business records of the Board of Directors and of the Organization.

The Secretary shall faithfully discharge his/her duties.

In the event that the Secretary is unable or unwilling to serve, the President shall appoint another member to serve as acting Secretary until the Secretary is able/willing to return to his/her duties or until the next annual meeting of the Board of Directors whichever occurs first.

The acting Secretary shall faithfully discharge his/her duties.

Section 5. The Treasurer shall have fiscal responsibility for the Organization. Each year he/she, in cooperation with the Board and any committee established for the purpose of developing a proposed budget for the Organization, develop a proposed budget for the Organization and present it to the President not less

than thirty (30) days prior to each annual meeting. Approval of the proposed budget will be an agenda item for each annual meeting and a copy of the proposed budget as submitted to the President will be included with the notices of each annual meeting.

The Treasurer will oversee the prudent and fiscally sound management of the Organization and regularly review all books of account, income and expense statements, balance sheets, annual reports, and audits. He/she will regularly meet with the Organization's Board of Directors, executive director, store manager(s), general manager, and other pertinent personnel, accountants, attorneys, and bookkeepers to ensure proper management of the finances of the Organization and its thrift store(s).

He/she shall have the custody of the Organization's funds, securities, accounts, and deposits and shall keep full and accurate records of receipts and disbursements in books belonging to the Organization. He/she (or his/her designee) shall deposit all monies in the name of the Organization and to the credit of the Organization in federally insured depositories designated by the Board of Directors.

He/she (or his/her designee) shall disburse the funds of the Organization as directed by the Board of Directors using proper vouchers for disbursements or other evidences of disbursements as are regularly used in the conduct of business and approved by the Board of Directors for such purpose, and shall render to the President and the Board of Directors at the annual meeting of the Board of Directors and at all regular meetings of the Board of Directors, or whenever they may require it, a full account of all transactions and of the financial condition of the Organization.

He/she shall have the responsibility to ensure the safeguarding of other valuables of the Organization, including evidences of stocks, bonds, notes, bank accounts, certificates of deposit, choses in action, mortgages, insurance policies, leases, and other valuables of that type in secure locations acceptable to the Board of Directors.

He/she shall have the duty to obtain insurance coverage, in addition to the other insurance coverage mentioned in these By-Laws, and including officers' and members' liability insurance, premises liability insurance, general business insurance, worker's compensation insurance, employee theft insurance, as may be prudent to carry out the business of this Organization and to protect the assets and holdings of this Organization from liability and loss claims. The

Treasurer and any bookkeeper hired by the Organization shall be sufficiently bonded to safeguard the assets of the Organization.

The Board of Directors may develop financial policies and direct the Treasurer (and his/her designee) to act in conformity with the same, and it will be the responsibility of the Treasurer to carry out the financial policies established by the Board of Directors. Notwithstanding, each check and draft (except ordinary and regularly recurring payroll checks) exceeding in amount the total of \$1,000.00 must be signed by two of the following: a) the Treasurer; b) the Chairman of the Board, or c) a member of the Board of Directors designated by the Chairman of the Board to sign checks and drafts. The Board may develop policies in respect of checks and drafts in lesser amounts.

All contractual obligations, including but not limited to notes, mortgages, leases, deeds, employment contracts, and loans, which might bind or do bind the Organization (other than ordinary vendor arrangements which provide that the Organization is obligated to pay \$1,000.00 or less per annum) must be approved by a majority of the Board of Directors and executed by the Chairman of the Board.

The Treasurer shall receive all donations, bequests, and grants made to the Organization and shall keep records of the same and issue receipts or evidence of receipt of the same in accordance with standard and lawful practices that pertain to tax-exempt entities and as advised by the Organization's attorneys and accountants.

The Treasurer shall faithfully discharge his/her duties.

In the event that the Treasurer is unable or unwilling to serve, the President shall appoint another member to serve as acting Treasurer until he/she is able/willing to return to his/ her duties or until the next annual meeting of the Board of Directors.

The acting Treasurer shall faithfully discharge his/ her duties.

ARTICLE IX - COMMITTEES

The Board of Directors shall establish such committees as it deems prudent and necessary from time-to-time, and shall appoint members in such numbers to conduct the business of the committee. The Board shall establish the rules and policies for each committee so established. Committees may, however, pursuant

to Board resolution, retain professionals or experts to help them fulfill their responsibilities.

ARTICLE X - AMENDMENTS

The Articles of Incorporation and these By-Laws may be amended upon a resolution by the Board of Directors setting out a proposed amendment and directing that it be submitted to the members for vote, at any meeting convened upon proper notice where the proposed amendment appears as an agenda item on such notice. However, a vote of 4/5th of all the members of the Board of Directors, and not a vote of 4/5th of a quorum, is necessary to amend these By-Laws and no voting by proxy is permitted in respect of the same; and notwithstanding the aforesaid, a unanimous vote of all members of the Board of Directors, and not a unanimous vote of a quorum, is necessary to change or amend the purposes of this Organization as set forth in the Organization's By-Laws and in its Articles of Incorporation and no voting by proxy is permitted in respect of the same. Amended Articles shall be filed with the Secretary of State if required by law.

ARTICLE XI - MISCELLANEOUS PROVISIONS

Section 1. The annual accounting period of the Organization shall be the fiscal year beginning July 1 and ending June 30 of the following year.

Section 2. Every active member of the Organization shall have a right to examine, in person or by agent or attorney, at reasonable times, and at the place or places where usually kept, all books of account maintained by the Organization and all papers, documents, and records required by law to be made available to them or to the public for inspection, and to take notes and/or prepare extracts of the same. In the event that any member shall wish to make copies of the aforementioned records and documents, copies will be prepared upon reasonable written request at a reasonable charge payable in advance unless otherwise provided by law or agreed to by this Organization. In the event that the Internal Revenue Service approves tax exempt status under section 501(c)(3) for this Organization, the Organization shall make available for public inspection the following: the Organization's completed Form 1023 and all supporting documents; all correspondence between the Organization and the Internal Revenue Service concerning Form 1023, including Form 2848; the letter the Internal Revenue Service issues approving the Organization's tax exemption; all annual information returns; all Schedule A's included with Forms 990 or 990EZ or such other forms and schedules as may be required by the Internal Revenue

Service; all Schedule B's included with Forms 990 or 990-EZ or such other forms and schedules as may be required by the Internal Revenue Service, except the names and addresses of contributors/donees and other identifying information about contributors/donees; all Schedule B's included with Form 990-PF, including names, addresses, and other identifying information about contributors/donees; and, any other documents or forms required by the Internal Revenue Service or any other governmental agency to be made available for public inspection.

Section 3. Any action required by law or done or made pursuant to the Articles of Incorporation or these By-Laws, including actions which otherwise may be taken at a properly convened meeting of the Board of Directors, except a vote for removal of a member of the Board of Directors or a vote to change the purposes of the Organization, may be taken without a meeting if all members of the Board shall, by a dated writing bearing the signature of each member, consent to do so without meeting so long as said written consent specifies the action taken.

Section 4. The Organization shall not lend or give money at any time to others including members of its Board of Directors, its officers and/or employees, and/or the persons and/or the organizations and agencies it serves or with whom it has a cooperating relationship.

Section 5. No part of the net earnings of the Organization shall inure to the benefit of or be distributed to its members, officers, trustees, staff, or to others except that the Organization shall be authorized and empowered to pay reasonable compensation and/or fees for services rendered and to employees, and to make payments and distributions in furtherance of its purposes. The members of the Board of Directors shall receive no compensation for their services, but shall be reimbursed by the Organization for reasonable expenses incurred in the performance of their duties. All reimbursement requests must be in writing on Board-approved forms and no requests shall be honored without supporting documentation and/or satisfactory evidence of the costs, payments, and/or charges incurred or approved.

Section 6. The Organization may obtain and maintain general liability insurance and such other and further types of insurance as may be prudent to cover the risks and activities of the Organization, including, but not limited to insurance for the members of the Board of Directors and the officers of the Organization, commonly known as "directors and officers" insurance as well as any insurance which may pertain to the operations of the Organization, including workmen's compensation insurance.

Section 7. No stock or shares shall issue in connection with or as a result of the incorporation of the Organization.

Section 8. No substantial part of the activities of the Organization shall be or include: a) the carrying on lobbying activities, the propagation, dissemination, publication, or distribution of propaganda; or, b) attempting to influence legislation. The Organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for office.

Section 9. Upon the dissolution of the Organization, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for public purposes; in all events, the Organization's assets shall be disposed of in accordance with federal and state law.

The foregoing By-Laws of the Organization were duly adopted as the By-Laws of The Innsbrook Historical Society at the organizational meeting of the Board of Directors held on the 15th day of July, 2010.

Adopted and Approved by the Board of Directors:

Chairman of the Board