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BY-LAWS

OF

BROTHERS OF THE THIRD WHEEL, INC.

ARTICLE I. **OFFICES**

Section 1.01 Principal Office. The principal office of the Corporation shall be at Ava, Missouri, until changed by the Board of Directors.

Section 1.02 Other Offices. The Corporation may have offices at such other place or places within or without the State of Missouri as from time to time the Board of Directors may determine the activities of the Corporation may require.

ARTICLE II. **MEMBERSHIP**

Section 2.01 Membership.

(1) General Membership. Membership in the Corporation shall be open to anyone who pays the prescribed dues and meets the membership requirements as established unless their Membership has been previously revoked. Persons whose membership has been revoked may apply for reinstatement to the Directors whose decision is final.

A. Any person who has been convicted of sex crimes against children, and who is required by law to register with local law enforcement as a sex offender, will not be eligible for membership.

(2) Life Members of the Corporation. The Board of Directors may designate as Life Members of the Corporation any person who in the Directors' judgment has rendered extraordinary services in the furtherance of the Corporation's purposes or has contributed significantly to the success of the Corporation, or has met other criteria specified by the Board of Directors. Life members shall be subject to revocation of member status as provided herein.

(3) Other Categories of Members. The Board of Directors may establish categories of membership for individuals or organizations who indicate their interest in the purposes and programs of the Corporation and who pay the appropriate dues. Rights, privileges and dues of such Members shall be determined by the Board of Directors.

Section 2.02 Voting.

(1) A Member of the Corporation shall have no right to vote on any matter except at the Chapter level.

(2) Voting at the Chapter level is limited to members above the age of 16.

Section 2.03 Revocation/Suspension of Membership. The Board of Directors may revoke a membership for just cause, upon the request of another member after following the grievance procedure provided, and by a Two Thirds vote of all

members of the Board of Directors when deemed necessary. The Board of Directors may revoke a membership for just cause when all efforts to resolve the situation, incident, or charges have been exhausted at the Chapter, State/Area and Regional levels, and it is found to be in the best interest of the Chapter or the Corporation. The Chairman of the Board of Directors has the power to suspend a membership, when deemed necessary, until it can be brought before the Board of Directors.

A. Any current member who fails to identify themselves as a registered sex offender at the time of submitting his application, upon discovery by the BTW Office of this omission, will have their membership immediately terminated without recourse or compensation.

B. The Board of Directors shall have the authority to suspend the membership of any member at any time, for any reason. The length of suspension shall be determined by the Board at the time of suspension and may be for an unspecified period of time

Section 2.04 Membership Grievance Process & Resolution (1) All complaints regarding a chapter member shall first be considered on a Chapter level, and if not resolved shall be forwarded to the State Director with a full statement of the facts. Complaints will not be accepted without the name(s) of the person(s) making the accusation.

(2) If the State Director cannot resolve the complaint acceptably to the parties involved, they shall file a detailed report with the Regional Director.

(3) If the Regional Director cannot resolve the complaint acceptably to the parties involved, they will file a detailed report with the Chairman of the Board of Directors with the Regional Director's recommendations for final resolution. If the Chairman determines the complaint is valid, the complaint shall be presented to the Board of Directors and all persons involved in the complaint shall be notified.

(4) Once the complaint is forwarded to the State/Area Director or Regional Director, the individuals involved in the complaint will deal only with such party until forwarded to the next level.

(5) All allegations and complaints shall be confidential except as required by a Court or other legal requirement.

(6) If a complaint involves a Chapter Officer and cannot be resolved at the Chapter, State/Area or Regional levels, the Board of Directors shall receive a copy of the complaint and will determine if it is in the best interest of the Chapter and or Corporation for the officer to take a leave of absence until the matter can be investigated and a final determination made. If requested by the party or parties accused, but not otherwise, the Board of Directors may make an announcement to

the membership, or keep it confidential as they determine to be in the best interest of the Corporation. Otherwise, complaints involving an officer shall follow the same procedures as for any member, provided, a copy of any complaint not resolved at the Chapter level will be sent to the Regional Director.

Section 2.05 Dues. All Members (except Life Members) shall pay dues annually to the Corporation. The amount of the dues shall be fixed from time to time by the Board of Directors. Failure to pay such dues promptly after a written notice that payment is due shall result in automatic termination of membership. Life Members shall be exempt from payment of dues.

ARTICLE III. **CHAPTERS.**

Section 3.01 Any member desiring to form a new Chapter shall apply on the form approved by the Directors, available from the Chairman. All applications shall include:

- (1) the name of the person seeking such charter;**
- (2) the names of eight (8) supporting members;**
- (3) the area to be served by the chapter; and**
- (4) all other information included in the application form or otherwise requested by the Directors.**

Section 3.02 Notification of Proposed Charter. Any member proposing to form a new chapter shall notify all State/Area Directors in the state or province in which the Chapter would be located and the adjoining State/Areas of the application to form a new Chapter. Any State or Area Director objecting to the forming of the new chapter shall communicate to the Chairman the reasons for opposition.

Section 3.03 The Chairman shall determine whether to approve formation of a new chapter at their sole discretion.

Section 3.04 Election of Chapter Officers. Any new Chapter approved will hold a meeting for the purpose of electing officers within 30 days of approval. Officers shall be the same as provided for in these By-Laws. All members residing in the area to be served by the chapter will be notified of the election and be offered the opportunity to appear. Any person meeting the requirements set forth in these by laws will be eligible to seek and hold office.

Section 3.05 The Chapter's Charter shall belong to the Chapter and not the individual applicant, until the Chapter is dissolved, suspended or revoked.

Section 3.06 Suspension or Revocation of Charter. A chapter charter may be suspended by the Chairman upon a finding of conduct detrimental to the Corporation, until the Board of Directors determines if the suspension should be lifted or the Charter Revoked.

Section 3.07 By-Laws and Rules. By-Laws or the rules of a Chapter shall be subordinate to the By-Laws and rules of the corporation and in case of conflict the By-Laws and rules of the corporation shall control.

ARTICLE IV.
STATE/AREA DIRECTORS

Section 4.01 Members of the Corporation shall be represented at the State/Area levels by the State/Area Directors.

Section 4.02 Qualifications. Any Member residing within the State/Area in good standing with the Corporation and meeting such other qualification as established by the Board of Directors, is eligible to become a State/Area Director.

(1) Area for the purposes of determining eligibility of Chapter Directors shall include other states that the chapter serves. This may include neighboring states provided a mailing address for the chapter is maintained in the state in which the chapter is originally chartered.

(2) Chapter Directors, from another state, will only be allowed to vote in state matters pertaining to the state in which the chapter is chartered if they are representing their chapter. They will have no voting privilege as an individual member

Section 4.03 Election. State/Area Directors will be elected by a majority vote of the members present of the State/Area at a time, place and under conditions determined by the membership within that State/Area, and as otherwise determined by the Board of Directors.

Section 4.04 Removal or Suspension. The Board of Directors may suspend or remove a State/Area Director on complaint by a member or on their own initiative, following the procedures for grievance by a member.

Section 4.05 Interim State/Area Director. Any qualified Member may apply to the Chairman who may appoint any member in good standing and residing in a State/Area not currently served by a State/Area Director as Interim State/Area Director until: an election is held; or the Chairman or the Board of Directors remove the Interim State/Area Director or appoint a different Interim State/Area Director.

Section 4.06 Duties. State/Area Directors shall:

- (1) call and preside over all State/Area meetings;**
- (2) act as the Corporation's liaison at the State/Area level;**
- (3) forward news for publication in the Corporation's newsletter to the Chairman;
and**
- (4) shall perform such duties as are required by the State/Area By-Laws or other rules, or by the Directors.**

Section 4.07 Resignation. Any State/Area Director may resign by filing a written resignation to the Secretary of the Board of Directors. Such a notice of resignation shall specify the date on which the resignation shall be come effective. Copies shall be forwarded to all Directors, State/Area and Regional that are affected.

Section 4.08 Nothing within the State/Area By-Laws or rules shall supersede or overrule the By Laws or rules of the Corporation, and in case of conflict the Corporation's By-Laws and rules established by the Board of Directors shall govern.

Section 4.09 Members, Chapters and State/Areas shall be represented by a Regional Director, who shall be the Board of Directors.

**ARTICLE V.
BOARD OF DIRECTORS**

Section 5.01 Management, Number and Term. The property, business and affairs of the Corporation shall be controlled and managed by a Board of Directors consisting of Ten (10) persons. The directors constituting the first Board of Directors shall be those named in the Articles of Incorporation and shall hold office until the first formal selection of directors. Thereafter, directors shall be the Regional Directors elected in the manner provided herein. Notwithstanding any of the above, whenever a director's term of office expires, that director shall continue in office until a successor shall have been elected.

Section 5.02 Duties and Powers of Directors. The Board of Directors shall have the following powers and duties:

- (1) hold meetings at such times and places as it deems proper;**
- (2) appoint committees when necessary as herein provided;**
- (3) audit the books and disburse the funds of the Corporation as the need arises;**
- (4) employ agents for the Corporation;**

(5) carry into execution all other duties imposed on the directors by the Articles of Incorporation and By-Laws of the Corporation and any applicable federal or state law;

(6) accept contributions from any individual, sole proprietorship, partnership or corporation; and

(7) devise and carry into execution such other measures as it deems proper and expedient to promote the purposes of the Corporation and to best protect the interests and welfare of the Corporation.

Each Regional Directors shall be responsible for presenting to the Board of Directors any matter pertaining to the State/Area or Chapters within their Regions and shall serve as representatives of their Region in all matters brought before the Board of Directors for consideration. The Regional Director will be responsible to relay information between State/Areas and Chapters. Notwithstanding the above, any Member may refer any matter to any Director, who may refer the matter to the Board of Directors in their discretion.

Section 5.03

Regions.

There shall be ten regions as follows:

- (1) Region 1. Alaska, California, Hawaii, Idaho, Oregon, Washington, British Columbia.**
- (2) Region 2. Iowa, Kansas, Missouri, Nebraska, Oklahoma, Texas.**
- (3) Region 3. Colorado, Montana, North Dakota, South Dakota, Wyoming, Alberta, Saskatchewan.**
- (4) Region 4. Illinois, Indiana, Michigan, Minnesota, Ohio, Wisconsin, Ontario, Manitoba.**
- (5) Region 5. Arkansas, Kentucky, Louisiana, Mississippi, Tennessee.**
- (6) Region 6. Alabama, Florida, Georgia, North Carolina, South Carolina.**
- (7) Region 7. Delaware, District of Columbia, Maryland, New Jersey, Pennsylvania, Virginia, West Virginia.**
- (8) Region 8. Connecticut, Maine, Massachusetts, New Hampshire, New York, Rhode Island, Vermont, Newfoundland/Quebec/Maritime Provinces.**
- (9) Region 9. Arizona, Nevada, New Mexico, Utah.**
- (10) Region 10. All others, review pending.**

Section 5.04 Qualifications. Any member not suspended or revoked, in good standing for the most recent two (2) years, residing within the Region, and as otherwise provided by the Directors, is eligible to be elected as the Regional Director.

Section 5.05 Nominations. Nominations for Regional Director shall be made to the

State/Area Director who shall present the nominations to the Elections Committee for screening prior to being placed on the ballot

Section 5.06 Each Regional Director shall be elected by majority vote of the State Directors from within the Region at a time and place decided upon by the State Directors in the Region as provided herein, and as otherwise determined by the Board of Directors.

Section 5.07 Term. Except as provided, Regional Directors shall be elected for a term of Three (3) years from the date of their election or until a successor is qualified and elected. At the first election by State Directors, Regional Directors for Regions 1, 4, 7 and 10 will be appointed for a 1 year term, for Regions 2, 5, and 8 for a Two year term, and Regions 3, 6 and 9 for a 3 year term, so experienced Regional Directors will be in office at all times. For successive terms Regional Directors will be elected for a full 3 year term. The term of office of each newly elected director shall begin immediately after the end of the meeting at which the election is held. If a vacancy on the Board of Directors occurs between meetings, a majority of the State Directors within the Region may fill the vacancy. The director appointed to fill such vacancy shall serve the unexpired term of office and until a successor shall have been elected. Regional Directors shall be eligible for re nomination and re election as many terms as the Region desires.

Section 5.08 Resignation. Any Regional Director may resign by filing a written resignation with the Secretary of the Board of Directors. Such a notice of resignation shall specify the date on which the resignation shall become effective. Copies shall be forwarded to all Directors, State/Area and Regional.

Section 5.09 Removal of Directors. Any Director may be removed either with or without cause, at any time, by a unanimous vote of the remaining directors present at any board meeting called for that purpose, called by at least three (3) Directors on at least thirty days advance written notice. The director shall be advised of the basis for the action, if any, and shall have an opportunity to respond before the Directors vote.

Section 5.10 Vacancy. If a vacancy on the Board of Directors occurs, the State Directors may elect a qualified Member to fill the vacancy. Absent action by the State Directors, a majority of the Board of Directors may elect a Successor, who shall serve until the expiration of the term or election of a successor by the State Directors. The successor shall serve the unexpired term of office and until a successor is elected or they are removed.

Section 5.11 Quorum. Two-Thirds of the full Board of Directors shall constitute a quorum for the transaction of business. Unless otherwise provided herein, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 5.12 Place of Meetings. The Board of Directors shall specify a date, time and place of the Annual meeting. If a quorum cannot be assembled for the annual meeting, the meeting shall be adjourned until a quorum is present, but in no event later than thirty (30) days after the regularly scheduled annual meeting.

Section 5.13 Regular and Special Meetings. Regular meetings of the Board of Directors may be held as frequently and at such time and place as may be determined by resolution of the Board of Directors or by written consent of the directors. Special meetings of the Board of Directors may be held at any time upon call of the Chief Executive Officer or any two (2) or more members of the Board of Directors.

Section 5.14 Notice. Regular meetings of the Board of Directors may be held without notice and shall be open to all members. Special meetings of the Board of Directors shall be held upon four (4) days' telephone notice to each director. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice of the meeting.

Section 5.15 Waiver. Attendance of a Director at any meeting constitutes a waiver of notice except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 5.16 Meetings by Conference Telephone. Unless otherwise provided in the Articles of Incorporation or these By-Laws, members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can communicate with each other, and participate in a meeting in this manner shall constitute presence in person at the meeting.

Section 5.17 Action by Consent. Unless otherwise restricted by these By-Laws, and subject to the provisions of the Revised Statutes of Missouri, any action required or 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 thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors.

Section 5.18 Conflict. The By-Laws and rules of the corporation shall have control over any by-laws or rules of any Chapter, State/Area or Region.

ARTICLE VI **COMMITTEES**

Section 6.01 Committees. The Board of Directors shall have the authority to

establish such committees as are necessary or appropriate to promote or carry out the purposes of the Corporation. Such committees shall have and exercise the authority of the Board of Directors in the management of the Corporation to the extent provided by resolution of the Board.

Section 6.02 Election Committee.

(1) The Board of Directors shall appoint an Election Committee consisting of Three (3) Members of the Corporation in good standing for a one year term. The Board of Directors may also appoint an Alternate Member of the Committee in the event one of the other Members is unable to perform their duties. The Chairman of the Election Committee shall be appointed by the Chairman of the Board of Directors. No Member of the Election Committee shall be nominated for or elected in the election of Officers.

(2) The Election Committee shall seek nominations from each State/Area Director prior to the election of the Board Members. Any Member of the Corporation with Two (2) or more years an in good standing within their Region shall be eligible for nomination.

(3) The Election Committee shall seek nominations from each Member in good standing prior to the election of Officers. Any Member of the Corporation with Two (2) or more years and in good standing shall be eligible for nomination.

(4) The Election Committee shall not oversee State/Area elections, provided any controversy that cannot be resolved to any interested parties satisfactions shall be referred to the Election Committee, and if not resolved to the parties satisfaction shall be referred to the Board of Directors whose decision shall be final.

Section 6.03 Committee Majority. The majority of all the persons serving on any committee may fix its rules of procedure, determine its action and fix the time and place (whether within or without the State of Missouri) of its meetings and specify what notice thereof, if any, shall be given, unless the Board of Directors shall provide otherwise by resolution. Participation in a meeting of the committee may be by means of conference telephone or similar communication equipment whereby all persons participating in the meeting can communicate with each other. Actions taken at a meeting of any committee shall be reported to the Board at its next meeting. The Board of Directors, by resolution adopted by a majority of the whole Board, shall have the power to fill vacancies, to appoint one or more committee member to serve as alternate members of committees, and at anytime, to abolish any committee or remove any committee member there from, either with or without cause. Each committee shall consist of such persons as the Board of Directors shall determine.

ARTICLE VII.

OFFICERS

Section 7.01 Executive Officers. The Executive Officer of the Corporation need not be members of the Board of Directors and shall consist of a Chief Executive Officer, one or more Assistant Chief Executive Officers, a Secretary, a Treasurer, and such other subordinate officers as the Board of Directors may elect. Any two (2) or more offices may be held by the same person, except the offices of Chief Executive Officer.

Section 7.02 Election and Term. The Executive Officers initially shall be elected at the first meeting of the Board of Directors and thereafter shall be elected for a four (4) year term by the directors at the annual meeting of the Board of Directors and shall hold office until their successors are qualified and are elected. Any member of the Board of Directors may vote in an election for office for which he or she is a candidate.

Section 7.03 Removal. Any officer elected by the Board of Directors may be removed at any time by the affirmative vote of a majority of the entire Board.

Section 7.04 Vacancies. The Chief Executive Officer may appoint individuals to serve as Officers with the approval of the Board of Directors in order to fill vacancies. They will serve for the un-expired term of office he or she was appointed to fill.

ARTICLE VIII.

CHAIRMAN; DUTIES OF OFFICERS

Section 8.01 The Chief Executive Officer shall exercise general supervision over the affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors; shall represent the Corporation in the ordinary routine of its relation with outside organizations and individuals; shall make such reports and recommendations to the Corporation or to the Board of Directors concerning affairs of the Corporation that in his or her judgment are necessary; shall be authorized to incur expenses; shall appoint the Chairman of all committees which may be created and shall be an Ex Officio Member of all such committees; shall appoint any advisory committees and additional officers which he or she may deem necessary; shall sign such papers as may be required by his or her office or as instructed by the Board of Directors; shall be responsible for causing the Corporation's newsletter to be printed and distributed to all Members of the Corporation and shall perform such duties as are normally incident to that office.

Section 8.02 Assistant Chief Executive Officer shall perform such duties as shall be assigned by the Board of Directors and shall exercise such powers as may be granted by the Board of Directors. In the absence of the Chief Executive Officer, the most senior Assistant Chief Executive Officer in attendance, may perform the duties and exercise the powers of the Chief Executive Officer with the same force and

effect as if performed by the Assistant Chief Executive Officer. (as we had it before)
The Assistant Chief Executive Officer shall perform the duties of the Chief Executive Officer in the absence, resignation, or inability to act as said Officer; shall assist the Chief Executive Officer in the daily operation of the office; shall be in charge of ordering inventory and filling of orders for all Corporation related merchandise; shall process all membership applications and maintain a current membership list; shall assist the Chief Executive Officer in the publication of the Corporation newsletter and shall perform such duties as are normally incident to that office.

Section 8.03 Secretary. The Secretary shall attend all meetings of the Board of Directors and shall record all votes and the minutes of all proceedings in a minute book to be kept for that purpose. The Secretary shall keep in safe custody the seal of the Corporation, and when authorized by the Board of Directors or the Chief Executive Officer or the Assistant Chief Executive Officer, the Secretary shall affix the seal to any instrument requiring the seal. The Secretary shall maintain a current roster of the Board and contributors. The Board of Directors, at any meeting, may designate any of their number to act as temporary secretary in the absence of the Secretary.

Section 8.04 Treasurer. The Treasurer shall attend all meetings of the Board of Directors and shall receive all monies of the Corporation and deposit or invest them as directed by the Board of Directors or the Chief Executive Officer, prepare and issue checks as directed and authorized by the Board of Directors, maintain records on each of all contributors and their contributions, provide the Board of Directors and the Chief Executive Officer a list of contributions, present a financial statement of current position at each annual meeting and each regular meeting of directors, and perform such other duties as may be prescribed from time to time by the Board of Directors or the Chief Executive Officer, under whose supervision the Treasurer shall be.

Section 8.05 Subordinate Officers. The Board of Directors may elect such subordinate officers as it may deem desirable. Each such officer shall hold office for such period not exceeding one (1) year and shall have such authority and perform such duties as the Board of Directors may prescribe.

Section 8.06 Other Employees and Agents. The Board of Directors may engage the services of such other employees or independent agents as may from time to time be deemed necessary or advisable for the purposes of the Corporation and pay such persons or entities for their services at the customary rates therefor.

ARTICLE IX.
COMPENSATION OF DIRECTORS, OFFICERS AND COMMITTEE MEMBERS

Officers, directors, or committee members may receive any salary or compensation for services rendered to the Corporation as approved by the Board of Directors.

ARTICLE X.

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 10.01 Contracts. The Board of Directors 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 10.02 Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such 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 of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chief Executive Officer or the Assistant Chief Executive Officer of the Corporation.

Section 10.03 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 of Directors may select.

Section 10.04 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the Corporation.

ARTICLE XI.

FISCAL YEAR

The fiscal year of the Corporation shall be selected by the Board of Directors.

ARTICLE XII.

SEAL

The seal of the Corporation shall be in circular form and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal" and "Missouri." The Board of Directors may, by resolution, change the form of the corporate seal.

ARTICLE XIII.

PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised, shall govern the conduct of business in this Corporation except where otherwise specifically provided in these By-Laws.

ARTICLE XIV.

INDEMNIFICATION OF DIRECTORS AND OFFICERS AGAINST LIABILITIES AND EXPENSES AND ACTIONS

Section 14.01 General: The Corporation shall indemnify any Director, or officer, who was or is a party, or is threatened to be made a party to any threatened, pending or pleaded 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 is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fee, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he 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 no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, whereon 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 manner in which he 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 conduct was unlawful.

Section 14.02 Negligence or Misconduct: The Corporation shall indemnify any director or officer who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure judgment in its favor by reason of the fact that he is or was a Director, or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fee, actually and reasonably incurred by him in connection with the event or settlement of the action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless, and only to the extent, that the Court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses for which the Court shall deem proper.

Section 14.03 Expenses: To the extent that a Director or officer of the Corporation

has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1. and 2. of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including, attorney's fee, actually and reasonably incurred by them in connection with the action, suit, or proceeding.

Section 14.04Determination by Board of Directors: Any indemnification under Sections Section 14.01 and Section 14.02. of this Article, unless ordered by a Court, shall be made by the Corporation only as authorized in the specific case upon the determination that indemnification of the Director, officer, or office personnel employee is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article. The determination shall be made by the Board of Directors by a majority vote, a quorum consisting of Directors who are not parties to the action, suit or proceeding, or if such a quorum is not attainable, or even if attainable, a quorum of disinterested Directors so directs by independent legal counsel in a written opinion or by the members.

Section 14.05 Advance Payment: Expenses incurred in defending a civil or criminal action, suit or proceeding, may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case, on receipt of an undertaking by or on behalf of the Director or officer to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Section.

Section 14.06 Exclusivity and Benefit: The indemnification provided by this Section shall not be deemed exclusive of any rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or disinterested Directors or otherwise, both as to action in his official capacity and to action in another capacity of holding such office, and shall continue as to a person who has ceased to be a Director or officer and to the benefit of the heirs, executors and administrators of such person.

Section 14.07 Insurance: The Corporation may purchase and obtain insurance on behalf of any person who is or was a Director or officer or is or was serving the request of the Corporation as a Director or officer of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify them against such liability under the provisions of this Section.

ARTICLE XV. **AMENDMENT**

The By-Laws of the Corporation may be amended or repealed, and new By-Laws may be adopted, by a vote of a majority of the Board of Directors at any annual

meeting of the Board without notice, or at any special meeting of the Board with notice, setting forth the terms of the proposed By-Laws, amendment, or repeal.

Adopted effective on: March 16, 2004.

James Sickler, Chief Executive Officer

(SEAL)

ATTEST:

Marilyn Sickler, Secretary
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March 17, 2004

Notations of Amendments

September 21, 2005 Article II, Section 2.01 amended by vote of the Board of Directors

September 21, 2005 Article II, Section 2.03 amended by vote of the Board of Directors

August 17, 2007 Article IV, Section 4.02 amended by vote of the Board of Directors

December 2, 2008 Article IV, Section 4.02 amended to add Paragraphs 1 & 2 by vote of the Board of Directors

February 07, 2010 Article II, Section 2.02 amended by vote of the Board of Directors

February 19, 2010 Article II, Section 203 amended by the Board of Directors

February 21, 2010 Corrections made to ambiguous wording dealing with gender of members.