

**BYLAWS**  
**OF**  
**HERITAGE LEAGUE OF GREATER KANSAS CITY**

A Missouri Nonprofit Corporation

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**ARTICLE I**  
**OFFICES**

Section 1.1. Registered Office and Registered Agent. The initial registered office and the initial registered agent of the Corporation in the State of Missouri shall be as provided in the Articles of Incorporation. The location of any subsequent registered office and the name of any subsequent registered agent of the Corporation in the State of Missouri shall be such as shall be determined from time to time by the Board of Directors and on file in the appropriate office of the State of Missouri pursuant to applicable provisions of law.

Section 1.2. Corporate Offices. The Corporation may have such corporate offices anywhere within or without the State of Missouri as the Board of Directors from time to time may determine or the business of the Corporation may require. The “principal place of business” or “principal business” or “executive” office or offices of the Corporation may be fixed and so designated from time to time by the Board of Directors but the location or residence of the Corporation in Missouri shall be deemed for all purposes to be in the county in Missouri in which its registered office is maintained. Until such time as it shall be changed by designation of the Board of Directors, the principal business office of the Corporation shall be located at The Archives of The Jackson County Historical Society; 112 W. Lexington Avenue, Suite 103 Independence, MO 64050.

**ARTICLE II**  
**MEMBERS**

Section 2.1. Membership in the Corporation shall be open to both organizations and individuals. The Corporation shall have two member classifications: Organization and Associate Individual.

Section 2.2. Annual member dues shall be determined and assessed by the Board of Directors and recorded in its minutes. Membership dues shall be due and payable each year for the period beginning on the 1<sup>st</sup> day of January. Dues not paid in full within 90 days after beginning of such period shall be considered delinquent and the member deemed not to be in good standing.

Section 2.3. Only members in good standing may participate in the activities and affairs of the corporation that are limited to or reserved for the members of the Corporation.

Section 2.4. An Organization member shall designate an individual to represent it regarding the activities and affairs of the Corporation.

Section 2.5. While from time to time the members may be asked to advise the Board, the Board shall have the sole responsibility for the governance of and the affairs of the Corporation.

Section 2.6. There will be at least two (2) general meetings of all members per year, as scheduled by the Board of Directors.

### ARTICLE III BOARD OF DIRECTORS

Section 3.1. General Powers. The Corporation shall be controlled and managed by a Board of Directors. All corporate powers of the Corporation shall be vested in and exercised by the Board of Directors (sometimes collectively referred to as the “Board” and individually referred to as a “Director”). The Board of Directors shall be self-perpetuating. Any ambiguity in these Bylaws, the Articles of Incorporation, or law shall be construed so as to facilitate the continuity of the Corporation’s Board of Directors and not leave the Corporation without any Directors.

Section 3.2. Number. The initial number of Directors to constitute the Board shall be fifteen (15). The Board of Directors, by resolution adopted by majority of the full Board, may increase or decrease the number of Directors, except that the total number of Directors shall not be less than twelve (12) persons nor more than twenty (20) persons;

Section 3.3. Selection of Elected Directors. The Elected Directors shall be elected by the Board of Directors at its Annual Meeting each year. Thirty (30) days prior to the Annual Meeting of the Board, the Nominating Committee shall submit a slate of Elected Directors for approval by the Board of Directors, to be voted on at the Annual Meeting of the Board.

Section 3.4. Term. Each Director shall serve for a maximum of two (2) consecutive three (3) year terms, plus any initial partial term. Terms will be staggered so one-third (1/3) of the Directors’ terms expires each year.

Section 3.5. Resignation. Any Director may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the time specified in the resignation, or, if the time is not specified in the resignation, then upon receipt of the resignation. The acceptance of such resignation shall not be necessary to make it effective.

Section 3.6. Removal. Any Director may be removed as provided by Chapter 355, R.S.Mo., the Missouri Nonprofit Corporation Act.

Section 3.7. Vacancies. In the event of the death, resignation or removal of a Director, a replacement Director for the remainder of such Director’s term shall be elected by the Board of Directors at the next meeting of the Board.

Section 3.8. Member Eligibility to be Director.

(a) All Directors shall be natural persons and shall be either an Associate Individual member of the Corporation in good standing or a duly designated representative of an Organization member of the Corporation in good standing. Directors elected to the Board as a duly designated representative of an Organization member shall serve in an individual and not in a representative capacity.

(b) In the event a person originally elected as a Director that represents an Organization member ceases to represent such Organization member or in the event such Organization member ceases to be a member in good standing, then in those events such Director shall forfeit his or her directorship and the position shall be declared vacant by the Board. However, such person may retain his or her directorship position if such person within thirty days of such forfeiting event thereupon becomes an Associate Individual member in good standing.

Section 3.9. Staff Members on Board. Nothing in these Bylaws shall prohibit any member of the Board of Directors also being a paid staff member for the Corporation. However, during the period that any person is serving on the Board of Directors and is also a paid staff member of the Corporation, such person shall be only an ex officio member of the Board and shall not have the power to vote on any matters coming before the Board for approval.

Section 3.10. Annual Meeting. The annual meeting of the Board of Directors for the appointment of Directors and officers and the transaction of such other business as may come before the meeting, shall be held without notice in the month of November of each year, and a time and place as the Board of Directors may determine by resolution. The annual meeting shall be held at such location as the Board of Directors may determine by resolution.

Section 3.11. Regular Meetings. Regular meetings of the Board of Directors shall be held at least six (6) times per year at such time and place as the Board of Directors may designate from time to time. Any business may be transacted at a regular meeting.

Section 3.12. Meetings. Special meetings of the Board of Directors may be called by the President or by any two or more of the other Directors. Notice of such special meeting shall be given to each Director in any one of the following ways:

(a) Written notice properly addressed to each Director's business or residence address as indicated in the records of the Corporation, deposited in the United States mail, postage prepaid at least seven (7) days in advance of such meeting. It is the personal responsibility of each Director to keep his or her address current for purposes of the Corporation's records.

(b) In person or by telegram, cablegram, electronic or facsimile transmission sent to each Director's business or residence address as it appears in the records of the Corporation at least two (2) days in advance of such meeting.

Any such notice shall state the purpose or purposes of the special meeting and only matters so noticed may be acted upon at the special meeting. The notice of such special meeting may be given by the President of the Corporation, or by the Directors who have caused such special meeting to be called. Such special meetings shall be held within the greater Kansas City area and at such time and place as indicated in the notice or waiver of notice thereof; provided however, if no designation is made, the place of the special meeting shall be the principal business office of the Corporation.

Section 3.13. Waiver of Notice. Whenever any notice is required to be given to any Director under the provisions of these Bylaws, or of the Articles of Incorporation or of any law, a waiver thereof in writing signed by such Director, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a Director at any meeting waives any notice requirement of the meeting, unless the Director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity of these Bylaws or the Missouri Nonprofit Corporation Act, objects to the lack of notice and does not vote for or assent to the objected meeting or matter.

Section 3.14. Participation in Meetings Electronically. Members of the Board of Directors may participate in any meeting of the Board of Directors by means of telephone conference or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 3.15 Quorum. At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum, but a smaller number may adjourn from time to time without further notice until a quorum is present.

Section 3.16. Vote Required for Director Action/No Proxy. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a majority vote of the full Board of Directors is required by these Bylaws. No vote by proxy of a Director may be counted.

Section 3.17. Action by Consent of Directors. Any action which is required to be or may be taken at a meeting of the Board of Directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the Directors. The consents shall have the same force and effect as a unanimous vote at a meeting held, and may be stated as such in any certificate or document filed under the Missouri Nonprofit Corporation Act. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors.

Section 3.18. Committees. The Board of Directors by resolution adopted by a majority of the full Board of Directors may designate two or more Directors to constitute a committee. Each such committee, to the extent of the authority provided in such resolution, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation with respect to the usual and ordinary decisions in the conduct of the business of the Corporation. Unless the Board of Directors otherwise provides, each such committee may make, alter and repeal rules for the conduct of its business, provided however, each committee shall conduct its

business in the same manner as the Board of Directors conducts its business pursuant to this Article III of these Bylaws. Each committee shall keep records of its proceedings and shall report the same to the Board of Directors at its next regular meeting. Vacancies in a committee shall be filled by the Board of Directors. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or such member by the Missouri Nonprofit Corporation Act.

Section 3.19. Restrictions on Committees. Notwithstanding any other provision herein, a Committee of the Board shall not: (1) authorize distributions to Directors, officers, agents or employees except in exchange for value received; (2) approve a merger or a sale, pledge or transfer of all or substantially all of the Corporation's assets; (3) unless otherwise stated in these Bylaws, elect, appoint or remove Directors or fill vacancies on the Board or any committees; or (4) adopt, amend or repeal the Articles of Incorporation or these Bylaws.

#### ARTICLE IV OFFICERS

Section 4.1. Officers. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer.

Section 4.2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors. The same office may not be held by the same person for more than four (4) consecutive terms. Vacancies in such offices may be filled at any meeting of the Board of Directors. Each officer shall hold office until such officer's successor has been duly elected by the Board of Directors, until such officer's death, until such officer resigns or until such officer has been removed in the manner hereinafter provided.

Section 4.3. President. The President shall preside at all meetings of the Board of Directors. The President may sign and execute, in the name of the Corporation, all authorized contracts, contractual obligations or other instruments, except in cases in which the signing and execution thereof shall have been expressly delegated to some other officer or agent of the Corporation, and shall have such additional powers and duties as may be prescribed by the Board of Directors.

Section 4.4. Vice President. The Vice President shall preside at all meetings of the Board of Directors in the absence of the President, and shall have the authority to exercise all the rights and duties of the President when the President is unavailable or otherwise incapable of carrying out such duties. The Vice President shall have such additional powers and duties as may be prescribed by the Board of Directors.

Section 4.5. Secretary. The Secretary shall record the proceedings of the meetings of the Board of Directors in books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; shall be custodian of the records and of the corporate seal, if any, of the Corporation; and, in general,

shall perform all duties incident to the office of a Secretary of a corporation, and such other duties as, from time to time, may be assigned by the Board of Directors.

Section 4.6. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit or cause to be deposited, in the name of the Corporation, all moneys or other valuable effects in such banks, trust companies or other depositories as shall, from time to time, be selected by the Board of Directors; shall render to the President and to the Board of Directors, whenever requested, an account of the financial condition of the Corporation; and, in general, shall perform all duties incident to the office of a Treasurer of a corporation, and such other duties as, from time to time, may be assigned by the Board of Directors.

Section 4.7. Removal. Any officer may be removed with or without cause by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.8. Resignation. Any officer of the Corporation may resign at any time by giving written notice to the Board of Directors or to the President. Any such resignation shall take effect at the time specified therein or, if the time is not specified therein, then upon the receipt of the notice. The acceptance of such resignation shall not be necessary to make it effective. Such resignation shall be without prejudice to the contract rights, if any, of the Corporation.

Section 4.9. Vacancies. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 4.10. Absence or Disability. In case of the absence or disability of any officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the Board may delegate the power or duties of the absent or disabled officer to any other officer or to any Director or to any other agent or employee of the Corporation for such period of time as the Board may deem appropriate.

## ARTICLE V CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 5.1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 5.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5.3. Checks, Drafts, etc. All checks, drafts or other 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 in such manner as shall from time to time be determined by resolution of the Board of Directors. If no designation is made and unless and until the Board of Directors otherwise provides, each of the President and the Treasurer shall individually have the power to sign all such instruments which are executed or made in the ordinary course of the Corporation's activities.

Section 5.4. Deposits. All funds of the Corporation not otherwise employed 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.

## ARTICLE VI INDEMNIFICATION

Section 6.1. Indemnification of Directors. The Corporation shall provide to its Directors such indemnification as it is required to provide pursuant to the provisions of Section 355.471 of the Missouri Nonprofit Corporation Act (or corresponding provisions of any subsequent state corporation law).

Section 6.2. Additional Indemnification. Any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise shall be indemnified to the maximum extent permitted by Section 355.476 of the Missouri Nonprofit Corporation Act (or corresponding provisions of any subsequent state corporation law). Expenses incurred by such person in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined that such person is not entitled to be indemnified by the Corporation as authorized by the Missouri Nonprofit Corporation Act. The foregoing right of indemnification and advancement of expenses shall in no way be exclusive of any other rights of indemnification and advancement of expenses to which any such person may be entitled by bylaw, agreement, vote of disinterested Directors or otherwise.

Section 6.3. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Missouri Nonprofit Corporation Act.

Section 6.4. Intent of Indemnification. The provisions of this Article are intended to facilitate the Corporation's ability to attract and retrain qualified individuals to serve as its Directors and officers and at its request as directors and officers or in other capacities for other

corporations or enterprises by providing and maximizing the amount of indemnification that the Corporation is permitted to provide to such persons by the Missouri Nonprofit Corporation Act, and such provisions shall be construed accordingly. Except as otherwise provided in Section 6.5 of this Article, the provisions of this Article do not limit the Corporation's power to pay or reimburse expenses incurred by a Director or officer of the Corporation in connection with appearing as a witness in a proceeding at a time when the Director or officer has not been made a named defendant or respondent to the proceeding.

Section 6.5. Limitations on Indemnification. Notwithstanding the foregoing provisions of this Article, no indemnification shall be made pursuant to this Article to a person who is a disqualified person or a foundation manager of the Corporation if such indemnification would constitute an excess benefit transaction or an act of self-dealing under Sections 4958 or 4941 of the Internal Revenue Code, respectively. (For purposes of this Section 6.5, the terms "disqualified person" and "foundation manager" shall have the meanings ascribed to them in Sections 4958 and 4946 of the Internal Revenue Code, respectively.) Similarly, no insurance shall be purchased or maintained, pursuant to this Article or otherwise, for the benefit of a person who is a disqualified person or a foundation manager of the Corporation if such purchase or maintenance would constitute such an excess benefit transaction or act of self-dealing.

## ARTICLE VII MATTERS RELATING TO CHARITABLE PURPOSE

Section 7.1. General Charitable Purposes. The Corporation shall at all times be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and as a public charity under Section 509(a)(1) of the Internal Revenue Code.

Section 7.2. Status as Tax Exempt Organization. It is expressly intended that (1) the Corporation shall be exempt from federal income tax and (2) any gift to this Corporation (including distributions from a decedent's estate or from any trust) shall qualify for a charitable deduction under the applicable provisions of the Internal Revenue Code. Any questions applicable to the Corporation shall be resolved accordingly. No powers or discretion of the Board of Directors or any officer shall be exercised or exercisable except in a manner consistent with this intent.

## ARTICLE VIII MISCELLANEOUS

Section 8.1. Corporate Seal. A corporate seal shall not be required. If the Board of Directors determines that a Corporate Seal is appropriate and/or necessary, the corporate seal shall have inscribed thereon the name of the Corporation and shall be in such form as may be approved from time to time by the Board of Directors. Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. If deemed advisable by the Board of Directors, a duplicate seal or duplicate seals may be provided and kept for the necessary purposes of the Corporation.



Section 8.2. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year unless otherwise determined by resolution of the Board of Directors.

Section 8.3. Books and Records. The Corporation shall keep at its principal place of business or registered office in the State of Missouri, original or duplicate books which shall include: (1) the Corporation's Articles or Restated Articles and all amendments to them currently in effect; (2) the Corporation's Bylaws or Restated Bylaws and all amendments to them currently in effect; (3) a list of the names and business or home addresses of its current Directors and officers; (4) its most recent annual report delivered to the Missouri Secretary of State; (5) appropriate financial statements of all income and expenses; and (6) minutes of proceedings of its Board of Directors and from time to time such other or additional records, statements, lists and information as may be required by law.

Section 8.4. Interested Transactions. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or her, or their votes are counted for such purpose, if: (1) in advance, the material facts as to his or her, or their relationship or interest as to the contract or transaction are disclosed or are known to the Board of Directors or the committee; and (2) the Board or committee in good faith reasonably believes the contract or transaction is not unfair to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

Section 8.5. Loans to Directors and Officers Prohibited. The Corporation shall not loan money to any Director or officer of the Corporation.

#### ARTICLE IX AMENDMENTS

The Board of Directors, by resolution adopted by a majority of the full Board, may adopt, amend or repeal the Bylaws of the Corporation at any time and in any manner that is not otherwise inconsistent with the requirements of the Missouri Nonprofit Corporation Act or the Internal Revenue Code, consistent with the intent to maintain a qualified charitable organization as stated in Article VII of these Bylaws.

#### CERTIFICATION

The above and foregoing is a true and correct copy of the Bylaws of The Heritage League of Greater Kansas City, effective as of December 10, 2008.

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Mindi Love, President  
Name / Title