

BYLAWS OF Springfield Devs, a Missouri Nonprofit Corporation

Article 1 NAME and LOCATION

The name of the corporation is Springfield Devs, a nonprofit corporation organized under the laws of the State of Missouri (hereinafter referred to as the “Corporation”). The principal office of the Corporation shall be located at such place as the Directors may designate from time to time.

Article 2 MISSION STATEMENT

The purposes of the Corporation shall be those set forth in the Articles of Incorporation (the “Articles”), as may be amended from time to time.

Article 3 MEMBERSHIP

3.1. *Membership in the Corporation.* Any individual or entity shall become a member of the Corporation upon submitting an application for membership, meeting the requirements for membership as set forth by the Board, and receiving the approval of a majority of the Directors present at a duly called meeting of the Board of Directors. Membership in the Corporation is nontransferable or assignable. Any member may resign by delivering a written resignation to the Secretary. Such resignation shall take effect upon the date of the receipt of the written resignation by the Secretary or the date specified in the resignation, whichever is later. A member’s resignation shall not entitle the member to a refund of any membership dues or fees. Membership in the Corporation shall automatically terminate upon one of the following events: (a) an individual member’s death; (b) the failure of a member to pay any required membership due or fee within ninety (90) days of the date set by the Board of Directors; and (c) the affirmative vote of two-thirds of the Board of Directors to terminate a member’s membership in the Corporation. The Board of Directors may establish different classes of Membership with varying fees and rights.

3.2. *Dues.* The Board may establish a schedule of dues as it deems appropriate.

3.3. *Place and Frequency of Meetings.* Meetings of the Members shall be held at least once each year and all meetings shall be held at such place and at such date and time as the Board may determine. The Board or, in the case of a special meeting called pursuant to Section 3.5 hereof, the person or entity giving notice of the meeting shall provide facilities for any Member to participate in the meeting by telephone conference.

3.4. *Annual Meetings.* The first annual meeting of the Corporation will be held prior to December 31. Each subsequent annual meeting of the Members will be held in the last

calendar quarter of the calendar year at such time and place as set by the Board. At the annual meeting of the Members, there shall be a presentation of the budget for the upcoming calendar year and the transaction of such other business of the Corporation as may properly come before the meeting.

3.5. *Special Meetings.* Special meetings of the Members may only be called (i) by the President of the Corporation, (ii) by a majority of the Directors. No business shall be conducted at any special meeting unless it shall be within the purpose or purposes described in the meeting notice.

3.6. *Notice of Meetings.* Notice of annual and special meetings shall be in writing delivered to the Members stating the place, date and time of the meeting and shall be given no more than sixty (60) days and no less than ten (10) days before the meeting date. If the notice is hand delivered to a Member or delivered by email, the notice shall be deemed delivered on the date sent or delivered by hand, and if the notice is given by mail, it shall be by First Class or Registered Mail, and shall be effective on the third business day after the date it is deposited in the mail. In the event that there is more than one Member residing at an address, the notice may be addressed to all of the Members at that address and need not be given separately to each Member. In the event any meeting shall be adjourned to a different date, time or place, no new notice need be given of the new date, time or place if it is announced at the meeting before adjournment. Notice of a meeting shall contain a description of any matter or matters which must be approved by the Members under Sections 355.416, 355.476, 355.561, 355.596, 355.631, 355.656, 355.666, and 355.671 RSMo.

3.7. *Record Date.* The Board may fix a future date as the record date for determining the Members entitled to notice of a meeting of the Members and for determining the Members entitled to vote at a Members' meeting and for determining the Members entitled to exercise any rights with respect of any other lawful action.

3.8. *Quorum.* A quorum is deemed to be present throughout any meeting of the Members if persons entitled to cast thirty four percent (34%) of the total votes of the Corporation are present, in person or by proxy, at the beginning of the meeting.

3.9. *Voting Rights.* Each Member shall have one vote.

3.10. *Majority Vote Wins.* Unless otherwise required by the law of the State of Missouri, if a quorum is present at a meeting of the Members, the affirmative vote of the majority of the votes represented and voted and also constituting a majority of the required quorum, constitutes approval and is the act of the Members.

3.11. *Cumulative Voting.* There shall not be cumulative voting for any purpose.

3.12. *Proxy Voting.* No voting by proxy is allowed.

3.13. *Voting Requirements.* A Member shall be deemed to be in good standing and entitled to vote at any annual or special meeting of the Corporation if and only if such Member

shall have fully paid all dues and other assessments charged against the Member, if any, at least three (3) days prior to the date fixed for such annual or special meeting.

3.14. *Conduct of Meetings.* The President, or an alternate designated by the Board, shall preside over all meetings of the Corporation and the Secretary shall keep the minutes of each meeting and shall record all transactions occurring and all resolutions adopted at the meeting.

3.15. *Action Without Meeting.* Any action which may be taken at a meeting of the Members may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by Members holding at least eighty percent (80%) of the voting power with respect to the subject matter thereof.

Article 4 BOARD OF DIRECTORS

4.1. *Number of Directors.* The number of Directors shall be at least three (3) but no more than seven (7). Within the specified limits, the number of Directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Entire Board and no decrease shall shorten the term of any director then in office. As used in these Bylaws, the term "Entire Board" shall mean the total number of directors then entitled to vote.

4.2. *Election and Term.* The initial Directors shall be the persons named in the Consent of Incorporator and shall serve the terms set forth therein. Thereafter, to become a Director, a person shall be nominated by a Director and elected by a majority of the Board. Directors shall hold office for a term of three (3) years and each shall serve for such term or until the election and qualification of a successor, or until such director's death, resignation, or removal. Directors may be elected to any number of consecutive terms. All Directors shall be natural persons who are at least 18 years old.

4.3. *Newly Created Directorships and Vacancies.* Newly created directorships resulting from an increase in the authorized number of Directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a Director, may be filled at any meeting of the Board by the vote of the majority of the Directors then in office, although less than a quorum, or by a sole remaining Director. Each Director so elected shall serve for three (3) years.

4.4. *Powers and Duties of the Board.*

(a) In General The Board shall have all of those powers to act upon the behalf of the Corporation that an executive board may have as provided in the Missouri Nonprofit Corporation Act, Chapter 355 RSMo.

(b) Specific Powers and Duties Without limiting the generality of the powers and duties as set forth in Section 1 of this Article, the Board will have the following powers and

duties in each case subject only to applicable requirements of the Articles and the Missouri Nonprofit Corporation Act:

- (i) To fix, determine, levy, and collect the annual membership dues, if any, to be paid by the Members towards the expenses properly incurred by the Corporation, and to adjust, decrease, or increase the amount of the dues, if any;
- (ii) To borrow funds in such amounts as are necessary from time to time to meet the reasonable needs and requirements of the Corporation. The Board may borrow the funds and authorize their appropriate officers to execute the appropriate documents;
- (iii) To enter into contracts within the scope of their duties and powers;
- (iv) To establish a bank account for the operating account of the Corporation and for all separate funds as required or deemed advisable by the Board;
- (v) To cause to be kept and maintained full and accurate books and records showing all of the receipts, expenses and disbursements and to permit examination thereof by Members during convenient weekday business hours;
- (vi) To prepare a budget before the close of each calendar year; and
- (vii) In general, to carry on the administration of the Corporation and to do all those things necessary and responsible to carry out the purposes of the Corporation, all in accordance with the Articles.

4.5. Compensation. No Director shall receive compensation for any services rendered to the Corporation. However, any Director may be reimbursed for actual expenses incurred in the performance of his or her duties as a Director.

Article 5 MEETINGS OF THE BOARD

5.1. Regular Meetings. Regular meetings of the Board shall be held at such regular times as set by the Directors, at such place and hour as may be fixed from time to time by resolution of the Directors, but such meetings shall be held no less frequently than once each calendar year. In the event there shall be only one (1) regular meeting, it shall be the meeting held in the last quarter of the calendar year at which the Directors adopt a budget. The Board shall provide facilities for any Director to participate in the meeting by telephone conference.

5.2. Special Meetings. Special meetings of the Board will be held when called by the President of the Corporation or by any two (2) Directors, upon at least two (2) days prior notice to each Director. The notice will specify the date, time, place and purpose of the meeting, and shall designate facilities for any Director to participate in the meeting by telephone conference.

5.3. *Waiver of Notice of Meeting.*

(a) A Director may at any time waive any notice of any meeting of the Board. Unless the waiver be by attendance at the meeting, the waiver must be in writing, signed by the Director entitled to the notice and filed with the minutes or records of the Corporation. A Director also waives notice of a meeting by participation at the meeting unless the Director, upon arriving at the meeting or prior to a vote on the matter not contained in the notice, objects to the lack of notice and does not vote in favor of the objected action.

(b) Any action the Board is entitled to take may be taken without a meeting if all the Directors assent to the action. Such assent must be evidenced by one or more written consents describing the action taken and signed by each Director, included in the minutes and filed with the corporate records. Action taken without a meeting as provided herein shall be effective when the last Director signs the consent, unless the consent specifies a different effective date. Actions taken by written consent as described herein have the effect of a meeting vote and may be described as such in any document.

5.4. *Quorum.* A quorum is present throughout any meeting of the Board if Directors entitled to cast fifty percent (50%) of the votes on the Board are present at the beginning of the meeting.

5.5. *Required Vote.* When a quorum is present at a meeting of the Board, a motion or other action shall be deemed adopted by the Board if the affirmative vote of a majority of the Directors present is received in favor of the matter.

**Article 6
OFFICERS AND THEIR DUTIES**

6.1. *Enumeration of Officers.* There shall be a President, a Treasurer and a Secretary of the Corporation and there may be other officers as the Board may from time to time create by resolution.

6.2. *Election of Officers and Term.* The officers of the Corporation shall be elected annually by a majority vote of the Board at the annual meeting of the Board, and each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. Except as may otherwise be provided in the resolution of the Board choosing an officer, no officer need be a director. All officers shall be subject to the supervision and direction of the Board.

6.3. *Resignation and Removal.* Any officer may be removed from office with or without cause by the Board. Any officer who resigns shall give written notice to the Board, the President, or the Secretary. Resignations will take effect on the date of receipt of notice thereof or at any later time specified in the notice and, if not otherwise specified in the notice, the acceptance of the resignation will not be necessary to make it effective.

6.4. *Vacancies.* A vacancy in an office may be filled by appointment by the Board. A person appointed to an office to fill a vacancy will serve for the remainder of the term of the office vacated.

6.5. *Multiple Offices.* Any two or more offices may be held by the same person except that the offices of the President and Secretary may not be held by the same person.

6.6. *Duties.* The duties of the officers are as follows:

(a) President. The President will preside at all meetings of the Corporation and the Board; see that orders and resolutions of the Board are carried out; sign all leases, mortgages, deeds and other written instruments; co-sign all promissory notes; and exercise and discharge such other duties as may be required of the President by the Board.

(b) Vice President. The Vice President will act in the place and stead of the President in the event of the President's absence, inability or refusal to act, and will exercise and discharge such other duties as may be required by the Board.

(c) Secretary. The Secretary will record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Members; keep appropriate current records listing the Members together with their addresses; and perform such other duties as required by the Board. The Secretary shall also perform the duties of the Treasurer in the event that a Treasurer is not elected.

(d) Treasurer. The Treasurer will receive and deposit in appropriate bank accounts all monies of the Corporation and will disburse such funds as directed by resolution of the Board; sign all checks of the Corporation unless the Board specifically directs otherwise; keep proper books of account; and, at the direction of the Board, prepare an annual budget and a statement of income and expenditures to be presented to the Members at their regular annual meeting, and deliver or make copies available to each of the Members.

Article 7 INDEMNIFICATION

7.1. *Scope of Indemnification.* To the extent permitted by law and consistent with the Articles, the Corporation will indemnify every Director, every officer, employee and agent of the Corporation and every person who serves at the request of the Corporation as a director, officer, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust or other enterprise or employee benefit plan, against liability asserted against or incurred by that person in such capacity or arising out of that person's capacity as such. The indemnification permitted under this Article will not extend, in any event, to any act or omission occurring before the date of incorporation of the Corporation.

7.2. *Does Not Exclude Other Rights.* The foregoing rights will not be exclusive of other rights to which a Member, Director, officer, or other person may be entitled.

7.3. Treated as Common Expense. All liability, loss, damage, cost, and expense arising out of or in connection with the foregoing indemnification provisions will be treated and handled by the Corporation as an expense of the Corporation.

7.4. Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors and officers pursuant to Section 7.1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 7.1 above.

Article 8 BUDGET

8.1. Fiscal Year; Budget. The fiscal year of the Corporation shall consist of a 12-month period commencing on January 1 of each year and terminating on December 31 of the same year, except that the first fiscal year of the Corporation shall begin on the date of organization and terminate on December 31 of that year. The fiscal year herein established shall be subject to change by the Board. Each year the Board shall adopt a budget for the Corporation in accordance with the provisions of the Declaration.

Article 9 NONPROFIT CORPORATION

9.1. No Distribution of Profits. The Corporation is not organized for profit. No Members, Director or person from whom the Corporation may receive any property or funds will receive or will be lawfully entitled to receive any pecuniary profit from the operations of the Corporation, and in no event will any part of the funds or assets of the Corporation be paid as a dividend or be distributed to, or inure to the benefit of, any Member or Director. Upon the Corporation's dissolution, and (1) following the discharge of or making provision for the discharge of the Corporation's liabilities and obligations, and (2) the returning, transferring or conveying of assets held by the Corporation on a condition requiring such return, transfer or conveyance upon the Corporation's dissolution, the Corporation shall dispose of its remaining assets in the manner set forth in the Articles.

9.2. No Seal. The Corporation shall have and use no seal.

9.3. Conflict of Interest Policy. The Board may adopt a Conflict of Interest Policy, which defines the conflicts of interest and sets out the conflict of interest policies applicable to the Corporation. Directors, committee members, officers, employees, and agents shall be subject to such Conflict of Interest Policy.

Article 10 AMENDMENTS

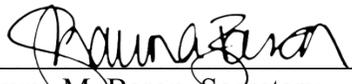
These Bylaws may be altered, amended, or repealed by the affirmative vote of the majority of the Entire Board present at any meeting of the Board at which a quorum is present, except a two-thirds vote of the Entire Board shall be required for any amendment to add or

remove a provision of these Bylaws requiring a greater proportion of Directors to constitute quorum or a greater proportion of Director's votes necessary for the transaction of business. Such action is authorized only by unanimous written consent of the Directors or at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein. Notwithstanding the foregoing, an amendment to increase the quorum required for any Member action must be approved by the Members.

CERTIFICATE

I hereby certify that I am the Secretary of Springfield Devs, a Missouri nonprofit corporation, and the keeper of its corporate records; that the Bylaws to which this Certificate is attached were duly adopted by the Corporation's Board of Directors as and for the Bylaws of the Corporation effective as of the date set forth below; and that these Bylaws constitute the Bylaws of the Corporation and are now in full force and effect.

Date: 08/07/2019 _____



Shawna M. Baron, Secretary