

# BYLAWS



**Missouri Society of  
the  
Sons of the American Revolution**

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Constitution & By-Laws Committee  
Amended: March 27, 2021**

**BYLAWS OF****THE MISSOURI SOCIETY OF THE  
SONS OF THE AMERICAN REVOLUTION**

The Bylaws were originally approved and adopted by The Missouri Society of the Sons of the American Revolution at their regular meeting on October 26, 1996 at Columbia, Missouri. These Bylaws were last amended and approved at the Board of Directors meeting on November 14, 2020.

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**BYLAWS**  
**OF**  
**THE MISSOURI SOCIETY OF THE**  
**SONS OF THE AMERICAN REVOLUTION**

**Article One — Name and Purpose, Scope, Tax Status and Application**

These Bylaws, as originally adopted and as amended from time to time, have been adopted by The Missouri Society of the Sons of the American Revolution under the authority of the Constitution and Bylaws of The National Society of the Sons of the American Revolution and of the Constitution of the Missouri Society aforesaid. They are to be interpreted and applied in accordance with the provisions of those Constitutions and Bylaws; and their effect is consequently subject to modification, as to currently applicable fees and dues provisions and otherwise, not only by direct amendment, but also by amendments to those Constitutions and Bylaws.

**Section 1: Name**

The Name of the Corporation shall be The Missouri Society of the Sons of the American Revolution. Within these Bylaws, the terms "Society" and "Corporation" shall be deemed to refer to The Missouri Society of the Sons of the American Revolution. Subordinate organizations or Chapters may be established from time to time pursuant to these Bylaws, by approval of the officers and directors of the Society and shall include in their name, the words "Sons of the American Revolution".

**Section 2: Incorporation**

The Missouri Society of the Sons of the American Revolution is a Missouri Not-for-Profit Corporation duly created March 15, 1982, pursuant to the statutes of the State of Missouri, and lawfully existing as a subordinate organization of the National Society of the Sons of the American Revolution. Articles of Incorporation were filed to incorporate a State Society existing since April 23, 1889, and recognized by the Missouri Secretary of State as a Benevolent Corporation March 10, 1891. It was created by authority of the National Society of the Sons of the American Revolution, which was instituted July 4, 1876, incorporated by the Congress of the United States of America, June 9, 1906.

**Section 3: Tax Exempt Status**

Upon authority of the National Society of the Sons of the American Revolution as a subordinate organization, The Missouri Society of the Sons of the American Revolution, was established as a Benevolent Corporation and incorporated as a Not-for-Profit Corporation and the subordinate chapters of the Society are intended to be, and shall be operated and conducted as, an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code").

The Corporation is organized and shall be operated exclusively as a Not-for-Profit Corporation for charitable, religious, educational and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of a future Federal Tax Code. The Corporation shall not be operated for profit, but rather shall be operated exclusively for charitable and educational purposes. The Corporation is a community based and supported organization and as such, will be, and is classified as a public charity.

#### **Section 4: Purposes**

The Missouri Society of the Sons of the American Revolution is organized for the purpose of supporting and furthering those purposes set forth in the Articles of Incorporation on file with the Missouri Secretary of state as well as the mission and purposes of the National Society of the Sons of the American Revolution and such other Not-for-Profit and tax-exempt related efforts as the Board of Directors may determine from time to time. In addition, the Corporation may engage in any lawful act or activity for which corporations may be organized under the laws of the State of Missouri, subject to the following:

(a) The purpose of the Corporation is exclusively charitable, scientific, and educational within the meaning of Code Section 501(c) (3).

(b) The Corporation is an organization exempt from federal income taxation under Code Section 501(c) (3).

(c) The Corporation is organized and operated as an organization that is other than a private foundation (within the meaning of Code Section 509(a)).

(d) The Corporation is not for profit, and as such, the Corporation does not afford pecuniary gain, incidentally or otherwise, to its members. Thus, no part of the net earnings of the Corporation shall inure to the benefit of its directors, officers, members, or other private individuals, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of its charitable purposes as set forth herein.

(e) The Corporation is an organization that does not participate or intervene, in any manner, in any political campaign on behalf of or in opposition to any candidate for public office. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation.

(f) The Corporation conducts its educational programs for the purposes of instructing the public and raising awareness through public discussion groups, forums, panels, lectures or similar programs; to engage in such educational programs as may be developed from time to time through the organization's strategic and operational plans and to carry out the purposes of the corporation which are patriotic, historical, and educational, and include those intended or designed – (1) to perpetuate the memory of the men who, by their services or sacrifices during the war of the American Revolution, achieved the independence of the American people; (2) to unite and promote fellowship among their descendants; (3) to inspire them and the community at large with a more profound reverence for

the principles of the government founded by our forefathers; (4) to encourage historical research in relation to the American Revolution; (5) to acquire and preserve the records of the individual services of the patriots of the war, as well as documents, relics, and landmarks; (6) to mark the scenes of the American Revolution by appropriate memorials; (7) to celebrate the anniversaries of the prominent events of the war and of the Revolutionary period; (8) to foster true patriotism; (9) to maintain and extend the institutions of American freedom; and (10) to carry out the purposes expressed in the preamble to the Constitution of our country and the injunctions of Washington in his farewell address to the American people.

### **Section 5: Non-Discrimination**

The Corporation shall not discriminate toward individuals, entities, candidates for membership, suppliers, or grant and award recipients on the basis of race, ethnicity, national origin, sexual orientation, religion, disability, affiliation or membership, or any other consideration prohibited by law.

### **Section 6: Offices**

Known Place of Business and Statutory Agent: As of the date of this Amendment, the principal address of the Corporation for service of process shall be designated as 1111 Main Street #750, Kansas City, Missouri 64105. The known place of business or the statutory agent, or both, may be changed by resolution of the Board of Directors, upon filing the statement as required by law.

Records: The Corporation shall keep correct and complete books and records of account and shall also keep the minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors; and shall keep at its registered or principal office or at an office designated by the Board of Directors, a record giving the names and addresses of all those entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

## **Article Two – Membership**

### **Section 1: Admission Procedure**

Applications (Membership and Supplementals) must be prepared as required by the National Society.

Membership applications shall be examined and approved by the State Genealogist and those approved will be forwarded to the Registrar General of the National Society. Upon acceptance by the National Society a Certificate of Membership will be sent to the Secretary of the Missouri Society who will see that the proper signatures are affixed and will arrange for its presentation to the new member by his Chapter President.

### **Section 2: Membership**

Any member in good standing may have membership in more than one Chapter. However, a member must designate one Chapter as his primary Chapter. The primary Chapter will be responsible for collecting his National and State Dues and any other assessments that may be requested or required by the Missouri Society.

Any member in good standing may have membership in more than one State Society. It is the responsibility of each State Society to collect the required state dues and any other assessments that may be requested or required by the said State Societies.

Any member formerly included in the Member-at-Large category may join any MOSSAR chapter, and shall be excluded from chapter dues. However, after January 1, 2021, no member shall be granted the Member-at-Large classification.

### **Section 3: Transfers Between Chapters**

No transfer of Chapter membership may be made without the consent of the member. The member requesting a transfer shall make application to transfer on a form so designed by the Board of Directors.

### **Section 4: Designation of Members**

The official designation of the members of this Society shall be "Compatriot."

## **Article Three – Meetings**

### **Section 1: Annual Membership Convention**

The Annual Membership Convention of this Society shall be held on the last Saturday in April each year or on such other day as shall be selected by the Board of Directors of this Society.

#### **Section 2: Notification of Annual Membership Convention**

The Secretary shall notify every member of the Society in good standing of the date, time, place, and agenda of each annual membership convention at least thirty (30) days prior to said meeting.

### **Section 3: Board of Directors Meetings**

The Board of Directors of this Society shall meet quarterly on the last Saturday in April, July, October and January of each year or on such other day as shall be selected by the Board of Directors.

### **Section 4: Notification of Board Meetings**

Secretary shall notify each member of the Board of Directors of the date, time, place, and agenda of each Board meeting at least thirty (30) days prior to said meeting.

### **Section 5: Quorums**

Quorums shall be those as set forth in Article Six of the Constitution of this Society.

### **Section 6: Special Meetings**

Special meetings of the Board of Directors or of the membership of this Society shall be called by the President if he deems the meeting to be in the best interest of the Society.

### **Section 7: Meetings Called By Members**

The President shall call a special meeting of the membership of this Society when requested in writing and signed by at least twenty-five (25) members in good standing of this Society. This request must be made by Certified Mail at least sixty (60) days prior to the requested meeting date to the Secretary of this Society. No other business except that specified in the request and notice shall be transacted at any such special meeting without the unanimous consent of all members present at such meeting.

### **Section 8: Notification of Special Meetings Requested By Members**

The Secretary shall notify every member in good standing of the date, time, place and agenda of any special meeting of the membership of this society no less than thirty (30) days prior to the date of said special meeting. The Secretary shall notify every member of the Board of Directors of the date, time, place, and agenda of any special meeting of the Board of Directors no less than thirty (30) days prior to the date of said special meeting.

### **Section 9: Electronic Meeting Participation**

Pursuant to the provisions of Missouri Statute §355.376, these Bylaws specifically provide that the members may participate in regular or special meetings, by, or to conduct the meeting through use of any means of communication by which all members participating may simultaneously hear each other during the meeting. This provision shall allow for the use of the Internet, a conference telephone, video or other communications method so long as all persons participating in the meeting can communicate with each other at the same time. A member participating in a meeting by this means is deemed to be present at the meeting. Any meeting conducted by electronic means shall be recorded to assure an accurate record on voting on matters. Voting on all matters shall be permitted, with votes cast by individualized voice vote of the member or by an electronic vote tabulation means by which the Chairman of the meeting shall be able to confirm the submission of a vote by an individual Board member. Proxy voting shall not be permitted. This provision shall be interpreted to permit any electronic means that combines voice or video communication with capability of document sharing either in advance of or during the meeting. Chapter meetings may also be conducted in this manner.

### **Section 10: Decorum**

(a) Meeting Procedures. All questions of order with respect to any meeting or action of

Corporation, its Board of Directors, or any committee appointed hereunder shall be resolved in accordance with Robert's Rules of Order Newly Revised, as modified from time to time, or in such another orderly manner that is deemed appropriate by the Chair of the meeting. The provisions of the Missouri Statutes Annotated shall further govern meeting procedures.

(b) Meeting Decorum. Corporation shall follow best and lawful practices for conducting business at Board and membership meetings. The Board of Directors shall exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Board of Directors reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert's Rules of Order Newly Revised, the Chair of the meeting has the sole responsibility to require order in a meeting. To that end, the Chair of the meeting has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary to maintain an orderly meeting, the Chair of the meeting has the authority to remove a participant from the meeting.

## **Article Four – Voting**

### **Section 1: Voting at Annual Membership Convention**

Each member of the Society present at the Annual Membership Convention shall have one (1) vote.

### **Section 2: Voting at Board of Directors Meetings**

Each member of the Board of Directors shall have only one (1) vote at each meeting of the Board without respect to the number of offices held.

### **Section 3: Proxy Voting**

Voting may not be by proxy at either the Annual Membership Convention, Board of Directors meetings or special meetings of the Missouri Society.

### **Section 4: Balloting**

Voting at all meetings shall be held by hand or voice vote unless a request for a written ballot is made by any member present and said member is of good standing. Upon such request, the President shall appoint three (3) Inspectors of Election who will collect and count the written ballots and report the results to the President. Nothing in this section shall preclude any member from voting in an electronically conducted meeting, if that member can be positively identified by other members participating in the meeting.

## **Article Five – Board of Directors**

### **Section 1: Membership**

The Board of Directors as prescribed by Article Four of the Constitution of this Society shall manage all business of this Society.

### **Section 2: Qualification of Board of Directors**

At least seventy-five (75) per cent of the Board of Directors shall be residents of the State of Missouri.

### **Section 3: Nominations and Term of Office**

The Officers and Directors of this Society nominated for the ensuing year shall be elected at the Annual Membership Convention of this Society and shall assume their office immediately upon being sworn in at said meeting. The National Trustee designate and Alternate National trustee will be nominated to the National Society for election by the Annual Congress of the National Society.

### **Section 4: Voting**

Voting at Board of Directors meetings shall be as prescribed in Article Four of these Bylaws.

### **Section 5: Vacancies**

Vacancies in the Board of Directors shall immediately be filled by a two-thirds (2/3) vote of the Directors present at their next meeting.

### **Section 6: Chairman of the Board of Directors**

The President shall serve as Chairman of the Board of Directors of the Missouri Society.

### **Section 7: Secretary of the Board of Directors**

The Secretary of the Board of Directors shall be the Secretary of the Missouri Society. In his absence or incapacity to serve, the President shall appoint a temporary Secretary for that meeting.

### **Section 8: Authority to enter into Contracts**

A majority vote of the Directors present at any meeting shall be necessary to bind this Society or any of its Chapters to a legal contract or agreement exceeding \$3,500.

### **Section 9: Removal from Board of Directors**

Any Director may be removed from office when sufficient cause exists for such removal. The Board shall entertain charges against any Director and shall provide written notice to said Director of the nature of the charges brought against him including his right to a personal hearing on said charges before the Board. Upon request for a hearing, the Board shall provide at least thirty (30) days notice of the date and place of said hearing. The Board shall adopt any rules it deems necessary for the hearing with consideration for the best interests of the Society being of the utmost importance.

Any Director removed from office may appeal to the Society at the Annual Membership Convention or may attempt to convene a special meeting of the membership to appeal his removal.

## **Article Six – Officers**

The Officers of this Society shall be those prescribed by Article Four of the Constitution of this Society.

### **Section 1: Duties of the President**

The President is the Chief Executive Officer (CEO) of this Society and shall preside at all membership meetings.

The President, as Chairman of the Board of Directors, shall appoint all committees, temporary or permanent.

The President shall present to the membership at each Annual Membership Convention a report on the state of the Society.

The President or the Treasurer may sign checks or drafts of the Society and co-sign with other Officers any legal contract or agreement approved by the Board of Directors. The President may grant authority to other Officers from time to time, to enter into contracts on behalf of the Society.

The President shall be a voting member of the Budget Committee.

### **Section 2: Duties of the Executive Vice-President**

The Executive Vice-President shall, in the absence or incapacity of the President to fulfill the duties of his office, become the acting President with all the rights, privileges, and powers of the elected President.

The Executive Vice-President is a member of the Board of Directors. The Executive Vice-President may co-sign with Other Officers any legal contract or agreement having a financial impact of less than \$3,500 and in excess thereof with approval of the Board of Directors.

The Executive Vice-President shall be the Members-at-Large Committee Chairman, as long as



the Society has members in this category, and shall encourage members-at-large to join and participate in established chapters. The Executive Vice-President shall serve as the liaison to the Society Annual Convention Committee.

### **Section 3: Duties of the Vice-Presidents**

The elected Vice-Presidents shall have duties and responsibilities as may be assigned them by the President or the Board of Directors.

The Vice-Presidents are members of the Board of Directors.

First Vice-Presidents shall be the Membership, Recruiting and Retention Committee Chairman and shall work to promote new and continued membership in the Society and shall assist the other State and Chapter Officers wherever possible in developing new members, new Chapters, and in the retaining of current members or reinstating former members.

The Second Vice-President shall be responsible for all Board of Directors Meeting arrangements, except the Annual Membership Convention.

The Third Vice-President shall perform such duties as assigned by the President or the Board of Directors.

### **Section 4: Duties of the Secretary**

The Secretary shall have charge of the minutes of the Board of Directors meetings and correspondence with The National Society Sons of the American Revolution, Society Officers, Committee Chairmen and other agencies as required.

The Secretary is a member of the Board of Directors.

The Secretary shall be present at all meetings of this Society and present to the Board of Directors all communications addressed to the Society and present to the membership all communications as directed by the President or Board of Directors.

The Secretary shall compile the minutes, Officer Reports, Committee Reports, and additional materials as appropriate for each Board of Directors meeting during his tenure as Secretary and further comply with Article Seventeen, Section 2.

The Secretary shall attest all legal documents of the Society when they are signed by the Officers after appropriate approval by the Board of Directors.

The Secretary shall serve all official notices and meeting notices to the Board and to the membership under the guidelines of Article Three, Sections Two (2) and Four (4) of the Bylaws. The Secretary shall be the Registered Agent of this Corporation with regard to the Secretary of State, State of Missouri.

### **Section 5: Duties of the Treasurer**

The Treasurer shall have the care and custody of all monies, securities, investments, and financial matters of this Society.

The Treasurer is a member of the Board of Directors and shall normally sign all of the checks and drafts of the Society. The Treasurer shall review all financial documents prior to their submittal to the Budget Committee. No special account of funds may be set aside to make it unnecessary for the Treasurer to sign the checks or drafts on it.

The Treasurer shall give a financial report to the Board of Directors at each quarterly meeting and render an annual financial statement at the end of each fiscal year to the Board. The annual report will be written in a format approved by the Board of Directors and attached to the minutes of the Board of Directors meeting following the end of the fiscal year.

The Treasurer after receiving the approval of the Budget Committee and the Board of Directors shall cause to be deposited, in the name of the Missouri Society, in commercial banking institutions within the State of Missouri and which are insured by the Federal Deposit Insurance Corporation, all monies collected for or belonging to the Missouri Society.

The Treasurer with concurrence of the Budget Committee may invest any portion of these monies in U. S. Government Bonds, notes, bank certificates of deposit guaranteed by FDIC, money market funds which have all investments due in ten (10) days or less, and these securities may not have a maturity date greater than two (2) years. Operating funds may be deposited only in banks located in the State of Missouri, which carry FDIC insurance.

The Treasurer shall be required to keep current a blanket position insurance policy covering employee dishonesty in such sum as shall be determined by the Board of Directors and the cost of same being borne by the Board. The Patriots Trust fund is exempt from this requirement.

The Treasurer may write a check in payment of reasonable expense of the Society up to the amount of \$3,500 without prior approval of the Board.

The Treasurer shall assure that all tax returns required to be filed by the Society and subordinate Chapters shall be timely and accurately filed so as to maintain the tax-exempt status of the Corporation.

### **Section 6: Duties of the Registrar**

The Registrar shall perform such duties as are set forth by the Constitution and Bylaws of the National Society and the Constitution and Bylaws of the Missouri Society.

The Registrar shall also perform other duties as assigned by the President and the Board of Directors and comply with Article Seventeen, Section 3.

The Registrar is a member of the Board of Directors.

The Registrar shall keep the records of membership of this Society and shall rule on the eligibility of any membership application in question.

The Registrar shall report to the Board of Directors a status of membership each quarter and shall file a yearend report prior to leaving office during the Annual Membership Convention.

### **Section 7: Duties of the Chancellor**

The Chancellor shall perform such duties as are set forth by the Constitution and Bylaws of the National Society and the Constitution and Bylaws of the Missouri Society. The Chancellor shall be an attorney, in good standing, admitted to practice law in the state of Missouri.

The Chancellor is a member of the Board of Directors.

### **Section 8: Duties of the Genealogist**

The Genealogist shall pass upon evidence of ancestry and service of applications submitted to him using standards promulgated by the National Society and issued under guidelines from the

Genealogist General and the Registrar General.

The Genealogist is a member of the Board of Directors.

The Genealogist shall report to the Board of Directors a status of applicants each quarter and will file a yearend report prior to leaving office during the Annual Membership Convention.

### **Section 9: Duties of the Trustee of the National Society**

The Trustee of the National Society shall perform all duties that are prescribed in the Bylaws and Constitution of The National Society of the Sons of the American Revolution, and such other duties as may be assigned him by the President or Board of Directors of the Missouri Society. No person shall be nominated to serve as a Trustee of the National Society unless that person affirmatively commits themselves to faithfully perform the duties of Trustees as set forth by the

National Society of the Sons of the American Revolution including attendance at National Society Leadership Meetings and Annual Congress.

The Trustee of the National Society is a member of the Board of Directors.

### **Section 10: Duties of the Alternate National Trustee**

The Alternate National Trustee shall in the absence or incapacity of the National Trustee to exercise his office, become the acting Trustee with all the rights and obligations of the office. No person shall be nominated to serve as an Alternate Trustee of the National Society unless that person affirmatively commits themselves to faithfully perform the duties of Trustees as set forth by the National Society of the Sons of the American Revolution including attendance at National

Society Leadership Meetings and Annual Congress.

The Alternate National Trustee of the National Society is a member of the Board of Directors.

### **Section 11: Duties of the Chaplain**

The Chaplain shall perform the customary duties of that office and such other duties as may be assigned to him by the President or the Board of Directors.

The Chaplain is a member of the Board of Directors.

### **Section 12: Duties of the Surgeon**

The Surgeon shall perform the customary duties of that office and such other duties as may be assigned to him by the President or the Board of Directors.

The Surgeon is a member of the Board of Directors.

### **Section 13: Duties of the Historian**

The Historian shall perform the customary duties of that office and such other duties as may be assigned to him by the President or the Board of Directors.

The Historian is a member of the Board of Directors.

### **Section 14: Duties of the Sergeant-At-Arms**

The Sergeant-At-Arms shall perform the customary duties of that office and such other duties as may be assigned to him by the President or the Board of Directors.

The Sergeant-At-Arms is a member of the Board of Directors.

### **Section 15: Duties of the Honorary Vice-Presidents**

All former Presidents of the Society shall be designated as Honorary Vice-Presidents and shall perform such duties as may be assigned by the President or the Board of Directors.

The Honorary Vice-Presidents are members of the Board of Directors.

### **Section 16: Other Offices**

The Board of Directors shall appoint at their discretion such assistants to the offices of Secretary and Treasurer as deemed appropriate. These assistants shall not be members of the Board nor shall they have voting powers.

### **Section 17: Liabilities of Officers**

The members, officers, and directors of the Missouri Society are not personally or individually liable for any debts, obligations, or liabilities of the Missouri Society or any of its Chapters. Neither the National Society of the Sons of the American Revolution or any of its members, officers or directors are liable for any debts, obligations or liabilities of the Missouri Society of the Sons of the American Revolution or any of its Chapters. Provisions for indemnification and insurance maintained for the benefit of the Society are set forth within these Bylaws.

### **Section 18: Compensation of Officers**

No officer or director shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from this Society for duties other than as an officer or director subject to provisions set forth elsewhere in these Bylaws

### **Section 19: Vacancies of Office**

Any vacancy in elective office shall be filled immediately for the unexpired term thereof by a two-thirds (2/3) vote of the Board of Directors present at their next meeting.

## **Article Seven – Executive Secretary**

The Executive Secretary position has been eliminated. Article Seven remains for future use, in the event the Board of Directors should elect to reinstitute the position at some later date.

## **Article Eight – Committees**

### **Section 1: Standing Committees**

The standing committees of the Missouri Society shall be: Membership, Recruiting and Retention; Budget; Financial Audit; Awards & Medals and Nominating. All additional committees, for any purpose, shall be appointed under Section 2.

### **Section 2: Other Committees**

The President may form other standing committees at his pleasure, with the approval of the Board of Directors. The President may form ad-hoc committees to provide advice to the Board of Directors from time to time, without Board approval.

### **Section 3: Appointment of Chairman**

The President shall appoint the Chairman and members of all committees subject to the Constitution and Bylaws of the Missouri Society, and they shall serve at the President's pleasure.

#### **Section 4: Duties of Committee Chairman**

The Chairman of each Committee shall submit a written report to the President on the action of his committee for the prior year not less than thirty (30) days prior to the Annual Membership Convention or more often at the request of the President.

#### **Section 5: Responsibilities of the Membership, Recruiting and Retention Committee**

The Membership, Recruiting, and Retention Committee shall be responsible for the maintenance in good standing of existing membership, including working with the Officers of the Missouri Society and its Chapters to eliminate delinquencies in dues payments and shall assist in the reinstatement of former members.

The Membership, Recruiting, and Retention Committee shall work with the Officers of the Missouri Society and its Chapters to promote and develop new Chapters and new members of the Missouri Society.

#### **Section 6: Responsibilities of the Budget Committee**

The Budget Committee shall submit a proposed budget of income and operating expense at each Board of Directors meeting in April and shall present an updated report at each quarterly Board meeting.

The Budget Committee shall, by the direction of the Board, constitute an audit committee to audit all accounts of the Missouri Society, and if also directed by the Board, audit and inspect all books and records of any Chapter of the Missouri Society.

The Treasurer shall serve as Chairman of this Committee.

#### **Section 7: Responsibilities of the Awards and Medals Committee**

The Awards and Medals Committee shall oversee the distribution of all awards and medals presented by the Missouri Society and its Chapters and shall report to the Board of Directors annually.

#### **Section 8: Responsibilities of the Patriotic Education Committee**

The Patriotic Education Committee shall be responsible for all contests, scholarships, and educational programs and shall endeavor to develop, promote, and raise funds and donations for these programs wherever possible.

#### **Section 9: Responsibilities of the Publicity Committee**

The Publicity Committee shall be responsible for the planning and execution of all state meeting programs and for the publicity of the Missouri Society.

### **Section 10: Responsibilities of the Nominating Committee**

The Nominating Committee shall be composed of the President of each Chapter of the Missouri Society and shall select the slate of proposed officers for presentation to the members at the Annual Membership Convention each year, under the guidelines of Article Six herein.

The Nominating Committee shall submit its list of nominees to the President of the Missouri Society prior to the January Board of Directors meeting each year and the Secretary shall cause this list of nominees to be included in the announcement of the annual meeting as prescribed in Article Three, Section 2 herein. This list shall include the office, name of nominee, and his primary Chapter affiliation.

Any member of the Missouri Society in good standing may propose the name of any Compatriot of the Missouri Society for an office by making his proposal to his Chapter President, who shall present it to the Nominating Committee for their consideration.

### **Section 11: Responsibilities of the Eagle Scout Committee**

The Eagle Scout Committee shall consist of a State Chairman, Chapter Chairmen from each chapter in the State, and Members-at-large as needed.

The Eagle Scout Committee shall be responsible for the administration of the NSSAR Eagle Scout Recognition and Scholarship Program in the State in accordance with the plans established by the National Society Sons of the American Revolution ("NSSAR") Eagle Scout Committee. Annually the Eagle Scout Committee Chairman shall secure and distribute information and materials related to the Eagle Scout Recognition and Scholarship Program.

The Chairman shall be responsible for the selection of a state winner and the presentation of awards to said winner.

The Chairman shall also submit the state winner's entry form to the National Committee for the national competition.

### **Section 12: Responsibilities of the Joseph S. Rumbaugh Oration Committee**

The Joseph S. Rumbaugh Oration Committee shall be responsible for all Missouri Society activities leading to the selection of a state entrant in the NSSAR Joseph S. Rumbaugh Oration Contest.

The Joseph S. Rumbaugh Oration Committee shall provide promotional materials to local Chapters for distribution to schools and shall determine appropriate dates for submission of Chapter entrant's materials to the Committee.

The Joseph S. Rumbaugh Oration Committee shall arrange for orators to make their presentation before a panel of five (5) judges at the Annual Membership Meeting of the Society and make available prizes and other forms of recognition to contest winners.

The contest winner shall present his oration and receive his awards at either the Awards Luncheon or the Installation Banquet as the Society President may designate.

Local Chapters shall be responsible for the expenses associated with the appearance of the Chapter winner at the State Society's Annual Membership Convention.

Subject to the availability of funds, the Joseph S. Rumbaugh Oration Committee, in conjunction with the Patriots Trust fund, shall be responsible for sending the state winner to the National Contest and shall be responsible for travel, housing arrangements and expenses of the state contest winner and a chaperon.

The Committee Chairman shall be expected to advise the Board of Directors of the program status at each quarterly meeting of the Board.

## **Article Nine – Dues and Fees**

### **Section 1: Membership Fees and Dues**

The Board of Directors shall set the dues, fees, and special assessments of the Missouri Society. Each Chapter shall set the dues, fees, and special assessments of its respective Chapter.

No officer of The Missouri Society of the Sons of the American Revolution, or Member of a Committee may obligate a Missouri Society Chapter to pay its share of the cost of a specific program or the operation of the State Society without the Chapter's approval of the specific expense before the funds are committed.

### **Section 2: Notification of Fees and Dues**

The Secretary shall cause to be published a list of all current National and State dues, fees and assessments and supply this list to Compatriots upon request. A copy shall be mailed to every Compatriot with the notification of the Annual Membership Convention following any change.

### **Section 3: Expiration of Membership**

Except as provided in Sections 4 and 9 of this Article, all memberships expire each December 31st.

### **Section 4: Collection of Dues**

The schedule for the collection and credit of Society Annual Dues will coincide with the schedule for the collection of national dues. The deadline for timely payment of dues is December 31st of each year, or such other date as required by the National Society schedule. For new Society members whose membership applications are first approved by the National Society prior to Section 1 of each year, the Society dues paid with the submission of the



application shall be considered as including Society Dues for the following year. Society will pay the national dues of these same new members for the following year as required by the National Society. This provision provides reasonable benefit of dues at application and facilitates timely collection of annual dues by Chapter Treasurers. Payment for these dues will be paid from the Society general fund and will be included in the State Treasurer's annual payment of national dues to the National Society. The cost of these dues will be considered as provided by the Society application fee for new members.

The Treasurer shall cause the Annual Dues Statements covering State and National dues for the following calendar year to be mailed along with a like amount of membership cards, to each Chapter Treasurer within the Missouri Society no later than September 30th of each year. Annual Dues Statements and membership card for Members-at-Large shall be sent to the Executive Vice-President.

Chapter Treasurers shall be responsible for the collection of all dues and shall be responsible for the issuance of membership cards for all members of their respective Chapters. Chapter Treasurers shall forward to the Society Treasurer a check representing the State and National dues of said member as promptly as possible after receipt of said dues from the member.

#### **Section 5: Failure to Pay**

Any member failing to pay all dues, fees and assessments in full before the annual deadline shall be dropped from membership for non-payment of dues and shall be required to execute an Application for Reinstatement of Membership and pay the current year's dues in full to the Chapter Treasurer prior to his reinstatement as a member in good standing of the Missouri Society. A reinstatement fee may be assessed in addition to all the current dues and fees. This fee will be set by the Board of Directors.

#### **Section 6: Members-at-Large**

At-Large members shall receive their Annual Dues Statement for State and National dues from the Executive Vice-President and shall pay their dues in full to the Society Treasurer under the same conditions as those of Chapter membership, except that Members-at-Large shall not be required to pay Chapter dues, fees, or assessments. Reinstatement of Members-at-Large shall require execution of an Application for Reinstatement and payment of State and National dues, fees and assessments to the Society Treasurer prior to his reinstatement as a member of the Missouri Society.

#### **Section 7: Application Fees**

All new and supplemental applications with the appropriate dues and fees attached shall be sent to the State Genealogist.

State Genealogist shall examine the checks for the appropriate amount. If the amounts are correct, he will then forward the Missouri Society fees to the State Treasurer for deposit. No

application will be processed without the correct fees attached.

### **Section 8: Transfer and Dual State Membership**

Compatriots applying to the Missouri Society for transfer from another state or for dual state memberships shall not pay an initiation fee but must pay all dues in advance with their application and any fee required by the National Society. Transfer and Dual State Membership Applications must be accompanied by a legible copy of their original application or a fee will be assessed. The fee will be determined by the Board of Directors.

### **Section 9: Life Membership Plans**

National Society Life Membership Plan:

Any Compatriot in good standing may acquire a Life Membership in the National Society by payment of a fee as currently scheduled by the National Society and shall be exempted thereafter from paying any further National dues.

Any life member of the National Society, who is not a life member of the Missouri Society, shall pay normal annual State dues.

Missouri Society, Life Membership Plan:

Any Compatriot with a Life Membership in the National Society may acquire a Life Membership in the Missouri Society by payment of a fee, equal to 72 % of the National Society fee for his age, and shall be exempted thereafter from paying any further Missouri Society state membership dues. A Compatriot must be a member of the National Society Life Membership program before he becomes a member of the Missouri State Life Membership program.

### **Section 10: Chapter Dues**

The Missouri Society of the Sons of the American Revolution shall not be responsible for the collection of Chapter dues, fees, or assessments.

Each Chapter shall determine the amount of its dues, fees and assessments and the Chapter Treasurer or the Chapter President, in the absence of the Chapter Treasurer, shall be responsible for the collection of all dues, fees and assessments.

### **Section 11: Application Fees from Chapters**

Each Chapter shall be responsible for collecting all dues, fees, and assessments at the time an Application for Membership is accepted from a potential member.

Each Chapter shall forward, along with the required number of Applications for Membership and all supporting documentation, checks for national and state dues, fees, and assessments required for Applications for Membership. The Chapter will submit two (2) checks with each Application for Membership. One check shall be made payable to the Missouri Society of the Sons of the American Revolution and shall cover all State dues, fees

and assessments. The other check shall be made payable to the National Society of the Sons of the American Revolution and shall cover all National dues, fees and assessments. The Chapter shall retain the Chapter dues, fees, and assessments at the time the Application for Membership is received and processed to the Missouri Society.

### **Section 12: Notification of Non-payment By Members**

The Registrar shall notify the National Society Sons of the American Revolution of all members dropped on April 1st for nonpayment and shall notify each Chapter of its members dropped.

The Registrar shall notify each Chapter President of members in their Chapters that are delinquent in the payment of dues at the January Board of Directors meeting. A copy of the delinquent list shall also be given to the Chairman of the Membership Committee.

### **Section 13: Contributions**

So long as the Internal Revenue Service shall recognize the National Society of the Sons of the American Revolution and its subordinate organizations, including the Missouri Society, as not-for-profit corporations, all contributions to the Missouri Society are deemed to be tax deductible under the Internal Revenue Code, Section 501 (C) (3), as is any gift, donation or testamentary bequest to this tax exempt Not-for-Profit Corporation, under Internal Revenue Service Code Sections 2055, 2106 and 2522. (IRS Letter: August 14, 1944; Federal I.D. #53-0116355, Group Exemption Number GEN 0690). Any donor should consult their tax professional as to the tax treatment of any contribution to the Society.

### **Section 14: Memorials**

Anyone wishing to establish a memorial fund for a particular program or purpose by contribution of money or property to the Missouri Society may submit a proposal to the Board of Directors. Such proposal shall describe the desired purpose of the fund, the desired method for accounting for and disbursing from the fund, and the amount of the proposed contribution.

The Board of Directors shall consider proposals for memorial funds at a regular Board meeting. The Board may accept, reject, or request additional information regarding the proposal. If the Board accepts a memorial fund, the terms and conditions will be enacted by resolution and the process of establishing the fund by amendment to these by-laws will be undertaken.

## **Article Ten – Chapters**

### **Section 1: New Chapters**

The Board of Directors shall form new Chapters in Missouri with the approval of the National Society of the Sons of the American Revolution, and said Chapters shall operate as a subsidiary of the Missouri Society Not-for-Profit Corporation.

## **Section 2: New Chapter Officers**

The Board of Directors shall appoint the first President of a new Chapter who shall serve until the end of the Chapter's fiscal year. Thereafter, the members of the Chapter shall elect successor Presidents. The members of the Chapter shall elect a Vice-President, a Secretary, a Treasurer, a Registrar, a Genealogist, a Chancellor, a Chaplain and a Sergeant-at-Arms. Honorary Vice-Presidents may also be elected.

The duties of the Chapter officers shall parallel those of the state officers as contained in these Bylaws.

## **Section 3: Name of Chapters**

The name of a new Chapter may be that which the new members may assume with the approval of the Board of Directors.

## **Section 4: Chapter Presidents**

The President of each Chapter is a Director of the Missouri Society and is expected to represent the membership of his Chapter at the Board of Directors meetings. He shall serve on the Nominating Committee of the Missouri Society as a voting member.

## **Section 5: Chapter Elections**

Election of all Chapter officers shall be held no later than February each year. The Chapter Secretary shall notify the Secretary of The Missouri Society of the Sons of the American Revolution of the name, address, and telephone number and email address of each Chapter officer before March 31<sup>st</sup> of each year.

## **Section 6: Chapter Membership**

Eligibility for Chapter membership shall require the prior acceptance of the National Society of the Sons of the American Revolution and the Missouri Society as stated in Article Three of the Constitution of the Missouri Society.

## **Section 7: Chapter Meetings**

Each Chapter shall meet monthly unless its members vote to omit any meetings for good cause; however, each Chapter must hold eight (8) meetings each calendar year and adhere to all rules, Bylaws and directives of the Missouri Society in order to retain its Charter and active status. Each Chapter shall keep a permanent written record of the minutes of every meeting of its members or officers in an appropriate book.

## **Section 8: Annual Financial Statement for Chapters**

Each Chapter Treasurer shall send an Annual Financial Statement for the Chapter fiscal year to the Secretary of the Missouri Society prior to March 15th of each year. This Annual Financial

Statement is subject to review by the Budget Committee of the Missouri Society. A Chapter, through its President or Treasurer shall file appropriate tax returns with appropriate taxing authorities so as to not cause forfeiture of tax-exempt status of the non-for-profit subordinate Chapter or the Society.

### **Section 9: Chapter Bylaws**

The Bylaws of each Chapter must conform with these Bylaws and not be in conflict with any provision of the Constitution and Bylaws of the National Society of the Sons of the American Revolution.

### **Section 10: Dissolution of Chapters**

Should any Chapter cease to operate, its officers shall immediately deliver to the State Secretary its Charter, all books, records, funds and assets of that Chapter, as required by the Internal Revenue Code, Missouri Statutes and the provisions for winding up the affairs of the Corporation found herein. The funds and assets shall be turned over to the Society Treasurer.

The Secretary of the Missouri Society shall notify the National Society of the Sons of the American Revolution and immediately transfer all members of the defunct Chapter to a new Chapter of their choice.

## **Article Eleven – John J. Pershing Fund**

### **Section 1: Establishment**

The John J. Pershing Fund, constituted and established by unanimous approval at the Missouri Society Board of Directors Meeting on July 26, 1986 at Columbia, Missouri, is hereby incorporated in and made a part of the Bylaws of this Society to receive and administer all types of gifts and assets donated to this fund in the name of The Missouri Society Sons of the American Revolution.

### **Section 2: Purpose**

A permanent, irrevocable trust fund is established to assist in furthering the objectives of the Sons of the American Revolution to include patriotic, historical, and educational activities by generating tax-exempt funds. Funds so generated may be expended for, but not limited to, sponsoring candidates for the Joseph S. Rumbaugh Oration Contest and the Eagle Scout and Scholarship Program by the State and Chapters and assisting the Missouri Society in certain events or projects developed at Chapter and State level approved by the Missouri Society Board of Directors.

### **Section 3: Maintenance**

The assets of the John J. Pershing Fund shall be maintained separate and apart from all other assets of The Missouri Society of the Sons of the American Revolution. Withdrawal of funds

from any account of the above trust fund shall require the signatures of two (2) trustees, so designated.

#### **Section 4: Administration**

The John J. Pershing Fund shall be administered by a Board of Trustees composed of seven (7) members of the Missouri Society. Membership in the Board shall be composed of the President, Chancellor, Executive Vice President, First Vice President, Second Vice President, Secretary and Treasurer of the Missouri Society. The President shall serve as Chairman. The term of office will expire and commence with the Annual Membership Convention of the Missouri Society. Vacancies occurring by death, resignation, disability, or removal for cause shall be filled by the Board of Directors, with the appointed trustee serving the unexpired term.

The trustees shall meet once a year during the Annual Membership Convention and at other times at the call of the Chairman. Four (4) members of the Board of Trustees shall constitute a quorum. Decisions of the trustees shall require four (4) consenting votes. The trustees shall receive no compensation for their services and no reimbursement for travel.

#### **Section 5: Assets**

The assets of the John J. Pershing Fund shall be administered in accordance with the purpose stated in Section 2 above. Consistent therewith, the trustees shall proceed in investing, re-investing, exchanging, retaining, selling, supervising, and managing said assets for the benefit of the Society. The trustees shall exercise judgment and care under the circumstances then prevailing, which men of ordinary prudence, discretion and intelligence exercise in the management of their own affairs, not in regard to speculation but in regard to the permanent disposition of their funds, considering the probable income therefrom as well as the probable safety of their capital. Within the limitations of the foregoing standards, the trustees are authorized to acquire and retain every kind of property, real, personal, or mixed and every kind of investment, specifically including but not by way of limitation, bonds, debentures and other corporate obligations and stocks, preferred or common, and interest in investment trusts and mutual funds.

#### **Section 6: Principal and Available Funds**

The John J. Pershing Fund shall be comprised of PRINCIPAL and AVAILABLE monies. PRINCIPAL monies shall consist of funds acquired by donation, grant, stipend, bequest, etc., as well as any AVAILABLE monies not spent in the immediate previous year and passed to the PRINCIPAL in accordance with guidance expressed below. Where investments in stocks, mutual funds, etc., exist, PRINCIPAL monies shall be the balance existing at the beginning of the fiscal year plus or minus any market adjustments occurring during the remainder of the fiscal year. AVAILABLE funds shall consist of all earnings (dividends, interest, etc.) derived solely from the investments of PRINCIPAL funds.

Earnings shall be recorded from April 1 through March 31. In April at the Annual Membership

Convention for the Missouri Society, the Society Treasurer shall report as potential AVAILABLE funds the anticipated earnings for the current fiscal year. Obligations against these funds may be made only at the Annual Membership Convention of the Missouri Society. Any AVAILABLE funds not disbursed shall be passed to the PRINCIPAL fund as of March 31 and shall become a permanent part thereof.

### **Section 7: Audits and Reports**

The John J. Pershing Fund shall be audited annually by the Financial Audit Committee of the Missouri Society. Such audit, together with a report of the trustees reflecting the status of the fund, shall be submitted to the Board of Directors at the first Annual Membership Convention of the Society following the audit and preparation of the report.

## **Article Twelve – Yohe Public Safety Award Fund**

### **Section 1: Establishment**

The Richard L. Yohe Public Safety Award Fund, constituted and established by unanimous approval at the Missouri Society, Board of Director's Meeting on July 30, 1994 at Sedalia, Missouri, is hereby incorporated in and made a part of the Bylaws of this Society to receive and administer all types of gifts and assets donated to this fund in the name of The Missouri Society of the Sons of the American Revolution.

### **Section 2: Purpose**

A permanent irrevocable trust fund is established to assist in furthering the objectives of the Sons of American Revolution, to recognize patriotic, historical, and educational contributions by generating tax-exempt funds. Funds so generated may be expended for, but not limited to, sponsoring awards for Law Enforcement Commendation, Fire Safety Commendation, and Silver Good Citizenship (for service to the State) in a manner consistent to the public good and welfare. The selection criteria shall be that outlined in the Medals and Awards Section of the National Society Official Handbook.

### **Section 3: Maintenance**

In order to assure the most favorable rate of return thereon, the assets of the Richard L. Yohe Public Safety Award may be commingled with other assets of The Missouri Society of the Sons of the American Revolution provided, however, that the PRINCIPAL amount of the assets of said award, and the income thereon, shall be separately tracked until such time, if ever, that the Society Board of Directors' shall vote to segregate such assets. In the event the assets are so segregated, the same shall thereafter be withdrawn only upon the signatures of two (2) trustees, so designated.

### **Section 4: Administration**

The Richard L. Yohe Public Safety Award Fund shall be administered by a Board of Trustees

composed of five (5) members of the Missouri Society. Membership of the Board shall be composed of the President, Executive Vice President, Medals and Awards Committee Chairman, Secretary, and Treasurer of the Missouri Society. The President shall serve as Chairman. The term of office will expire and commence with the Annual Membership Convention of the Missouri Society. Vacancies occurring by death, resignation, disability, or removal for cause shall be filled by the Board of Directors with the appointed trustee serving the unexpired term.

The trustees shall meet once a year during the Annual Membership Convention and at such other times at the call of the Chairman. Three (3) members of the Board of Trustees shall constitute a quorum. Decisions of the trustees shall require (3) consenting votes. The trustees shall receive no compensation for their services and no reimbursement for travel.

### **Section 5: Assets**

The assets of the Richard L. Yohe Public Safety Award Fund shall be administered in accordance with the purpose stated in Section 2 above. Consistent therewith, the trustees shall proceed in investing, re-investing, exchanging, retaining, selling, supervising, and managing said assets for the benefit of the Society.

The trustees shall exercise judgment and care under the circumstances then prevailing, which men of ordinary prudence, discretion, and intelligence exercise in the management of their own affairs, not in regard to speculation but in regard to the permanent disposition of their funds, considering the probable income therefrom as well as the probable safety of their capital. Within the limitations of the foregoing standards, the trustees are authorized to acquire and retain every kind of property, real, personal, or mixed and every kind of investment, specifically including but not by way of limitation, bonds, debentures, and other corporate obligations and stocks, preferred or common, and interest in investment trusts and mutual funds.

### **Section 6: Principal and Available Funds**

The Richard L. Yohe Public Safety Award Fund shall consist of PRINCIPAL funds acquired by donations and AVAILABLE funds, that are, acquired as portion of the earnings (interests - dividends) on the investment of said Principal funds. The definition of AVAILABLE funds is described as those funds derived solely from earnings of the Principal fund for the designated period of time from January 1st through December 31st of the preceding year. (For example, interest earned from January 1st, 1995 through December 31st, 1995 will be considered AVAILABLE funds at the Annual Membership Convention of the Missouri Society in April, 1996.) Such available funds may be obligated only at the Annual Membership Convention and should be dispensed prior to December 31st of the same year. Any AVAILABLE funds not dispensed or expended during the current year shall automatically be declared as PRINCIPAL funds and absorbed into the Principal fund on 1 January of the following year. AVAILABLE funds shall not accumulate as available funds from year to year.

### **Section 7: Audit and Reports**

The Richard L. Yohe Public Safety Award Fund shall be audited annually by the Financial Audit



Committee per these Bylaws herein. Such audit, together with a report of the trustees reflecting the status of the fund, shall be submitted to the Board of Directors at the first Annual Membership Convention of the Society following the audit and preparation of the report.

### **Article Thirteen – Fiscal Year**

#### **Section 1: Date of Fiscal Year**

The Missouri Society of the Sons of the American Revolution shall operate its business on a fiscal year basis beginning January 1st and ending December 31st.

#### **Section 2: Membership Year**

Subject to the provisions found in Article Nine of these Bylaws or as mandated by the National Society of the Sons of the American Revolution, all dues and memberships are based on the calendar year.

### **Article Fourteen – Parliamentary Authority**

#### **Section 1: Rules of Order**

The rules contained in Robert's Rules of Order, Revised shall govern the Missouri Society and its Chapters in all cases where applicable and not inconsistent with these Bylaws.

### **Article Fifteen – Order of Business**

#### **Section 1: Order of Business**

Each meeting of the Missouri Society or its Chapters may use the following suggested order of business to conduct its meetings:

- 1. Roll Call of Officers**
- 2. Reading of last Minutes**
- 3. Officers' Reports**
- 4. Committee Reports**
- 5. Old and Unfinished Business**
- 6. New Business**
- 7. Good and Welfare**
- 8. Adjournment**

### **Article Sixteen – Amendments**

#### **Section 1: Amendment Process**

These Bylaws may be amended as prescribed by Article Nine of the Constitution of the Missouri Society of the Sons of the American Revolution.

## **Article Seventeen – Historical Documents and Archive**

Historical documents of this Society are those documents: (1) which describe and relate its past membership and history, and (2) those, which describe its current membership and activities. These documents are defined as: (1) Minutes of Board of Director meetings, (2) Officer Reports to Board of Directors meetings, (3) Committee Reports to Board of Director meetings and (4) Chapter Minutes and Newsletters. These documents shall be archived with The State Historical Society of Missouri, which is established as the official archive of this Society.

### **Section 1: General Responsibilities**

All Members of this Society are encouraged to provide copies of documents (newspaper and magazine articles, annotated photos, records of special events, etc.) to The State Historical Society of Missouri for inclusion in Society archives. The Officers of this Society shall comply with the requirements of this article as described below.

### **Section 2: Society Secretary Responsibilities**

The Society Secretary shall provide a copy of the minutes and all officer and committee reports presented at each Society Board meeting to the Society Historian for deposit with The State Historical Society of Missouri.

### **Section 3: Society Registrar Responsibilities**

The Society Registrar shall provide an “end of year” membership list for each calendar year to the Society Historian for deposit with The State Historical Society of Missouri.

### **Section 4: Society Chapter Presidents**

Chapter Presidents shall insure that Chapter documents (minutes, newsletters, histories, end of year membership lists) and other appropriate documents are forwarded to The State Historical Society of Missouri at the above address.

### **Section 5: Society Historian Responsibilities**

The Society Historian shall ensure that all materials entrusted to him, as described above, and any additional documents of value are deposited with The State Historical Society of Missouri each calendar year.

## **Article Eighteen – Society Color Guard**

### **Section 1: Definition and Purpose**

The Color Guard of The Missouri Society of the Sons of the American Revolution is hereby established as a quasi-military, voluntary organization of Society members who represent the Society by wearing Revolutionary War military uniforms at patriotic, historical, commemorative, and educational events. The purpose of the Color Guard is to honor our patriot ancestors, to inspire the community to respect and uphold the principles on which our nation was founded, and to promote the Missouri Society and its purposes and programs.

### **Section 2: Commander-in-Chief**

The President of The Missouri Society of the Sons of the American Revolution shall be the Commander-in-Chief of the Society Color Guard.

### **Section 3: Color Guard Commander**

The Color Guard Commander shall be appointed by the Commander-in-Chief and shall serve at the pleasure of the Commander-in-Chief. The Color Guard Commander is responsible for the leadership and management of the Color Guard, and the orderly execution of its activities. During his term of service, the Color Guard Commander shall assume the rank of Color Guard Major General.

### **Section 4: Color Guard Regulations**

The Color Guard Commander shall, after consultation with the Color Guard membership, prepare regulations necessary for the administration of the Color Guard for approval of the Board of Directors. The Regulations shall include, but are not limited to: ranks, responsibilities, and promotions; chain of command; Drill and Ceremonies Manual, uniforms, insignia, and equipment; medals and awards; and custody and use of Society Color Guard property. Additions or revisions to the Regulations shall be presented to the Board of Directors for approval. Any Color Guard member representing the Society, who desires to live-fire black powder volley at public events or ceremonies, shall complete training in accordance with recommendations of the National Society Color Guard. An identification card will be provided to those members who successfully complete training. Each certified-safe member must have a bi-annual training review by the District or Missouri Society SAR Color Guard Commander. The qualification card must be with such members at any firing event. A copy of the certification card must be sent to the Society Secretary for a permanent record.

### **Section 5: Reports**

The Color Guard Commander shall make a report of Color Guard activities to the Board of Directors at each of its quarterly meetings.

### **Section 6: Membership**

Color Guard membership is open to any member of The Missouri Society of the Sons of the American Revolution willing to represent the Society in accordance with these by- laws and the Color Guard Regulations.

### **Section 7: Uniforms**

The preferred uniform for members the Society Color Guard shall be that known as the “Washington Guard”. The Regulations (Section 4 of this article) shall establish for the details of this uniform and for alternate uniform types, which may be worn based upon the member’s function and preference, or upon the service of his ancestor.

Each member will provide his own uniform and shall be responsible for its proper care and maintenance.

The Society Color Guard uniform designates its wearer as an official representative of The Missouri Society of the Sons of the American Revolution. The uniform shall always be worn with dignity and respect. The uniform shall not be worn for commercial purposes or for any purpose, which does not further the goals of the Missouri Society.

### **Section 8: Financial**

All monies collected by, awarded to, or donated to, the Society Color Guard, and the disbursement of those monies shall be under the control of the Board of Directors and shall be conducted under the provisions of Article 6, Section 5 of these By-Laws. The Treasurer shall provide a separate accounting of such funds for the information of the Board of Directors in authorizing expenditures for the Color Guard.

The Color Guard may conduct appropriate fund-raising activities.

### **Section 9: Chapter Color Guards**

Chapters of The Missouri Society of the Sons of the American Revolution, whose members include members of the Society Color Guard, may organize those members to form a Chapter Color Guard. Chapter Color Guards are authorized to conduct activities in their area. Chapter Color Guards are required to comply with this by-law and the regulations adopted under Section 4 of this article. Chapters are encouraged to adopt Chapter By- Laws that serve the purpose and intent of this by-law.

All monies collected by, awarded to, or donated to, Chapter Color Guard shall be accounted for at chapter level as prescribed by their Chapter by-laws and financial practices.

## **Article Nineteen – Fiduciary Duties of the Board**

In addition to the General Standards for Directors set forth in Missouri Statutes, the affairs of the Corporation shall be conducted at all times in such manner as to qualify it as a Corporation,

exempt from income tax, to the maximum extent permitted under the Code. Accordingly, the activities and operations of the Corporation shall be subject to specific fiduciary responsibilities for which the Directors and the Corporation shall be accountable, including a duty of care, a duty of loyalty and a duty of obedience.

**Duty of Care:** Board Members have the responsibility to be active in the Not-for-Profit Corporation's affairs in the following manner:

- Board Members of the Not-for-Profit Corporation must discharge their duties in good faith, in a manner the Board Member reasonably believes to be in the best interests of the organization, and with the care of an ordinarily prudent person in a like position would exercise under similar circumstances;
- Prepare for Board Meetings by reading and reviewing reports, minutes, and other materials distributed for the meeting;
- Attend Board and Committee Meetings and take note of all actions taken or decisions made. in the case of service as a National Trustee or Alternate Trustee, to attend National Society Leadership Meetings and Congress and report to the State Society;
- Ask questions and obtain the information necessary to make informed decisions. Exercise independent judgment rather than blindly following other Board Members or the staff's requests;
- Review and ensure that the Not-for-Profit Corporation's purposes are fulfilled efficiently and follow sound business standards;
- Actively set policy and ensure that the Corporation has adequate resources to carry out its mission;
- Provide direct oversight and direction and be responsible for evaluating program performance; and
- Evaluate the Board's effectiveness as a governing body, as a group of volunteers and as representatives of the community in upholding the public interest served by this Corporation.

**Duty of Loyalty:** Requires that the interest of the Not-for-Profit Corporation and its objectives take precedence over a Board Member's personal interests or those of family or friends.

- Board Members have an absolute duty of complete, undivided loyalty to the Not-for-Profit Corporation. This means that Board Members should avoid using their position, or the organization's assets, in a way that would result in a pecuniary or monetary gain for themselves or for any member of their family. A Board Member should put the good of the organization first and avoid engaging in transactions with the Not-for-Profit Corporation from which he/she would benefit;
- The Not-for-Profit Corporation must establish a written policy, consistent with the provisions set forth in these By-Laws for dealing with conflict of interest situations;
- Any conflicts of interest between the organization and a Board Member should be resolved in favor of the organization unless the conflict of interest is waived by the Board as a whole (with the conflicted Board Member abstaining from the vote);
- The Not-for-Profit Corporation should not engage in any transaction that hurts the organization or in any transactions that result in private inurement at the expense of the

- charity; and
- The Corporation shall establish, by these Articles, a Conflict of Interest Policy, which shall be strictly adhered to, and such Policy shall be adopted and followed consistent with the provisions of the Internal Revenue Service and the Missouri Not-for-Profit Corporation Act.

**Duty of Obedience:** Board Members have a responsibility to be faithful to the organization's purpose and mission. They must also adhere to the organization's governing documents and to laws and regulations that relate to the charity and its operations.

- Board Members must understand and follow the Corporation's governing documents, including, but not limited to the Articles of Incorporation, By-Laws, Constitution, Codes of Conduct, Codes of Ethics, Policies & Procedures, National Society Handbook, Strategic Plan, Operational Plan, and such other policies and documents established from time to time;
- Board Members must be familiar with State and Federal laws related to Not-for-Profit entities, fundraising/solicitation, and tax-related issues as well as legal issues connected with the organization's charitable purpose and operations;
- The Not-for-Profit Corporation must comply with State and Federal registration and reporting requirements, including annual filings with the Attorney General's Office, the Secretary of State, the IRS, and other governmental entities and require local Chapters to comply with applicable requirements of law; and
- Board Members must ensure that charity funds are used for lawful purposes. bThis includes the organization's mission, a reasonable amount of administrative expenses, and not the private inurement of any Board Member.

## **Article Twenty – Conflict of Interest Policy**

Conflict of Interest Policy - Missouri law establishes provisions for a Director's conflict of interest in certain situations. In addition to the limitations, restrictions, prohibitions and mandates, this Conflict of Interest Policy is established. The purpose of this Conflict of Interest Policy is to protect Corporation when Corporation is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of Corporation or might result in a possible excess benefit transaction.

### Section 1: Definitions

- Interested Person.** An interested person, for purposes of this conflicts of interest policy, is any Director, Officer, or Member of a committee with Board-delegated powers, who has a direct or indirect financial interest.
- Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

A. An ownership or investment interest in any entity with which

Corporation has a transaction or arrangement;

- B. A compensation arrangement with Corporation or with any entity or individual with which Corporation has a transaction or arrangement; or
  - C. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Corporation is negotiating a transaction or arrangement.
3. Compensation. Compensation means anything of value received for services rendered. Compensation includes direct and indirect remuneration as well as gifts or favors that are not de minimus.
  4. Conflict of Interest. A real or seeming incompatibility between one's private interests and one's public or fiduciary duties.
  5. Contract or Transaction. A contract or transaction is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan, scholarship, grant, the establishment of any other type of financial relationship, or the review of any other organization. The making of a gift to the organization is not a Contract or Transaction.
  6. Member of the Family. A member of the family of a Director or Officer is a spouse, parent, child, spouse of a child, brother, sister, spouse of a brother or sister, grandparent, or grandchild.

## Section 2: Policy

The Board of Directors shall not enter into any contract or transaction with (a) one or more of its Directors or a Member of the family of its Director, (b) a Director of a related organization, or (c) an organization in or of which one of the Corporation's Directors, or a Member of the family of one of its Directors, is also a Director, Officer, legal representative, or interested person, or in some other way has a material financial interest, unless:

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person MUST disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement. A Director shall prepare and deliver to the Board of Directors, on an annual basis, a written statement setting forth any potential conflict of interest or reciting affirmatively the absence of any conflict of interest, pursuant to the provisions of sub-section 6 below.
2. Determining Whether a Conflict of Interest Exists. After disclosure of all material facts regarding the transaction or arrangement and all details about the interested person's financial interest, the remaining Board or committee members shall decide if

a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest.

- a. The Interested person has the burden of proving that the interested transaction or arrangement is fair and reasonable as compared to other available transactions or arrangements.
- b. The Interested person may be present for discussion to answer questions, but may NOT advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.
- c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances that do not produce a conflict of interest, the Board or committee shall determine by a two-thirds (2/3) majority vote of the disinterested Directors whether the interested transaction or arrangement is in Corporation's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make a decision as to whether to enter into the interested transaction or arrangement.

4. Records of Proceedings. The minutes of all actions taken on such matters shall clearly reflect the following:

- a. The names of the interested person(s) who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's (or Committee's) decision as to whether a conflict of interest in fact existed.
- b. The names of persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceeding. Record who voted in the affirmative, who dissented, and who failed to vote.

5. Violations of the Conflict of Interest Policy.

- a. If the Board or committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford them an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board or committee



determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

6. Annual Statements. Each Director, Officer, and member of a Committee with powers delegated by the Board of Directors shall annually sign a statement which affirms:
  - a. Such person has received a copy of the Conflict of Interest Policy;
  - b. Such person has read and understands the Policy;
  - c. Such person has agreed to comply with the Policy; and
  - d. Such person understands Corporation is a charitable organization,

and in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one (1) or more of its tax-exempt purposes.

7. Compensation: This subsection shall govern when Corporation determines compensation.
  1. A Director who receives compensation, directly or indirectly, from Corporation for services is precluded from voting on matters pertaining to that Director's compensation; and
  2. A voting Member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Corporation for services is precluded from voting on matters pertaining to that Member's compensation.
8. Gifts, Gratuities, and Entertainment.
  1. Corporation may solicit and accept gifts that are consistent with its mission.
  2. Donations may generally be accepted by Corporation from individuals, partnerships, corporations, foundations, government agencies, or other entities, without limitations. Corporation may consider adopting a gift acceptance policy.
  3. In the course of its regular fundraising activities, Corporation may accept donations of money, real property, personal property, stock, and in-kind services.
  4. Corporation's Directors and/or Officers personally accepting gifts, entertainment or other favors from individuals or entities can result in a conflict of interest when the parties providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Director and/or Officer in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or

insignificant value which are not related to any particular transaction or activity of Corporation.

## **Article Twenty-One- Indemnification**

### Section 1. Indemnification.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that they were or are a Director, Officer or agent of the Corporation, or were or are serving at the request of the Corporation as a director, officer, or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding if they acted in good faith and in a manner they 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 their conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in the best interest of the Corporation, and with respect to any criminal action had reasonable cause to believe that their conduct was unlawful.

### Section 2: Indemnification Procedure.

Indemnification under Section 1 of this Article shall be made only as authorized herein. Such determination shall be made, only, in one of the following three manners:

- (a) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding upon consultation with legal counsel; or
- (b) If such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or
- (c) By the voting members, upon consultation with legal counsel.

### Section 3. Advances.

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 such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer or agent to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by the Corporation as authorized in Section 2.

#### Section 4. Merger and Consolidation.

For the purpose of this Article, references to the "CORPORATION" include all constituent Corporations or other business entities absorbed in a consolidation or merger and subordinate chapters established from time to time. Such references also include any director, officer, or agent of such a constituent Corporation, partnership, joint venture, trust or other enterprise, and shall apply as though such person served the Corporation in the named capacity.

#### Section 5. Insurance.

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, Officer or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in any capacity or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability under the provisions of this Article.

#### Section 6. Non-Exclusivity:

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of members or disinterested Directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Director, Officer or agent and shall inure to the benefit of the heirs, executor and administrators of such person.

#### Section 7. Bonding.

The President and any other Officer or Director shall, at the request of the Board of Directors, be bonded in such amount as the Board of Directors may deem necessary, the expense of such bond or bonds to be paid by the Corporation.

### **Article Twenty-Two - Protection Of Exempt Organization Status**

#### Section 1. Prohibited Activities.

Notwithstanding any other provision of these By-Laws:

- (a) Neither the Corporation, any subordinate Chapter, nor any director, officer or committee member shall conduct or carry on or permit any activities which are not permitted to be conducted or carried on by an organization exempt under Code Section 501 (c)(3) and the regulations established pursuant thereto.
- (b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the

Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. This includes reasonable compensation for employees and independent contractors. No member, trustee, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

- (c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (d) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) or the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (e) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry out any other activity prohibited by the Missouri Not-for-Profit Corporation Act or that is not in furtherance of the stated purposes of this Corporation or the National Society of the American Revolution.
- (f) The Corporation's service to the community shall be unrestricted based on considerations of physical handicap, national origin, race, color, creed, gender, age, religion, marital status, sexual orientation and status with regard to public assistance.
- (g) The Corporation shall not make grants to foreign organizations or send money or property to foreign organizations that are unrelated to the Corporation's charitable or educational mission.
- (h) The Corporation shall have no capital stock.
- (i) Notwithstanding any other provisions of this document, the Corporation shall not carry on any other activities prohibited by:
  - 1. An organization exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code (or the corresponding section of any future tax code); or
  - 2. An organization, contributions to which are deductible under Section 170(c) of the Internal Revenue Code (or the corresponding section of any future tax code).

## Section 2: Authorizations

- (a) The Corporation may solicit; take and hold, by bequest, devised gift, grant, purchase, lease or otherwise, any property, real, personal or mixed, or any undivided interest therein, without limitation to amount or value; to convey, sell, or otherwise dispose of such property; and to invest, reinvest, and deal with the same in such a manner as in the judgment of the Board of Directors, will best promote the purposes of the Corporation. Moreover, the Corporation may apply for and receive grants, accept bequests and establish and maintain an endowment fund.
- (b) Written Action - Pursuant to the Revised Statutes of the State of Missouri, any action required or permitted to be taken by the Board of Directors may be taken by written action, signed or consented to, in writing and same may be taken by electronic communication, by the number of Directors that would be required to take same action at a meeting of the Board at which all Directors were present and such action is effective when the last required Director signs the consent, unless the consent specifies a different effective date.
- (c) Disbursements for Charitable Purposes - All income and properties of the Corporation shall be devoted exclusively to charitable or educational purposes as provided in the Articles of Incorporation. The Board of Directors may adopt such policies, regulations, and procedures governing the management and/or disbursement of funds for such charitable purposes as in its opinion are reasonably calculated to carry out such purposes of the Corporation.

## Section 3. Prohibition Against Private Inurement.

No director, officer, committee member, employee, or agent of the Society, nor any other private individual, shall receive any of the net earnings or pecuniary profit derived from the operations of the Society or any other assets or property of the Society, at any time (whether in the course of conduct of the Society or upon dissolution); provided, however, that this shall not prevent the payment of reasonable compensation to any person for authorized services rendered to or for the Society.

## Section 4. Dissolution and Winding Up.

Upon the dissolution of the Society, assets shall be distributed to the National Society of the Sons of the American Revolution, or should such Organization not exist, then 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 Government for public purpose. Any such assets not so disposed of, shall be disposed of by a Court of competent jurisdiction of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes. No Director, Officer, or other private individual shall receive, or be entitled to receive, any distribution of the remaining property and assets of the Society. Upon dissolution of

the Society, all remaining property and assets of the Society after payment of or adequate provision for, the Society's debts and obligations, shall be distributed, in furtherance of the charitable purposes of the Society.

## **Article Twenty-Three – General Provisions**

### Section 1. Descriptive Headings.

Titles to paragraphs and subparagraphs are intended only for convenience of reference and shall be given no effect in the construction or interpretation of these By-Laws.

### Section 2. Governing Law.

These By-Laws shall be construed and interpreted in accordance with the laws of the State of Missouri.

### Section 3. Affiliations.

The Corporation may maintain professional affiliations that benefit and strengthen the Corporation in its capacity to fulfill its mission.

### Section 4. Revocation of Authorization.

The Board of Directors shall retain the right, within its sole discretion, to rescind its prior authorization, assignment, or delegation of authority.

### Section 5. Merger.

The provisions of the Missouri Not-for-Profit Corporations law shall be applicable to the conduct of the business of the Association. In the event of the failure of these By-Laws to provide for any act which is required or to refrain from any act prohibited in said event the statutory provisions shall control. When the statutes set forth in the Missouri Not-for-Profit Corporation Act allow a corporation to take action, to engage in certain activities, or to refrain from activities through its By-laws, then these By-Laws shall control unless specifically prohibited by Missouri law.