

BYLAWS OF NOEL BETTERMENT ASSOCIATION

A Nonprofit Corporation Formed Under the Laws of the State of Missouri

Article I - Name

The name of the organization shall be the "Noel Betterment Association." It shall incorporate under Missouri statutes for not-for-profit corporations.

Article II - Purpose

The corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Specifically, for the charitable civic purpose of making tangible and physical improvements for the general betterment of the community of Noel, Missouri. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

Article III - Board of Directors

Section 1. Management

The affairs of the corporation shall be managed, supervised, and controlled by a self-perpetuating Board of Directors consisting of not less than three (3) and not more than (15) persons (as decided from time to time by the Board of Directors) in a manner specified in Section 2.

Section 2. Meetings

The annual meeting of the Board of Directors shall be held on the third Thursday of the month of January. All meetings of the Board, regular or special, shall be held at the principal office of the corporation, or at such time and place within or without the State of Missouri as shall be determined by the Chairman or, if not designated by the Chairman, then as determined by the Board of Directors. The annual meeting shall be held for the purpose of electing Officers and Directors and transacting other business as may come before the meeting. Special meetings of the Board of Directors may be called by or at the request of the Chairman, or in the absence of the Chairman, by the Secretary, or any two Directors.

Members of the Board of Directors or of any Committees designated by the Board of Directors may participate in a meeting of the Board or Committee by means of conference telephone or similar communications technology whereby all persons participating in the meeting can communicate with each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Any action which is required to be or may be taken at a meeting of the Directors, or of any Committee of the Directors, may be taken without a meeting if consents in writing set forth the action to be taken and are signed by all members of the Board or of the Committee as the case may be. The consent shall have the same force as the effect of a unanimous vote at a meeting duly held and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the Committee as the case may be.

Section 3. Notice

Notice of any annual or special meeting shall be given at least five (5) days prior thereto by written notice delivered personally, emailed or mailed to each Director at such Director's business or home address. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Directors needs to be specified in the notice or waiver of notice of such meeting.

Section 4. Quorum

Two-thirds of the incumbent members of the Board of Directors shall constitute a quorum for the transacting of business at any meeting of the Board of Directors.

Section 5. Manner of Acting

The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under the Articles of Incorporation, these Bylaws, or any applicable Laws of the State of Missouri. The Chairman shall only cast a vote pertaining to decisions made by the Board of Directors when a vote of the regular Board members results in a tie. In such an instance the vote of the Chairman is required.

Article IV - Membership

Section 1. Membership Criteria

All individuals and businesses are eligible for membership in the Noel Betterment Association, without regard to any lawfully protected class. The Board of Directors shall enact procedures for the admission of members together with setting any membership dues.

Section 2. Individual Memberships

Any person may join as an individual member, entitled to a single vote. One person, one vote.

Section 3. Business/Institutional Memberships

Any agency, organization or institution may join as a business/institutional member, entitled to a single vote. The business/institution may send any employee/partner/co-owner to represent the business/institution at all meetings and functions of the Noel Betterment Association. However, anyone choosing to join as an Individual member and also as a business/institutional member (for one or more business/institutions), is still only entitled to one vote. One person, one vote.

Section 4. Membership Dues

Annual dues shall be assessed, at rates determined by the Board of Directors from time to time, payable at the beginning of the calendar year or at the time membership is sought.

Section 5. Good Standing

A member is considered to be in Good Standing when all dues are paid in full, the initial probationary period as described in Article VI Section 1 has elapsed, and no motion(s) of censure have been passed against the member.

Section 6. Termination of Membership

Membership may be terminated voluntarily by the member or by the Noel Betterment Association under the following conditions:

- a. Nonpayment of annual dues, and/or
- b. just cause.

Article V – Terms and Election of Directors

Section 1. Terms

Each Director shall be elected for a term of one (1) year, at an annual meeting of the Board of Directors. Vacancies occurring on the Board of Directors, including vacancies due to an increase in the number of Directors, may be filled by the Directors then in office, or by election at the option of the Board of Directors. Any Director may succeed himself/herself indefinitely.

Section 2. Vacancies

When vacancies occur, the Board shall consider the following criteria for the selection of Board members:

- a. The Board of Directors shall regularly seek the advice and counsel of the beneficiaries of all activities promoted by the Corporation in all its decisions.
- b. The initial members of the Board of Directors shall be:

Chairman; Bruce Arnold; 171 Red Hawk Ln., Anderson, Missouri 64831

Secretary & Vice Chairman; James Carroll; 216 Minnow Springs Ave., Noel, Missouri 64854

Treasurer; Marie Campbell; 1533 W. State Hwy. 90, Noel, Missouri 64854

Section 3. Removal

The Board of Directors may, by resolution adopted by a majority of the Directors, remove a fellow Board member for just cause. If a Board member is absent from three consecutive regular meetings of the Board of Directors, that Board member may be removed by an action of the majority of the Board members present at a regular or special meeting.

Article VI – Membership Voting and Meetings

Section 1. Voting

Both individual and business/institutional members are eligible to vote thirty (30) days after initial membership dues have been paid. Once membership has been established, by payment of dues and the waiting period, any member in good standing shall be entitled to vote on any issue put before the Noel Betterment Association, unless specified otherwise in these Bylaws.

Section 2. Meetings

- a. Called: Meetings of the Noel Betterment Association shall be held on the third Thursday of the month at 6:00 p.m unless a different time is specified in the monthly meeting announcement. The location of the meetings will vary from month to month, and shall be posted in the monthly meeting announcement not less than twenty-four (24) hours prior to the meeting.
- b. Quorum: Presence of two-thirds (2/3) of the Board of Directors shall constitute a quorum and the action of a majority of the members in good standing who are present and voting shall be the action of the Noel Betterment Association, unless specified otherwise in these Bylaws.

Section 3. Special Meetings

- a. Called: Special meetings of the Noel Betterment Association may be called either 1) by the Chairman; or 2) by order of ten (10) members. Upon failure of the Chairman to act on such a request or order within thirty (30) days it shall become the duty of the Vice Chairman to call the special meeting.
- b. Notice: Notice of special Noel Betterment Association meetings shall be given by the Secretary to all members, either by mail, email, or telephone. The notice shall state the date, time and place as well as the purpose of the meeting.
- c. Quorum: Presence of two-thirds (2/3) of the Board of Directors shall constitute a quorum and the action of a majority of the members in good standing who are present and voting shall be the action of the Noel Betterment Association, unless specified otherwise in these Bylaws.

Article VII – Officers

Section 1. Officers

- a. Officers: The officers of the Noel Betterment Association shall be the Chairman, Vice Chairman, Secretary, Treasurer and other additional officers as elected or appointed from time to time, not to exceed the maximum number of Directors as specified in Article III Section 1. An officer is also a member of the Board of Directors, and a Director may hold more than one office, unless otherwise prohibited by law.
- b. Term: Each officer shall take office at the January meeting, or at such other time as necessary to fill a vacancy, and shall serve for a term of one (1) year.
- c. Removal: Motions requesting the removal of an officer for not performing the duties of his/her office may only be entertained at a regular meeting. The proposed action must be included on the pre-meeting announcement agenda. Such action requires approval of two-thirds (2/3) of the membership present at the meeting.
- d. Duties: The officers shall perform those duties customarily assigned to the offices held.
 - i. Chairman -The Chairman shall preside at the meetings of the Noel Betterment Association, shall make committee appointments, and shall otherwise be responsible for the conduct of the business of the organization.
 - ii. Vice Chairman -The Vice Chairman shall assist the Chairman as may be requested by him/her, and shall perform the duties of the Chairman or secretary in his/her absence or in the event of his/her inability or refusal to act.
 - iii. Secretary -The Secretary shall be responsible for keeping the minutes of the meetings of the corporation and distributing copies of these minutes to all current members at least a week prior to the next meeting. They shall see that all notices are duly given in accordance with the provisions of these by-laws; maintain a list of members; and in general, perform all duties incident to the office of Secretary. The Secretary may choose to appoint a Deputy Secretary officer to assist the Secretary with their duties as they see fit. In the event the Secretary and Deputy Secretary are absent or otherwise unable to fulfill their duties, the Chairman may appoint a Secretary Pro Tem as necessary, until such a time as a Secretary and/or Deputy Secretary are able to resume their duties.
 - iv. Treasurer -The Treasurer shall be responsible for keeping and receiving records of all the funds of the Noel Betterment Association; deposit such funds in a depository approved by the officers; and pay authorized expenses upon order of the officers.

Section 2. Past Chairman

The past Chairman shall serve as an ex-officio officer providing assistance to the Chairman and other officers until a transition has been completed.

Article VIII – Committees

The Board of the Noel Betterment Association, as necessary, may designate regular or special project Committees; or any other such Committees as designated by the Chairman.

- a. The Chairman of each Committee shall be elected by members of the Committee or may be appointed by the Noel Betterment Association Chairman.
- b. The Chairman of the Noel Betterment Association shall be an ex-officio member of all Committees. At the Chairman's discretion, the past-Chairman or Vice Chairman may be asked by the Chairman to serve in this role.
- c. Meetings of each Committee may be called by its Chairman or by the Noel Betterment Association Chairman with sufficient notice given to the members of the Committee as determined by the Standing Rules adopted from time to time. Committees shall meet as often as is necessary to conduct their business.
- d. All Committees shall keep minutes of Committee meetings and submit a summary of the minutes at the following regular meeting of the Noel Betterment Association.
- e. The action of a majority of the members in good standing present and voting at a Committee meeting shall be the action of the Committee.
- f. Due to the need for increased flexibility of Committees, Standing Rules concerning the operation of Committees may be adopted and amended as necessary from time to time by the Board of Directors. Whenever adopted, modified, or deleted, Standing Rule changes will take effect no earlier than the next posted meeting. A minimum of twenty-four (24) hours advance notice is required before any change to the Standing Rules takes effect.

Article IX – Amendments

These bylaws may be amended by a two-thirds (2/3) majority vote of the members present and voting at any duly called meeting or special meeting of the corporation called for that purpose. Each proposed amendment shall be presented at a meeting prior to being voted upon and shall be printed in the minutes of that meeting.

Article X – Parliamentary Authority

- a. The Noel Betterment Association's meetings shall be governed by *Democratic Rules of Order* in all cases in which they are applicable and in which they are not in conflict with State or Federal Laws, these Corporate Bylaws, or any Standing Rules.
- b. The above Bylaws are hereby adopted and made immediately effective by affirmative vote by the undersigned Directors this _____ day of _____, 20_____.

_____ Bruce Arnold

_____ James Carroll

_____ Marie Campbell