

**BYLAWS  
OF  
Missouri Landowners Alliance**

A Missouri Nonprofit Corporation

ARTICLE I: OFFICES

The corporation may have offices at such places as the Board of Directors may from time to time determine or the business of the corporation may require. The primary address is:

309 N. Main Street  
Cameron, MO 64429

ARTICLE II: DIRECTORS

1. The affairs of the corporation shall be managed by the Board of Directors. The number of Directors to constitute the Board of Directors shall be determined by the Board of Directors, provided, however, that there shall always be at least three Directors. Directors shall be elected at the annual meeting of the Directors to serve for a term of three years or until his or her successor shall have been elected and qualified. Directors may be removed, with or without cause, by the vote of at least two-thirds of all the Directors at a meeting of the Directors called expressly for that purpose. Any vacancy created by such removal shall be filled for the unexpired term in respect of such vacancy by majority vote of the Directors present at such special meeting or, in the absence of such action at such special meeting, by resolution of the Board of Directors.

2. If the office of a Director becomes vacant for any reason, other than by removal of the Director in the manner described in paragraph 1 hereof, the remaining Directors shall choose a successor or successors which successor(s) shall hold office for the unexpired term in respect of which such vacancy occurred or until the next election of Directors.

### ARTICLE III: COMPENSATION OF DIRECTORS

Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board, reasonable out of pocket expenses, if any, may be reimbursed.

### ARTICLE IV: MEETINGS OF THE BOARD

1. The annual meeting of the Board shall be held at such time and place as shall be determined by the Board. Regular meetings of the Board may be held without notice at such time and place as shall from time to time be determined by the Board.

2. Special meetings of the Board may be called by the President, the Secretary, or 25 percent of the Directors on not less than two days' notice to each Director, either personally or by first class mail, email, telegram, telephone or facsimile.

3. A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the law, the Articles or Bylaws, objects to lack of notice and does not vote for or assent to the objected to action. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in any notice or waiver of notice of such meeting.

4. At all meetings of the Board, a majority of all the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, unless the action is one upon which, by express provision of the statutes, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern and control. If a quorum shall not be present at any meeting of Directors,

the Directors present thereat may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

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

6. Action required or permitted by law to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the corporate records reflecting the action taken. Such action shall be effective when the last Director signs the consent, unless the consent specifies a different effective date.

#### ARTICLE V: NOTICES

1. Whenever, under the provisions of the statutes, the Articles of Incorporation, or these Bylaws, notice is required to be given to any Director, such notice may be given orally or in writing. Notice may be communicated in person; by any form of wire or wireless communication such as telephone or telegraph; by mail or private carrier; by electronic mail; or if the preceding forms of personal notice are impracticable, by a newspaper of general circulation in the area where published; or other form of public broadcast communication such as radio, or television.

2. Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, and filed with the minutes or corporate records, shall be deemed equivalent thereto.

## ARTICLE VI: OFFICERS

1. The officers of the corporation shall consist of a President, a Secretary, Treasurer, and such other officers as may be elected by the Board of Directors. The Board of Directors may also elect a Vice Presidents who may be identified as "Senior" or "First" or by other appropriate title. The officers shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

2. The officers of the corporation shall hold their offices for a term of one year, or for such other term not exceeding three years as shall be determined from time to time by the Board of Directors. Officers may be reelected to successive terms. Any officers may be removed at any time by the Board of Directors. An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a future effective date. If the office of any officers becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

## ARTICLE VII: PRESIDENT

1. The President shall be the chief executive officer of the corporation and shall preside at all meetings of the Directors at which he or she is present. He or she shall perform such duties as the Board of Directors may prescribe and shall see that all orders and resolutions of the Board are carried into effect.

## ARTICLE VIII: VICE PRESIDENT

The Vice President, if any, in the order of their seniority shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors may prescribe.

### ARTICLE IX: OTHER VICE PRESIDENTS

Other Vice Presidents, if any, in the order of their seniority shall, in the absence or disability of the President and Vice President, perform the duties and exercise the powers of the President, and shall perform such other duties as the Board of Directors may prescribe.

### ARTICLE X: SECRETARY

1. The Secretary shall keep or cause to be kept a record of all meetings of the Board of Directors and shall record all votes and the minutes of all proceedings in a book to be kept for that purpose. He or she shall give, or cause to be given, notice of all special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be.

### ARTICLE XI: TREASURER

1. The Treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors and shall perform such other duties as the Board of Directors may prescribe.

2. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the corporation.

**ARTICLE XII: CHECKS**

All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate. All checks over \$1,000 USD will be countersigned by 2 officers. Checks less than \$1,000 USD may be signed by one officer. All checks will be approved at a board meeting before they are issued, except in the case of an emergency as determined by the Treasurer. Emergency checks may be issued prior to a board meeting if less than \$1,000 USD. They will appear in the treasurer's report as "already issued."

**ARTICLE XII: FISCAL YEAR**

The fiscal year of the corporation shall begin the first day of January in each year.

**ARTICLE XIV: SEAL**

The corporation shall not have a seal.

**ARTICLE XV: ALTERATION, AMENDMENT OR REPEAL OF BYLAWS**

These bylaws may be altered, amended or repealed at any regular or special meeting of the Directors by the affirmative vote of a majority of all the Directors in office.

**ARTICLE XVI: RECORDS**

1. The corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board of Directors.

2. The corporation shall maintain appropriate accounting records. A copy of the following records shall be kept at the corporation's principal office: the Articles of Incorporation and all amendments to them currently in effect, these Bylaws and all amendments to them currently in effect, a list of the names and business or home addresses of the current Directors and officers, the most recent annual report delivered to the Secretary of State, and appropriate financial statements of all income and expenses.

#### ARTICLE XVII: MEMBERSHIP REVOCATION

1. The Board retains the right to revoke the membership of any member if the interests of that member appear to the Board to conflict with those of the Missouri Landowners Alliance. If the Board does so within 30 days of membership, it shall refund the amount contributed to the Missouri Landowners Alliance by that member (if any).