

RESTATED BY-LAWS OF
LEBANON AREA FOUNDATION

As Amended August 2018

ARTICLE I

Definitions

All terms and provisions of these By-laws, and all operations of this corporation, shall be construed, applied and carried out in accordance with the intent of this corporation to be an organization which is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 and which is a public charity. For purpose of these By-laws:

(a) the terms “public charity”, “charitable purposes” and “qualified charitable organization” mean the same as their respective definitions in the Articles of Incorporation of this corporation;

(b) “Lebanon Area” means the community of Lebanon, Missouri and the area of Laclede County, Missouri, and such surrounding areas as the Board of Directors may from time to time determine; and

(c) any reference to a provision of the Internal Revenue Code of 1954 includes the corresponding provision or provisions then in effect of any subsequent Federal tax laws;

(d) “Director” means member of the Board of Directors; “Board” means Board of Directors.

ARTICLE II

Board of Directors

(a) Qualifications of Directors. The Board of Directors shall consist of United States citizens who are residents of, or active and have an interest in, or in business in Laclede County . Each member of the Board of Directors is to be selected for knowledge of the educational, cultural, civic, moral, public or other charitable needs of Laclede

County, and shall serve without compensation except for payment of reasonable expenses incurred for this corporation. Directors who are holders of any other office or position or who are affiliated with any other organization are to act in their own right as Directors, and not as representatives or delegates of any other organization, interest or group.

Directors who cease to be qualified shall automatically cease to be members of the Board. Failure without excuse acceptable to the Board to attend three (3) consecutive regular meetings of the Board shall operate as a tender of resignation. Vacancies by death, resignation, refusal to serve or otherwise shall be filled for the unexpired term by the Board.

(b) Election and Term of Office. As of July 2017, the Board of Directors shall consist of nineteen (19) persons. Directors chosen shall represent different facets of occupation, expertise and knowledge of the Lebanon Area. One-third of the Directors shall be elected each year to serve a term of three (3) years, and until the election and qualification of his or her successor.

(c) Directors - Nomination and Election Procedure. The initial Board of Directors shall be those persons designated in the Articles of Incorporation and shall serve until the first annual meeting called for that purpose and until the election and qualification of their successors.

The nominating committee shall submit to the Board one month prior to annual meeting or other meeting where Board vacancies are to be filled, its nominations for members to the Board of Directors. More than one name for each position to be filled may be submitted.

Nominations for any Board position may be made by any Board member at the meeting at which the election is to be held.

At any time when there are more names nominated than positions to be filled, voting thereon shall be secret and in writing. The person or persons receiving the highest number of votes cast shall be elected.

(d) Meetings, Notice, Quorum.

(1) An annual meeting of the Board of Directors for the election of members to the Board of Directors, its officers and the transaction of such business as may properly come before the meeting shall be held each year, during the month of June. The Board shall hold such regular meetings at such time and place as may be fixed by the Board, or if no time or place has been fixed by the Board, at such time and place as may be fixed by the President. Special meetings of the Board may be called by the President and shall be called by him or her upon the request of any two (2) Directors. Notice shall be given to each Director prior to any such meeting, but such notice may be waived by any Director and attendance at any such meeting shall be deemed to constitute a waiver of notice thereof. A majority of the members of the Board, 10 of 19 directors present at any meeting shall, except when a larger vote is expressly required herein, constitute a quorum. A quorum may also be established during the regularly scheduled board meeting with four (4) members of the Executive Committee present.

(2) The first annual meeting shall be called by the President within one (1) year following the adoption of these By-Laws.

(e) Powers and Duties of Directors. The Board of Directors shall have general charge of the affairs, property and assets of the corporation. It shall be the duty of the Directors to carry out the aims and purposes of this corporation and, to this end, to manage and control all of its property and assets. In carrying out its duties, the Board is authorized to elect officers and to employ or arrange for the services of an executive director on a full or part-time basis and other persons, including attorneys, agents or assistants, as in its opinion are necessary or desirable for the proper administration of the corporation, and to pay reasonable compensation for services and expenses thereof. The Board may also, from time to time, appoint and retain as Advisors, persons whose advice, assistance or

support may be deemed helpful in determining policies and formulating programs for carrying out the corporation's purposes and pay the reasonable expenses thereof.

(f) Miscellaneous.

(1) An independent certified public accountant appointed or approved by the Board shall at such time as the Board may determine, but at least annually, prepare for the Corporation a complete review of all financial actions and records. The certified public accountant shall also prepare such financial data as may be necessary for returns or reports required by state or federal governments to be filed by the corporation. The certified public accountant's charges and expenses shall be proper expenses.

(2) The Board shall at least annually inform the public that a financial review has been completed and that additional information may be obtained by contacting the Foundation. This will be done by notice in at least one daily newspaper of general circulation in the area.

(3) The Board shall take all other appropriate actions to make the corporation and its purposes known to the people of the Lebanon area, and in that connection, seek gifts to the corporation from a wide segment of the population of such area.

(4) Each member of the Board shall serve in a fiduciary capacity, and shall exercise his powers in such manner as not to disqualify any gift from deduction as a charitable contribution, gift or bequest, in computing any Federal income, gift or estate tax of the donor or his or her estate, and not to disqualify the corporation from Federal income tax exemption as a qualified charitable organization and/or from classification as a public charity.

(5) Neither the Board of Directors, nor any of its members individually, shall be liable for acts, neglects, or defaults of an

employee, agent or representative selected with reasonable care, nor for anything it may do or refrain from doing in good faith, including the following if done in good faith: errors in judgment, acts done or committed on advice of counsel, or mistakes of fact or law.

(6) The corporation shall indemnify each Director, officer and employee and each former Director, officer and employee of this corporation, against expenses, judgments, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any past, pending or threatened action, suit or proceeding, criminal or civil, to which he or she was, is or may be made a party by reason of being or having been such Director, officer or employee, provided a determination is made by the Board of Directors that:

(i) such Director, officer or employee was not, and has not been adjudicated to have been negligent or guilty of misconduct in the performance of his duty to the corporation of which he or she is or was a Director, officer or employee.

(ii) he or she acted in good faith in what he or she reasonably believed to be the best interest of such corporation; and

(iii) in any matter the subject of a criminal action, suit or proceeding, he or she had no reasonable cause to believe that his conduct was unlawful.

ARTICLE III

Officers

(a) Selection. At the organizational meeting and at each annual meeting of the Board of Directors, there shall be selected by majority vote a President, a Vice-President, a Treasurer, a Secretary, and such other officers of the corporation as the Board of Directors deems necessary, to hold office for one (1) year, and until the election and disqualification of their successors.

(b) Duties. The officers shall have the following duties:

(1) President. The President shall be the principal executive officer of the corporation and the Board of Directors and shall generally perform all the duties usually performed by presidents of like corporations. He or she shall preside at all meetings of the Board, and, in general, shall perform such other duties as from time to time may be prescribed by it.

(2) Vice-President. The Vice-President shall perform the duties of the President in the absence or inability of that officer. The Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

(3) Treasurer. The Treasurer shall have general charge of all money and other property belonging to the corporation and shall disburse the same under direction of the Board of Directors and shall keep an accurate account of same; and, in general, shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board.

(4) Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records, and of the seal of the corporation, if any; and, in general, perform such other duties as from time to time may be assigned to him or her by the President or by the Board.

(5) Other Offices. The Board of Directors may establish other offices and designate the duties thereof.

(c) Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by majority vote of the Board of Directors

and shall be for a period ending with the next regular election of officers as provided in paragraph (d) below.

(d) Officers, Nomination and Election. The Nominating Committee appointed by the President shall one month prior to annual meeting or other meeting where Board vacancies are to be filled, report its nominations for each officer position to be filled. More than one name may be submitted for each position, and additional nominations may be made by any Board Member at the meeting at which the election is to be held. At any time when there are two or more names nominated for a single office, balloting shall be secret and in writing. The person receiving the highest number of votes for the position to be filled shall be elected.

ARTICLE IV

Committees

(a) Executive Committee. The Board of Directors shall have an Executive Committee of six (6) Directors. The members shall be the President, Vice-President, Secretary, and Treasurer and immediate Past President and one At-Large Member elected by majority vote of the Board. Except as otherwise provided herein, such Committee shall, during the intervals between the meetings of the Board of Directors, possess and may exercise all of the powers of the Board in the management of the affairs of the corporation. Four (4) of the members of the Executive Committee present at any Executive Committee meeting shall constitute a quorum thereof. The Executive Committee shall keep full records and accounts of its proceedings and transactions. All action by the Executive Committee shall be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision and alteration by the Board provided that no rights of third persons shall be prejudicially affected thereby.

(b) Distribution Committee. The President shall appoint a Distribution Committee consisting of at least five (5) Board Members. The Distribution Committee shall have the responsibility and duty to determine, subject to the approval of the Board of Directors, the distribution of property of the corporation (subject to the provisions of

the Articles of Incorporation and these By-Laws) and such other duties as are from time to time prescribed by the Board.

(d) Finance/Investment Committee. The President shall appoint a Finance/Investment Committee of the Board from among their number. Such committee shall have the responsibility and duty to determine, subject to approval of the Board, the policies and types of investments deemed appropriate for the assets, and funds of the corporation. It shall see that adequate financial records are maintained by performing a quarterly financial audit and will oversee the reports of financial status that are made to the Board. It shall also have the responsibility and duty to determine, subject to the approval of the Board, whether gifts to the corporation are consistent with its purposes and the laws governing its activities and whether such gifts shall be accepted.

(e) Public Relations Committee. The President shall appoint a Public Relations Committee of the Board from among their number. Such committee shall have the responsibility and duty to determine subject to the approval of the Board, the policies and programs best suited to assure the corporation a favorable public image.

(f) Endowment Committee. The President shall appoint an Endowment Committee consisting of at least five (5) Board Members. It shall be the responsibility of this committee to plan and implement procedures for obtaining funds for the Permanent Endowment Fund of Lebanon Area Foundation.

(g) Nominating Committee. The President shall appoint a Nominating Committee consisting of five (5) members of the Board of Directors. This committee shall be responsible to submit nominations for Board of Directors and for Officers at such meetings where nominations are required.

(h) Community Cares Committee. The President shall appoint a Community Cares Committee consisting of at least five (5) Board Members. It shall be the responsibility of this Committee to oversee the implementation and accountability of the Community Cares Program in accordance with guidelines approved by the board.

(i) Other Committees. The Board of Directors may provide for such other standing or special committees, as it deems desirable, and may discontinue the same at its pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with the law, the Articles of Incorporation or these By-laws, as said Board may prescribe. Vacancies in such other committees shall be filled by the President, or as the Board may provide.

(j) Advisory Council. The Board of Directors may establish and from time to time may in its discretion elect members to an Advisory Council. Each person elected to the Advisory Council shall be chosen for its interest in and contributions to the community, and for his or her exceptional knowledge of the educational, cultural, civic, moral, public or charitable needs of Laclede County. Each member's term shall commence as of the date of his or her election and shall terminate at the annual meeting specified by the Board at a time the member is elected, unless sooner terminated by such member's death, resignation or removal by the Board.

The Advisory Council, or any individual member thereof, may counsel or advise the Board of Directors or any committee thereof with respect to the activities, purposes, or goals of the Foundation, and upon invitation by the President or any Board committee chairman, may serve as a non-voting member of any standing or special committee.

ARTICLE V

Gifts to the Corporation

(a) Method. Donors may make gifts to the corporation by naming or otherwise identifying the corporation, whether or not an agent is designated to have custody of the property contributed. Gifts shall vest in the corporation upon receipt and acceptance by it (whether signified by an officer, employee or agent of the corporation). The corporation may enter into agreements with agents having custody of funds of the corporation, specifying additional terms of such custody. A donor may designate one or more agents of the corporation to have custody of and administer the investment of a gift, and if more than one, the portions of the gift to be so held and administered by

each. In case of failure of a donor to designate an agent of such portions, or failure of a designated agent to accept custody of a gift, the Board of Directors may in each case, so far as necessary, designate one or more of the agents to have custody of and administer the investment of the gift, and if more than one, the portions to be so held and administered by each.

(b) Terms. Each donor by making a gift to the corporation accepts and agrees to all the terms of the Articles of Incorporation and these By-laws, and provides that the fund so created shall be subject to the provisions of these By-laws for the presumed intent of donors, variance from a donor's restrictions and amendments and termination, and to all other terms of the Articles of Incorporation and these By-laws and any agency agreement between the corporation and agents having custody of the funds of the corporation, each as from time to time amended.

(c) Gifts in Trust. If a gift is made to a trustee in trust to make income or other payments for a period of a life or lives or other period, to any individuals or for non-charitable purposes, followed by payments to the corporation, or in trust to make income or other payments to the corporation, followed by payments to any individuals or for non-charitable purposes, only the payments to the corporation shall be regarded as subject to the corporation's Articles of Incorporation and these By-laws and then only when the corporation becomes entitled to their use. The Board may take such actions as it from time to time deems necessary to protect the corporation's rights to receive such payments.

(d) Donor's Restrictions.

(1) Any donor may, with respect to a gift made by such donor to the corporation, provide at the time of the gift, restrictions which are not inconsistent with the charitable purposes of the corporation, as to (i) the field of charitable purposes or particular charitable organizations or purposes to be supported, (ii) the manner of distribution, including amounts, times and conditions of payment, and whether from principal and/or income (iii) the geographical limits

or use of the gift, including use in or for areas outside the community of Laclede County, (iv) the name, as a memorial or otherwise, for a fund given, or addition to a fund previously held, or anonymity for the gift, and (v) reasonable limits on or additions to investment powers.

(2) All such restrictions by donors shall be followed except as provided in sections (f) and (g) of this Article, or in other provisions of these By-laws or in the Articles of Incorporation or by law.

(e) Investments. No gift shall be required to be separately invested or held unless so provided by a restriction of the donor, or unless it is necessary in order to follow any other restriction of the donor as to purpose or investment, or unless in order to prevent tax disqualification, or unless it is required by law. Restrictions involving the naming of a fund as a memorial or otherwise may be satisfied by keeping under such name, accounts reflecting appropriately the interest of such fund in each common investment.

(f) Presumption as to Donors' Intent. Each gift to and fund of the corporation shall be presumed to be intended (1) to be used only for charitable purposes, (2) to be productive of a reasonable return of net income which (except during the period referred to in section (c) of this Article) is to be distributed at least annually, or if accumulated, is to be accumulated only in a reasonable amount and for a reasonable period for a charitable purpose or purposes, and (3) to be used only for such of those purposes and in such manner as not to disqualify the gift or fund from deduction as a charitable contribution, gift or bequest in computing any Federal income, gift or estate tax of the donor or his or her estate and not to disqualify the corporation from exemption from Federal income tax as a qualified charitable organization and/or from classification as a public charity; and each gift and fund shall not be otherwise applied. If a restriction by the donor, however expressed, would, if followed, result in use contrary to the intent so presumed, or if the Board of Directors is advised by counsel or the Donor Relations Committee that there is substantial risk of such result, the

restriction shall not be followed, but shall be varied by the Board as far as necessary to avoid such result, except that if the donor has clearly stated that compliance with the restriction is a condition of the gift, then the gift shall not be accepted in case of such advice unless an appropriate judicial or administrative body first determines that the condition and restriction need not be followed. Reasonable charges and expense of counsel for such advice and proceedings shall be proper expenses.

(g) Variance. Whenever the Board of Directors decides that conditions or circumstances are such or have so changed since a restriction by the donor as to purpose, or manner of distribution, use or investment was provided, that literal compliance with the restriction is unnecessary, undesirable, impractical or impossible, or the restriction is not consistent with the corporation primarily serving effectively the charitable needs of the Lebanon area, it may, by the affirmative vote of the majority of the whole Board, order such variance from the restriction and such application of the whole or any part of the principal or income of the fund as in its judgment is then necessary to serve more effectively the charitable purposes of the corporation, taking into consideration the donor's wishes.

ARTICLE VI

Distributions and Disbursements

(a) Determination of Distributions in General. The Board of Directors, on advice of the Distribution Committee, not less frequently than yearly shall (1) determine all distributions to be made from net income and principal of this corporation (including funds held by agents of the corporation) pursuant to provisions of the Articles of Incorporation and these By-laws and make, or authorize and direct the respective agents having custody of the funds of this corporation to make payments to organizations or persons to whom payments are to be made, in such amounts and at such times and with such accompanying restrictions, if any, as it deems necessary to assure use for the charitable purposes and in the manner intended; and (2) determine all disbursements to be made for administrative expenses incurred by the Board and direct

the respective agents having custody of funds of this corporation as to payment thereof and funds to be charged.

(b) Voting Requirements. All distribution determinations provided for in (a) (1) shall be by the affirmative vote of a majority of the whole membership of the Board of Directors in office unless otherwise expressly provided by a donor's restriction at the time of the gift (which is nevertheless subject to variance as provided in Article V).

(c) Distribution of Capital. Determinations may be made to distribute capital from funds given without restrictions as to principal or income as well as pursuant to provisions expressly permitting use of principal.

(d) Investigations and Research. The Board of Directors, through the Distribution Committee, shall gather and analyze facts and conduct such investigation and research as from time to time is necessary in order to determine the most effective agencies and means for meeting the needs of the Lebanon area, through distribution of funds given for charitable purposes, and may direct disbursements for such fact gathering, analysis, investigation and research from funds given for such purposes or from funds given without restrictions as to purpose. Disbursements for other proper administrative expenses incurred by the Board, including salaries for such professional and other assistance as it from time to time deems necessary, shall be directed to be paid so far as possible, first from any funds which are designated and available for such purpose, and any balance out of other funds.

(e) Distributions to Other Organizations or Agencies. The Board of Directors may, in furtherance of the corporation's charitable purposes, direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board can best carry out such purposes or help create new qualified charitable organizations to carry out such purposes.

ARTICLE VII

Corporate Seal

The Board of Directors may provide a seal for the corporation, which shall be in

the charge of the Secretary or such other officer as the Board may from time to time direct, and shall be affixed to such documents as may require the corporate seal.

ARTICLE VIII

Fiscal Year

The fiscal year of the corporation shall be as designated by the Board of Directors.

ARTICLE IX

Amendments and Dissolution

(a) A majority of the whole membership of the Board of Directors in office may, at a meeting called for that purpose or at an annual meeting:

(1) amend the Articles of Incorporation or these By-laws (i) in order to maintain deductibility of gifts to the corporation for Federal income, gift and estate tax purposes for donors and their estates; (ii) in order to maintain the Federal income tax exemption of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and/or its classification as a public charity; (iii) in order to conform to and with any provision or provisions of the laws of the State of Missouri and the United States; and/or (iv) in such other respects, consistent with the objectives and purposes of the corporation, as such board of Directors may from time to time find necessary.

(2) direct transfer of all corporation funds to a new corporation organized for exclusively charitable purposes and with provisions consistent with those of the Articles of Incorporation and these By-laws; and

(3) dissolve this corporation.

(b) Any action required by this Article to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds of the membership of the Board in office.

ARTICLE X

Purposes and Powers

The purpose of the corporation is to receive, administer and distribute funds for charitable purposes primarily for the benefit of the Lebanon, Missouri area and vicinity thereof, as limited by and in accordance with Section 501 (c)(3) of the Internal Revenue Code and 1.501 (c)(3)-1 of the Income Tax Regulations, as set forth (but not limited to) in the following:

- (a) For the promotion of civic improvement, and the preservation of the cultural, environmental and ecological heritage of the community;
- (b) For the care and assistance of the sick, aged, needy, and disabled;
- (c) For the assistance and guidance of youth;
- (d) For providing scholarships and otherwise assisting in the education of deserving young persons;
- (e) For the promotion of public recreation and character-building;
- (f) For the improvement of physical, moral, social and domestic conditions;
- (g) For the promotion of sanitation and physical hygiene;
- (h) For the improvement of living and working conditions of humans, animals and other living creatures;
- (i) For promoting scientific research for the advancement of human knowledge and the alleviation of suffering of humans, animals and other living creatures;
- (j) For research into the causes of ignorance, poverty, crime, and vice, for preventing the operation of such causes, and for remedying or ameliorating the conditions resulting therefrom; and
- (k) For assisting individuals, associations, corporations, and institutions engaged in any of the above purposes.

The corporation shall not use its position in any way to influence legislation of any type. Further, any participation or intervention in political campaigns on behalf of a candidate for public office by the corporation shall be prohibited.