

ENVIRONMENTAL TASK FORCE OF JASPER AND NEWTON COUNTIES

A MISSOURI NOT-FOR-PROFIT CORPORATION

BY-LAWS

ARTICLE I: Office

1.01 Registered Office and Agent. The name of the Corporation shall be Environmental Task Force of Jasper and Newton Counties, a Missouri Not-for-Profit Corporation. Its principal office shall be located in Jasper County, Missouri, or Newton County, Missouri. The registered agent of the Corporation, required by the General Not-for Profit Corporation Law of Missouri to be maintained in the State of Missouri, and the address of the registered agent, may be changed from time to time by the Board of Directors.

ARTICLE II: Members

2.01 Membership. The members shall be Jasper County and Newton Counties.

2.02: Advisory Council: There shall be an Advisory Council. The Council shall be composed of cities and villages within the two Counties, industries, businesses, chambers of commerce, not for profit corporations and similar organizations within the two Counties and individuals within the two Counties and each having an interest in environmental issues. The Chair of the Council shall be appointed by the President of the Corporation and shall serve a term of one year. The Council shall meet at least once a year.

ARTICLE III: Directors

3.01 Powers and Term of Office. The Board of Directors shall be in charge of the business and manage the affairs of the Corporation. Each Director shall hold office from appointment to and until the expiration of the term of such Director, or until such Director's successor is duly designated and qualified.

3.02. Board of Directors. The Board of Directors shall be composed of fourteen (14) members. Eight (8) Directors shall be appointed by Jasper County and six (6) by Newton County.

3.03 Board of Directors Term of Office. The term of office shall be for four (4) years. At the first meeting of the Board after reorganization, the Directors shall be divided in two groups – one group consisting of four (4) to serve a two (2) year term and the other group consisting of four (4) Directors shall serve a four (4) year term. Non-voting ex-officio members of the Board of Directors may be appointed by majority vote of the voting Directors.

3.04 Qualifications of Directors. Each Director of the Corporation shall be a natural person and shall be a resident for a minimum of four (4) years of either Jasper County or Newton County. A Director may be re-appointed for one (1) or more successive terms.

3.05 Meetings. The annual meeting of the Board of Directors of the Corporation shall be held at such place as may be selected, in Jasper County, Missouri, or Newton County, Missouri, at such time as determined by the Board of Directors on the 1st Tuesday in November in each year for the purpose of electing officers, exchanging information, adopting policies and transacting such business as may come before the meeting.

The Board of Directors may meet regularly or specially at such time and place as the Board determines.

3.07 Resignation of Directors. Any Director of the Corporation may resign at any time upon filing a resignation in writing with the Secretary of the Corporation. Such resignation shall state the date it shall become effective but, unless sooner accepted by the Board of Directors, shall not become effective sooner than fifteen (15) days after the same is filed with the Secretary of the Corporation. Any such resignation shall result in a vacancy on the Board of Directors which shall be filled by the County who appointed the resigning Director

3.08 Removal of Directors. Any Director of this Corporation maybe removed without cause by the County who made the appointment. Said County shall appoint another Director to complete the term of office.

3.09 Vacancy. Whenever, for any reason, there is a vacancy on the Board of Directors of the Corporation, the appropriate County shall appoint a replacement to complete the term of office.

3.10 Place of Meeting. All meetings of the Board of Directors shall be held at such place as may be selected, at a specified time, in Jasper County, Missouri, or Newton County, Missouri, as the Directors shall specify in the notice of any special meeting.

3.11 Public and Closed Meetings. All meetings of the Board of Directors, except those dealing with personnel matters or legal issues, are open to the members and public. The Board of Directors may, by a majority vote, go into a closed session to deal with personnel matters or legal issues.

3.12 Notice of Special Meeting. Notice of a special meeting may be given to a Director informally by telephone to the residential or business telephone number of a Director, in person to a Director, email or in writing by first class United States Mail addressed to a Director's last known address. Notice shall be given at least seven (7) days prior to the date of any such special meeting. If sent by mail, such notice shall be effective upon dispatch, actual receipt by a Director not being required. Any notice given of a special meeting shall include the date, time, place and purpose of the special meeting. A Director may waive notice of any meeting by the Director's signature to a writing to that effect delivered to and filed with the Secretary, before or after any such meeting.

3.13 Quorum. Four (4) members of the Board of Directors, of which a minimum of two (2) must be from each County, shall constitute a quorum for the transaction of any business of the board, but if less than a quorum of Directors is present at the meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3.14 Meeting of all Directors. If all Directors shall, by agreement, meet at any place either within or without the State of Missouri, such meeting shall be valid, without call or notice, and any corporate action may be taken.

3.15 Informal Action by Directors. Any action required to be taken at a meeting of the Directors may be taken without an actual meeting if a consent in writing, setting forth the action so taken shall be signed by all Directors of the Corporation.

3.16 Manner of Acting. The act of the majority of the Directors in attendance, a quorum then being present, taken in any meeting of the Board of Directors shall be the act of the Board of Directors.

3.17 Vote of Directors. Each Director shall be entitled to one vote upon each matter submitted to a vote of the Board of Directors. No Director shall be qualified to vote upon any matter concerning such Director's removal or qualification to serve as a Director or an officer.

3.18 Compensation. Directors, as such, shall not receive any compensation for their services; provided however, that the reasonable and necessary expenses incurred by a Director in behalf of the corporation shall be reimbursable. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE IV: Officers

4.01 Number. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, and such other officers as may be authorized by the Board of Directors. Officers shall be selected from the members of the Board of Director of the Corporation.

All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided, in the By-laws, or, in the absence of such provision, as may be determined by the Board of Directors.

4.02 Election and Term of Officers. The officers of the Corporation shall be elected at the annual meeting of the Board of Directors of the Corporation. If the election of officers should not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Vacancies may be filled or new offices created and filled at any

meeting of the Board of Directors. The term of office shall be the current fiscal year. Each officer shall hold office during the respective term of office, or until death, resignation, or a successor shall be duly designated and shall have qualified. Each officer upon election, and continually during such officer's term of office as such, must then be a current member of the Board of Directors.

4.03 Resignation of Officers. Any Officer of the Corporation may resign at any time upon filing a resignation in writing with the Secretary of the Corporation. Such resignation shall state the date it shall become effective but, unless sooner accepted by the Board of Directors, shall not become effective sooner than fifteen (15) days after the same is filed with the Secretary of the Corporation.

4.04 Removal. Any officer or agent may be removed, with or without cause, by the majority vote of the Board of Director then in office, whenever in their judgment the best interests of the Corporation would be served thereby.

4.05 Vacancies. A vacancy in any office because of term expiration, death, resignation, removal, disqualification or otherwise, may be filled in like named as set forth in Article IV, Section 2. above.

4.06 President. The President shall be the principal executive officer of the Corporation and in general shall perform all duties incident to the office of the President, and every other duty as may be prescribed by the Board of Directors from time to time. The President may call a special meeting of the Directors or Members at any time.

4.07 Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all powers of and be subject to all restrictions of the President, and such other duties as from time to time may be assigned to the Vice President by the President or the Board of Directors.

4.08 Secretary. The Secretary shall:

- a. keep the minutes of all meetings in one or more books provided for that purpose;
- b. see that all notices are duly given in accordance with these By-laws or as required by law;
- c. be custodian of the corporate records of the Corporation;
- d. keep a register of the post office address and email address of each Director; and
- e. in general, perform all duties incident of the office of Secretary, and such other duties as from time to time may be assigned to the Secretary by the President or Board of Directors.

4.09 Treasurer.

a. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive all moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IV of these By-laws:

b. In general, perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

4.10 Salaries. No officer shall receive any salary or compensation for the services rendered as such to the Corporation.

ARTICLE V: Committees

5.01 Standing committees. The Board of Directors at the annual meeting of the Board of Directors and members shall determine the mission, scope and number of members for each standing committee. The President, with the approval and consent of the Executive Committee, shall appoint each member of a standing committee, other than the Executive Committee, and shall appoint at least one (1) Director to each standing committee. The members of each standing committee, other than the Executive Committee, shall serve as such to and until the next occurring annual meeting of the Board of Directors and members after appointment.

Prior to making committee appointments, the President may ask for volunteers for appointment to serve on each standing committee. The President is not required to appoint everyone who volunteers. Any individual may serve on a committee. Younger individuals, in particular, are encouraged to participate in the operation of the committees of the corporation.

The President shall also designate the chairperson of each standing committee, other than the Executive Committee. Each standing committee, when formed, shall be self-organizing and shall elect a Secretary, and shall perform the function and discharge the duties as directed and provided by the Board of Directors or the President.

The following standing committees with the composition and purposes indicated are created:

Executive Committee: The Executive Committee shall be responsible for the general management of the Environmental Task Force of Jasper and Newton Counties operating within the authority granted by the Board of Directors. The Executive Committee shall consist of all officers of the Corporation and such additional persons as the Board of Directors may direct. A quorum of the Executive Committee shall consist of a majority of its members. The Executive Committee shall meet as necessary. The President

may call meetings at any time. Three (3) members of the Executive Committee may request a meeting of the Executing Committee. The President shall be the Chairman of the Executive Committee.

Membership Committee: The Membership Committee shall review all applications for membership in the Environmental Task Force of Jasper and Newton Counties and shall either approve or disapprove such applications. In addition, the Membership Committee shall recruit organizations for membership in the Environmental Task Force of Jasper and Newton Counties who would add to the effectiveness of the work of the Environmental Task Force of Jasper and Newton Counties. The Membership Committee shall have such number of Committee members as the Board of Directors may select.

Nominating Committee: The Nominating Committee shall meet on or before May 31st of each year and shall submit to the Board of Directors, by June 30th, a proposed slate of officers.

5.02 Other committees. Other committees may be created by a resolution adopted by a majority of the Directors then present at a duly called meeting at which a quorum is present.

ARTICLE VI: Dues

Members dues, if any, shall be established by contract between the Corporation and the Member Counties. Dues, if any, for the Advisory Council shall be set by the Board of Directors annually.

ARTICLE VII: Contracts, Loans and Deposits

7.01 Contracts and Other Instruments. Except as hereinafter provided, all papers and instruments executed on behalf of the Corporation shall be executed in the name of the Corporation and be signed by each of the then serving President and Secretary of the Corporation.

7.02 Checks. Drafts, or Orders: The signature of the President and Treasurer shall be required to duly authorize the expenditure of any funds of the Corporation. No funds of the Corporation shall be authorized to be expended without the unanimous consent and signature of the two (2) named officers.

7.03 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name.

7.04 Deposits All funds of the Corporation not otherwise employed shall be deposited by the Treasurer from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

7.05 Gifts The Board of Directors may accept on behalf of the Corporation any

contribution, gift, bequest or devise for any purpose of the Corporation.

ARTICLE VIII: Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and any committees having and exercising any of the authority of the Board of Directors, and shall keep at a location for the Corporation records giving the names and addresses of the Board of Directors. All books and records of the Corporation may be inspected by any Director, for any proper purpose, at any reasonable time.

ARTICLE IX: Seal

There shall be no corporate seal.

ARTICLE X: Fiscal Year

The fiscal year of the corporation shall begin on the 1st day of January in each year and end at midnight on the 31st day of December each year.

ARTICLE XI: Dissolution and Distribution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of Jasper County, Missouri, and/or Newton County, Missouri, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI: Exempt Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, Directors, 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 distribution in furtherance of the purposes set forth in the Articles of Incorporation. 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 any candidate

for any public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) 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) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE XIII: Waiver of Notice

Whenever any notice is required to be given under the provisions of applicable sections of the Missouri Statutes or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV: Amendments

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of all then serving Directors at any meeting specifically called for this purpose, if written notice is given, in accordance with Article III Section 3.12 of intention to alter, amend or repeal or to adopt new by-laws at such meeting.