

BYLAWS
OF
ALLIANCE OF NATURAL RESOURCE OUTREACH AND SERVICE PROGRAMS
(ANROSP)
A NONPROFIT CORPORATION

ARTICLE I
NAME, PURPOSE, AND RESTRICTIONS

Section 1. Name: The name of the organization shall be the Alliance of Natural Resource Outreach & Service Programs (ANROSP; the Alliance)

Section 2: Purpose: The purposes of the Corporation shall be those non-profit purposes stated in the Articles of Incorporation, as they may be amended. No part of the net earnings or other assets of the Corporation shall inure to the benefit of, be distributed to or among, or revert to, any director, officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated in the Articles of Incorporation. In addition, the Alliance of Natural Resource Outreach & Service Programs is organized to promote awareness and citizen stewardship of natural resources through science-based education and service programs:

- A. To provide leadership, information, and resources to support the establishment and expansion of member programs in all 50 states.
- B. To serve as the primary nexus of information about natural resource outreach and service programs for natural resource professionals, volunteers, and interested citizens.
- C. To increase knowledge of best practices for natural resource outreach and service programs and encourage their adoption.
- D. To build effective program partnerships and collaborations at local, state, and national levels.
- E. To increase the scope and activity of science-based community-level environmental stewardship programs across the nation.

Section 3. Advocacy prohibition: No part of the activities of the Alliance shall be devoted to advocacy, lobbying, politically or privately promoting issues, agendas or businesses and personal endeavors, by propaganda or otherwise, using the Alliance name or themselves as an Alliance representative.

ARTICLE II

OFFICES

The principal office of the Corporation in the State of Missouri shall be located in the City of Columbia, Missouri. The Corporation may have such other offices within or without said City as may be required.

The registered office of the Corporation required under the laws of the State of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time in conformity with the laws of the State of Missouri. The Corporation shall maintain a registered agent whose address shall be the same as that of the registered office of the Corporation.

ARTICLE III

PARTNERS AND AFFILIATES

Section 1. Alliance Partners: Alliance partners shall be of two types: programmatic and financial.

- A. Programmatic partners: to be defined by *ad hoc* Partnership Committee.
- B. Financial Partners: support the work of the organization through funding of ANROSP activities.

Section 2. Alliance Affiliates: Alliance affiliates shall be those organizations that share the Alliance philosophy and share or endorse the Alliance's goals and purpose. Affiliates will help promote and market the Alliance and its member programs.

ARTICLE IV

MEMBERSHIP

Section 1: Membership categories:

- A. Programmatic membership: The primary members of the Alliance are natural resource outreach and service programs that share the Alliance mission and meet the membership requirements (see below).
 - 1. Programmatic membership criteria: Eligible member programs must have a natural resource focus; be community-based in service; offer a minimum of 20 hours of service-oriented education; include a field component, either self-study or expert-led, as part of that education; may not be a for-profit organization; and must complete an annual survey to provide input for a programmatic database. Member programs may designate up to three representatives to the Alliance. Each program receives one vote (see section 4 below).

B. Friend membership: Friend membership is available to any friend interested in supporting the goals of the alliance who meets the membership requirements (see below).

1. Friend membership criteria: Friend memberships are available to individuals who express an interest in the Alliance and a desire to support it.

C. Additional levels of membership: Special membership categories such as honorary or emeritus may be defined and instituted by the Board of Directors.

Section 2: Membership criteria:

A. Membership requirements: Membership in the Alliance shall be established and maintained as set forth by the Alliance of Natural Resource Outreach & Service Programs and is subject to committee review.

Section 3. Annual dues:

A. Membership period: The membership period is for one calendar year, from January 1 through December 31. Continued membership is contingent upon being current with membership dues. The amount required for annual dues may be changed by a majority vote of the Board of Directors at an annual meeting.

B. Programmatic membership: An introductory membership rate shall apply to first-time programmatic membership in the Alliance. There will also be a renewal/continuing membership rate.

C. Friend membership: An introductory membership rate will apply to first-time friend membership in the Alliance. There will also be a renewal/continuing membership rate.

Section 4. Rights of members: Each member program shall be eligible to appoint one voting representative to cast the program vote in Alliance elections. A friend membership does not confer voting rights.

Section 5. Resignation of membership: A member may resign by filing a written notice of resignation with the Alliance Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued.

Section 6. Annual Meeting: The annual meeting of the Members shall be held as determined by the Board of Directors of the Corporation. Such annual meeting shall be for the purpose of electing directors and for the transaction of such other business as may come before the meeting. At the annual meeting, the President and chief financial officer of the Corporation shall report on the activities and financial condition of the Corporation.

Section 7. Special Meetings: Special meetings of the Members may be called by the President, the Board of Directors, or a majority of the Members.

Section 8. Place of Meeting: The place of meetings of the Members shall be held at the Corporation's principal office, or at such other location as may be specified by the Board of Directors.

Section 9. Participation Through Electronic Communication: Members may participate in a meeting of the Members by means of 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.

Section 10. Action Without Meeting: Any action required or permitted to be taken at a meeting of Members may be taken without a meeting if consents in writing, setting for the action so taken, shall be signed by at least eighty percent (80%) of the Members entitled to vote with respect to the subject matter thereof. Written notice of member approval pursuant to such action shall be given to all Members who have not signed the written consent. The Secretary of the Corporation shall file the consents with the minutes of the meetings of the Members of the Corporation.

Section 11. Notice: Written or printed notice stating the place, day and hour of each meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than ten (10), or if notice is mailed by other than first class or registered mail, thirty (30), nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary or the persons calling the meeting, to each Member entitled to vote at such meeting or otherwise shall be announced at the immediately preceding meeting of the Members. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 12. Voting: Each Member shall be entitled to one vote on each matter submitted to a vote of Members. The vote of a majority of the votes entitled to be cast by the Members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members.

Section 13. Quorum: A majority of the Members shall constitute a quorum for the transaction of business at any meeting of the Members.

Section 14. Manner of Acting and Rules of Order: In all matters not covered by the Bylaws, parliamentary procedures shall be governed by the manual known as "Robert's Rules of Order, the Modern Edition." The act of the majority of the Members present at a meeting of the Members at which a quorum is present shall be the act of the Members, unless a greater number is required under the Articles of Incorporation, these Bylaws, any applicable laws of the State of Missouri or Robert's Rules of Order.

Section 15. Powers: All powers not reserved to the Members are delegated to the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Board role, size, and compensation: The Board of Directors (hereinafter referred to as “the Board”) is responsible for the overall policy and direction of the Alliance, and delegates day-to-day operations to staff and committees. The Board shall have a minimum of five and a maximum of eleven members. All members of the Board shall have full voting privileges. All board members must be Programmatic Members of the Alliance and in good standing. Board members in good standing who experience a change of status in program affiliation during their elected term will be encouraged to finish their term if they so desire. The Board receives no compensation other than reasonable expenses (if available).

Section 2. Terms: All Board members shall serve two year terms. At the initial election, five (5) board members will be elected to serve one year terms and six will be elected for two year terms. Thereafter all board members will serve two year terms. Board members are eligible for re-election for up to 2 consecutive terms. After they have served two terms, they may be elected again after a two year absence from the board.

Section 3. Removal and Resignation: Any director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed, with or without cause, by the affirmative vote of a majority of the Members at a meeting of the Members at which a quorum is present; provided, however, that a director elected by the Members may be removed by the Members only at a meeting called for the purpose of removing the director, and the notice of such meeting shall state the purpose, or one of the purposes, of the meeting is removal of the director. Any such resignation or removal shall take effect at the time specified therein.

Section 4. Meetings:

- A. Annual Meetings: The annual meeting of the Board of Directors shall be held in the month of November of each year, and shall immediately follow the annual meeting of the Members of the Corporation, and shall be held for the purpose of electing new officers and transacting such business as may come before the meeting.
- B. Special Meetings: Special meetings of the Board of Directors may be called by or at the request of the President or by any two directors.
- C. Frequency and Location: Meetings of the Board of Directors, regular or special, may be held at any place either within or outside the State of Missouri, or from time to time by resolution of the Board of Directors or by unanimous written consent of the members thereof. Meetings of the Board of Directors shall be held upon such notice as provided herein. 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 the notice or waiver of notice of such meeting.

- D. Format: Meetings may be held by teleconference or other remote electronic means, so long as a quorum is present and the electronic medium permits the democratic participation of all Board members.
- E. Action Without Meeting: Any action which is required to be or may be taken at a meeting of the directors, or any committee established by the Board of Directors, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the Board or of the committee as the case may be. The consent shall have the same force and effect as 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.
- F. Notice: Notice of any annual, regular or special meeting shall be given at least five (5) days previous thereto by written notice delivered either personally, by telegraph, teletype, facsimile, or other form of wire or wireless communications, or by mail to each director at his or her business or home address. Written notice shall be deemed effective at the earliest of the following: (i) When received, (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly and with first class postage affixed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. 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 called or convened. 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 the notice of waiver of notice of such meeting.
- G. Quorum: A meeting must be attended by at least a majority of the Board members before business can be transacted or motions made or passed.
- H. Manner of Acting and Rules of Order: In all matters not covered by the Bylaws, parliamentary procedures shall be governed by the manual known as "Robert's Rules of Order, the Modern Edition." 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, any applicable laws of the State of Missouri or Robert's Rules of Order.

Section 5. Board Elections:

- A. Electorate: The Board shall be elected or re-elected by the voting representatives of member programs in good standing. Each member program may cast a single vote.
- B. Nominations: The Elections Committee shall be responsible for nominating a slate of prospective Board members that is representative of the Alliance's diverse constituency.

In addition, any program member can nominate a candidate to the slate of nominees. Nominees must be individuals from member programs in good standing and current with Alliance membership dues.

- C. Voting: Ballots shall be cast by mail and electronically such that all member programs are able to complete the voting process. Directors will be elected by a simple majority of votes.

Section 6. Vacancies: When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only through the expiration of the Board member's term.

Section 7: Resignation, Absences, and Removal:

- A. Resignation: Resignation from the Board must be in writing and received by the Secretary.
- B. Absence: A Board member shall be dropped for excess absences if he/she has more than two unexcused absences from Board Meetings in a year.
- C. Removal: Any officer or Board member may be removed, with or without cause, by a three-fourths vote of the remaining Board members.

ARTICLE VI

OFFICERS

Section 1. Number and Election: The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and Office at Large. All officers shall be elected at the Annual Meeting of the Board by a majority of those Board members present, including newly-elected members, and said officers shall hold office at the pleasure of the Board until the next Annual Meeting and until their successors shall have been elected and qualified. Where a vacancy occurs in an office, it shall be filled by the Board for the unexpired term.

Section 2. President: The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and the Committees thereof, shall have the power to transact all of the usual, necessary and regular business of the Corporation as may be required and, with such prior authorization of the Board as may be required by these Bylaws, to execute such contracts, deeds, bonds, and other evidences of indebtedness, leases and other documents as shall be required by the Corporation; and, in general, shall perform all such other duties incident to the office of President and Chief Executive Officer and such other duties as may from time to time be prescribed by the Board of Directors.

Section 3. Vice President: The Vice President shall act as chief executive officer in the absence of the President and, when so acting, shall have all the power and authority of the President. Further, the Vice President shall have such other and further duties as may from time to time be assigned by the Board of Directors.

Section 4. Secretary: The Secretary shall record and preserve the minutes of the meetings of the Board of Directors and all committees of the Board, shall be responsible for authenticating records of the Corporation, shall cause notices of all meetings of the Board of Directors and committees to be given to the members thereof, and shall perform all other duties incident to the office of Secretary or as from time to time directed by the Board of Directors or by the President.

Section 5. Treasurer: The Treasurer shall be responsible for all funds of the Corporation, shall direct that such funds be deposited in such bank or banks as the Board of Directors may from time to time determine, and shall make reports to the Board of Directors as requested by the Board. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation, that reports of such transactions are presented promptly to the Board of Directors, that all expenditures are presented promptly to the Board of Directors, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment. The Treasurer shall make a report at each Board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. The Treasurer shall further perform such other duties incident to his or her office and as the Board or the President may from time to time determine. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with surety or sureties as the Board of Directors shall determine.

Section 6. Officer-at-Large: The Officer-at-Large shall act as a liaison between the Board of Directors and Advisors to the Board.

ARTICLE VII

ADVISORS TO THE BOARD

Section 1. Role, size, and compensation: The Advisors to the Board shall consist of no more than eleven (11) individuals, organizational representatives, and specialists. This body is non-voting and exists to advise the Board on strategic needs and actions; members may attend Board meetings. Advisors to the Board receive no compensation other than reasonable expenses (if available).

Section 2. Terms: Members of this body shall serve a term not to exceed two years. Members of this body may be reappointed as determined by the President and the Board.

Section 3. Appointment: Advisors to the Board are appointed by the President with the approval of the Board of Directors by a majority vote.

Section 4. Past presidents of the Alliance shall be encouraged to become members of the Past President's Advisory Council. This body will work with and advise the Board on topics such as future issues facing the Board and the Alliance, and initiating searches for new Executive Directors and Coordinators.

ARTICLE VIII

COMMITTEES

Section 1. Committee Formation: The Board shall create committees as needed. The Board President appoints all committee chairs.

Section 2. Executive Committee: The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, and to fill vacancies on the Board, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3. Standing Committees: All standing committees shall include a minimum of one Board member.

- A. Finance Committee: The Treasurer is chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and an annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year, from January 1 through December 31. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.
- B. Elections Committee: The Officer at Large of the Board is chair of the Elections Committee. The Elections Committee is responsible for soliciting new Board candidates and enforcing a geographic diversity as well as balance of representation of member programs. The Elections Committee shall also prepare, print, supervise, or count ballots as well as announce election winners.
- C. Conference Committee: The Vice-President of the Board is the chair of the Conference Committee. The Conference Committee is responsible for planning all aspects of the national conferences and workshops of the Alliance.
- D. Communications & Marketing Committee: The Communications & Marketing Committee is responsible for supporting the Alliance web site, newsletter and other communications and marketing needs. The Communications & Marketing Committee is also responsible for marketing the national conferences of the Alliance.

- E. Membership Committee: The Membership Committee shall manage the Alliance membership, including recruitment, approval of programmatic membership applications, dues, and renewal notices.
- F. Program Resources Committee: The Program Resources Committee is responsible for identifying and disseminating opportunities for program funding, professional development, or training; curriculum development and review; service initiatives; program start-up packages; and training workshops for mentoring teams.
- G. Development Committee: The Development Committee is responsible for seeking funding opportunities and supporting staff in this and related activities.
- H. Audit Committee: The Audit Committee shall consist of a chair and at least two additional members, one of which shall be a board member, excluding the Treasurer. At least one member of this committee should have some financial expertise. This committee is responsible for annual audits of the organization's accounts. The results of these audits shall be shared with the Board of Directors and provided to the IRS if requested. The Audit Committee may be responsible for hiring an outside auditor once every five (5) years or as the committee sees fit. It shall review and provide verification the financial records and support documents of the Treasurer at least annually. The committee also shall review these records and documents prior to any change in the office of the Treasurer. The goal of this committee is to provide independent verification that the Treasurer has dispersed funds in an appropriate fashion and maintained appropriate financial records.

ARTICLE IX

STAFF

Section 1. Coordinator: The Coordinator is hired, supervised, and evaluated by the Board. The Coordinator has day-to-day responsibilities for the Alliance, including carrying out the Alliance's goals and policies, and coordinates the work of standing and *ad hoc* committees of the Board. The Coordinator will attend all Board meetings, report on the progress of the Alliance, answer questions of the Board and carry out all duties in the job description. The Board may designate other duties as necessary.

Section 2. Additional Staff: Additional full-time or part-time staff positions may be created by the Board as needed.

ARTICLE X

FINANCIAL CONTROLS

Section 1. Fiscal Year: The fiscal year for the Alliance shall be from January 1 through December 31.

Section 2. Contracts, Etc., How Executed: Except as in these Bylaws otherwise provided or restricted, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Section 3. Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with such banks, bankers, trust companies or other depositories as the Board of Directors may select or as may be selected by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors.

Section 4. Checks, Drafts, etc: All checks, drafts or other orders for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of the Corporation, shall be signed by the President, Coordinator, or Treasurer for payment of money or notes less than \$1000.00 of the Alliance. The President, Coordinator, or Treasurer and one other officer shall sign all checks, drafts or other instruments for payment of money or notes of \$1000.00 or greater. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature, by the President, Vice President or Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the directors.

Section 5. Audits: The Alliance shall follow the guidelines set forth by the Missouri Conservation Heritage Foundation, which serves as the Alliance's fiscal agent through December 31st, 2007. These guidelines will be amended by the Board after the Alliance obtains independent 501(c)3 status.

Section 6. Gifts and Donations:

- A. Authority. The Alliance is authorized to accept and receive contributions, donations, and grants from any and all sources, unless intended for political, lobbying, or advocacy purposes deemed not in accord with the Alliance advocacy prohibition.
- B. Endorsement. Acceptance of any grant or gift does not imply any form of endorsement by the Alliance for the source, services, products, or policies. Nor does it imply any past, present, or future benefit to be granted by the Alliance.
- C. Right of Refusal. The Alliance retains the right to refuse any gift where, in the judgment of the Board, the reputation or perceived image of the grantor may be deemed injurious to the Alliance.

ARTICLE XI

CONFLICT OF INTEREST

Section 1. Purpose: The purpose of the conflict of interest policy is to protect the Alliance's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Alliance or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions:

- A. Interest Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- B. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which the Alliance has a transaction or arrangement;
 - 2. A compensation arrangement with the Alliance or with any entity or individual with which the Alliance has a transaction arrangement; or
 - 3. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the Alliance is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3. Procedures, Subsection B (see below), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures:

- A. 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 governing board delegated powers considering the proposed transaction or arrangement.
- B. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a

conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest:

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Alliance can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Alliance's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflict of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings: The minutes of the governing board and all committees with board delegated powers shall contain:

- A. The names of the persons 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 governing board's or committee's decision as to whether a conflict of interest in fact existed.

- B. The names of the 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 proceedings.

Section 5. Compensation:

- A. A voting member of the governing board who receives compensation, directly or indirectly, from the Alliance for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Alliance for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Alliance, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements: Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflict of interest policy;
- B. Has read and understands the policy;
- C. Has agreed to comply with the policy; and
- D. Understands the Alliance is charitable and in order to maintain its federal tax exemption must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews: To ensure the Alliance operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Alliance's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8. Use of Outside Experts: When conducting the periodic reviews as provided for in Section 7 above, the Alliance may, but need not, use outside advisors. If outside experts are

used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XII

REPORTS, BOOKS, AND RECORDS

Section 1. Annual Report: The Board shall ensure that a report of the activities of the Alliance is prepared annually and sent to such persons as the Board shall determine.

Section 2. Books and Records: The Alliance shall keep an original or duplicate record of the following: the proceedings of the Board; its bylaws, including all amendments thereto to date, certified by the Secretary; a board register, giving the names and addresses of Board members. The Alliance shall also keep appropriate, complete, and accurate records of account that shall be reviewed on an annual basis. The records provided for herein shall be kept either at the registered office of the Alliance, or at its principal place of business, wherever situated.

ARTICLE XIII

INDEMNIFICATION

Section 1. Mandatory Indemnification: The Corporation shall indemnify and Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding which the Director was a party because he or she is or was a Director of the Corporation against reasonable expenses actually incurred by the Director in connection with the proceeding.

Section 2. Permissive Indemnification:

(A) The Corporation may 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 he or she is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or process if he or she acted in good faith and in a manner he or she 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 his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, by order, by settlement, by conviction, or upon plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in or not opposed to the

best interests of the Corporation, and, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

- (B) The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney fees, and amounts paid in settlement of the action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for such expenses which the court shall deem proper.
- (C) To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsections (A) and (B) of this section, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorney fees, actually and reasonably incurred by him or her in connection with the action, suit, or proceeding.
- (D) Any indemnification under subsections (A) and (B) of this section, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this section. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit, or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- (E) 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 the 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, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.
- (F) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under Section 537.117, Mo. Rev. Stat. 2000, any other provision of law, the Articles of Incorporation of the Corporation or these Bylaws or any agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another

capacity while holding such office, and shall continue as to a person who had ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

- (G) The Corporation shall have the power to give and further indemnity, in addition to the indemnity authorized or contemplated under other subsections of this section, including subsection (F), to any person who is or was a Director, officer, employee or agent, or to any person who is or was serving at the request of the Corporation as a Director, officer, employee, or agent of any other corporation, partnership, joint venture, trust or other enterprise, provided such further indemnity is either (i) authorized, directed, or provided for in the Articles of Incorporation of the Corporation or any duly adopted amendment thereof, or (ii) is authorized, directed, or provided for in these Bylaws or agreement of the Corporation which has been adopted by a vote of the Board of Directors of the Corporation, and provided further that no such indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.
- (H) For the purpose of this section, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a Director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity.
- (I) For purposes of this section, the term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and the term "serving at the request of the Corporation" shall include any service as Director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such Director, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this section.

Section 3. Insurance: The Corporation may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee or agent of the Corporation, or who, while a Director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee or agent of another foreign or domestic enterprise, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as Director, officer, employee or agent, whether or not the Corporation would have power to indemnify the person against the same liability under section (A) or (B) above.

ARTICLE XIV

AMENDMENT OF THE BYLAWS

Section 1. Amendments: Any amendments to the Articles of Incorporation or the Bylaws of the Corporation must be approved:

- (1) By the Board of Directors, if the amendment does not relate to the number of directors, the composition of the Board of Directors, the term of office of directors or the method or way in which directors are elected; and
- (2) By the Members by two-thirds (2/3) of the votes cast at a meeting at which a quorum is present or a majority of the Members, whichever is less.

Date adopted by Board of Directors:

President, Alliance of Natural Resource Outreach and Service Programs

Date filed in the corporate records:

