

BYLAWS
OF
KEMPER MILITARY SCHOOL & COLLEGE ALUMNI
ASSOCIATION

As amended October 21, 2018
A Missouri Not for Profit Corporation

ARTICLE I

Name & Offices

The name of this organization shall be the Kemper Military School & College Alumni Association (hereinafter the "Association.").

The principle office of the Corporation in the state of Missouri shall be located at 15274 Highway 87, Boonville, MO 65233. The Corporation may have such offices, either within or outside the state of Missouri, as the activities of the Corporation may require from time to time.

The registered office of the Corporation required by the General Not for Profit Corporation Act 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 registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Objectives, Purposes & Powers

The Corporation is organized for charitable & educational purposes including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

Its purpose shall be:

1. To foster a spirit of loyalty and fraternity among the graduates and former students of Kemper Military School & College;
2. To assure the legacy of Kemper lives on by building a museum;
3. To assist in organizing state and local alumni chapters;
4. To encourage recreational activities for its members, assist in class reunions and homecoming activities, and to promote other appropriate non-profit activities; and
5. To carry on any business necessary to the foregoing and to have and exercise all the powers conferred by the laws of Missouri upon a corporation formed under Chapter 355 Revised Statutes of Missouri, except as restricted by the Articles of Incorporation.

And to that end:

- a. To take, accept, hold, and acquire by bequest, devise, gifts, purchases, loan or lease any property, real or personal, whether tangible or intangible, without limitations as to kind, amount or value;
- b. To sell, convey, lease or make loans, grants, or pledges of any such property, any interest therein or proceeds therefrom, and to invest and reinvest the principle thereof and receipts therefrom, if any;
- c. To borrow money upon pledge or mortgage any such property for any purpose for which it is organized, and to issue notes, bonds or other forms of indebtedness to secure any of its obligations; and
- d. To carry on any activities and to deal with and expend any property or income therefrom for any of the foregoing purposes without limitations, except such limitations, if any, as may be contained in the instruments under which such property is received, the Articles of Incorporation, Bylaws of the Corporation or any other limitations as are prescribed by law.

ARTICLE III

Membership

If the Board of Directors so chooses: a membership of former alumni can be established. This membership of the Association will be classified as active members and associate members. Active members of the Association shall be men and women who have attended Kemper Military School & College or Kemper's Girl Academy and who are current in their membership dues. Associate members shall be parents, relatives, and friends of students who attended Kemper. Associate members may not hold any office in the Association or vote at any meeting of the membership. Further, membership privileges are limited to rules and regulations that the Board of Directors established for governance purposes.

ARTICLE IV

Directors

SECTION 1. General Powers: The affairs of the Corporation shall be managed by its Board of Directors.

SECTION 2. Number: The number of directors of the Corporation shall be no less than seven (7) and no more than eleven (11) board members. The Board of Directors shall manage and control the property, business and affairs of the Association.

SECTION 3. Election & Term: The directors of the Corporation shall be elected by the current Board of Directors and its officers. Directors are elected for a term of two (2) years. Nomination for elections to the Board of Directors shall be made by a nominating committee. The nominating committee shall be made up of three (3) members of the

Board of Directors and one (1) active member (who is current with membership dues) from the membership. The nominating committee shall turn in its slate of directors and officers four (4) weeks prior to the annual meeting. In the event there is not an active membership established then the nominating committee of current Board of Directors will meet two (2) weeks prior to "Corps Reunion" and present its recommended slate to the Board of Directors for final approval.

SECTION 4. Annual and Regular Meetings: The annual meeting of the Board of Directors shall be held the weekend designated as "Corps Reunion", at the time and place designated by the board. If an active membership is established, then the annual meeting of the membership shall take place four (4) weeks prior to "Corps Reunion."

SECTION 5. Special Meetings: Special meetings of the Board of Directors can be called by the president, or by the majority of the directors. The person authorized to call the Special Meeting of the Board of Directors may fix any place in the United States either within or outside the state of Missouri as the place for holding special meetings.

SECTION 6. Notice: Notice of any Special Meeting shall be given at least seven (7) days written notice or by a telephone call to each director at his or her home address.

SECTION 7. Quorum & Voting: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present, they may adjourn the meeting from time to time without further notice. Each director present shall be entitled to one (1) vote upon each matter submitted to a vote at such meeting.

SECTION 8. Manner of Acting: A majority of the directors present at any meeting of the directors constitutes a quorum and can vote and legislate the business affairs of the company.

SECTION 9. Removal and Vacancies: Directors may be removed with or without cause upon the affirmative vote of a majority of the remaining directors. If a member is absent from three (3) consecutive regular meetings of the Board of Directors, or in the event of the death or resignation of a director, the office of a member of the Board of Directors may become vacant. Such vacancy or vacancies may be filled by another member upon a vote of a majority of the remaining directors. A director elected to fill a vacancy shall serve until the next annual meeting of the Board of Directors.

ARTICLE V

Officers

SECTION 1. The officers of the Association, in addition to their other duties, shall serve as directors of the Association. The officers shall be: President, Vice-President, Secretary, and Treasurer.

SECTION 2. The office of the Secretary and Treasurer may be held by the same person.

SECTION 3. Nominees for election to the Board of Directors of officers of the Association shall be elected by the board of directors at the annual meeting from the slate of proposed officers and directors submitted by the nominating committee appointed by the President.

SECTION 4. Each office and director shall be active members of the Kemper Military School & College Alumni Association.

SECTION 5. President: The President shall be the Chief Executive Officer of the Corporation and shall in general, supervise the affairs of the Corporation, subject to the authority of the Board of Directors. He or she shall preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or Treasurer, or any other proper officer authorized by the Board of Directors, any documents and instruments which the Board of Directors authorizes to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and in general, shall perform all duties pertaining to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice President: In the absence of the President, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform other such duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 7. Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks or other depositories shall be selected. He or she shall perform all duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him by the President of the Board of Directors.

SECTION 8. Secretary: The Secretary shall:

- (a) keep the minutes of the Board of Directors' meeting in one (1) or more sharable electronic files and/or books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized with the provisions of these Bylaws;

- (d) maintain a permanent record of all disbursements for religious, charitable, scientific or educational purposes made by the Board of Directors and its duly appointed officers or agents on behalf of the Corporation; and
- (e) perform all duties pertaining to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

ARTICLE VI

Committees of the Board of Directors

SECTION 1. The Board of Directors may appoint no less than three (3) Directors, who, together with the President of the Board of Directors, shall constitute the Executive Committee. Vacancies in the Executive Committee may be filled at any meeting of the Board of Directors.

SECTION 2. The Executive Committee shall have and may exercise all the powers of the Board of Directors regarding the routine business of the Corporation which shall NOT include:

- (a) the election or removal of directors of the Association;
- (b) amending the Bylaws of the Corporation; or
- (c) the sale or disposition of assets of the Association other than in the ordinary course of business.

SECTION 3. In addition to meetings required by the Bylaws, regular meetings of the Executive Committee may be held without a call or notice at such times and places as the Executive Committee chooses. Other meetings of the Executive Committee may be called by the President or a majority of the committee by oral, telephone, or written notices at least one (1) day prior to the date for such meeting. Such notices shall state the time and place of the meeting and, if by telephone or in writing, shall be addressed to each member at his address.

SECTION 4. At any meeting of the Executive Committee, three (3) members shall constitute a quorum. Any action of the Executive Committee must be authorized by at least three (3) affirmative votes to be effective.

SECTION 5. Minutes of all meetings of the Executive Committee shall be kept in an electronically saved file which shall be shared and electronically mailed to all directors.

SECTION 6. Other standing committee of the Board of Directors shall be the nominating committee. These committee shall be appointed by the President and shall have a function usually exercised by committee with similar titles in other not for profit associations. The President shall be an ex-office member of all standing committees of the Board of Directors. Membership of board committees (other than the Executive Committee) may include persons who are not directors.

ARTICLE VII

Contracts, Loans, Checks, Deposits, Custodians

SECTION 1. Contracts: 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 instance, that may cause any officer or employees having fiscal responsibility to be bonded.

SECTION 2. Loans: No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc.: All checks, drafts or other order of payments of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by a resolution of the Board of Directors.

SECTION 4. Deposits: All funds of the Corporation shall be deposited 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.

SECTION 5. Custodians: The Board of Directors may designate a bank, trust company, or depository as custodian of all funds and properties of the Corporation, which shall maintain a record of all receipts, expenditures, income and expenses of the Corporation and/or perform such ministerial duties as the Board of Directors, by written direction may instruct, the custodian to receive such fees for its services as may from time to time be agreed upon by the Board of Directors and the custodian.

ARTICLE VIII

Agents and Attorneys

The Board of Directors may appoint such agents, attorneys, and attorneys-in-fact of the Corporation as it may deem proper, and may by written Power of Attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead and for its use and benefit to transact any and all business which said Corporation is authorized to transact or do by its Article of Incorporation, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in transaction of such business as fully to all intent and purpose as said Corporation might or could do if it acted by and through its regularly elected and qualified officers.

ARTICLE IX

Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the General Not for Profit Act of Missouri, waiver thereof in writing, signed by the persons entitled to such notice, whether before or after the time stated therein, it shall be deemed equivalent to the giving of such notice.

ARTICLE X

Seal

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have ascribed thereon the name of the Corporation and the words, "Corporate Seal."

ARTICLE XI

Income

All income and properties of the Corporation shall be devoted exclusively to the purpose as provided in the Articles of Incorporation of the Corporation. The Board of Directors may adopt such policies, regulations, and procedures governing the management and/or disbursements of funds for such purposes as in its opinion is reasonably calculated to carry out such purposes as set forth in said articles.

ARTICLE XII

Prohibited Transaction

No provision of the Articles of Incorporation or these Bylaws shall in any way be constructed as permitting the Corporation, whether through its Board of Directors, its officer agents, or any other party acting on its behalf, to allow the net income or property of the Corporation to ensure to the private benefit of any incorporator, director, officer or individual having a personal or private interest in the activities of the Corporation.

ARTICLE XIII

Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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.

ARTICLE XIV

Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted at any meeting of the Board of Directors called for that purpose by an affirmative vote of a majority of the Board of Directors.

Adopted this 13th day of August, 2019

DocuSigned by:
James Hallam
CE1F21E1805843F
Secretary

Approved

DocuSigned by:
Douglas Thompson
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President