

**BYLAWS
OF
MISSOURI WOMEN’S GOLF EDUCATION ASSOCIATION, INC.**

ARTICLE I

Purposes

The purpose or purposes for which the Corporation is organized are exclusively charitable, education, literary and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (hereinafter “the Code”) including but not limited to the following:

To conduct or support activities for the benefit of or to carry out the purposes of the qualified organization specified herein. The Missouri Women’s Golf Association, Inc., a Missouri Nonprofit Corporation, is so specified. An Organization is a “qualified Organization” for these Purposes only if it is describe in:

- 1) Section 501(c)(3); 501(c)(4); 501(c)(5) or 501(c)(6) of the Code; and
- 2) Section 509(a)(1) or 509(a)(2) of the Code.

In furtherance of the objection of carrying out the purposes of such qualified organizations to provide scholarships, fellowships, internships and other financial aid for the furtherance of education to recipients on an objective and non-discriminatory basis. In connection with the foregoing, to receive and maintain a fund or funds of real or person property, or both, and, subject to the restrictions and limitations hereinafter set forth in the Articles of Incorporation of this Corporation, including, but not limited to, Articles Seven and Nine thereof, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the above purposes or other charitable, religious, scientific, literary or education purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and its Regulations (or the corresponding provision of any future Internal Revenue Law); and to those ends to receive, take and hold by gift, grant, assignment, transfer, devise or bequest, either absolutely or in trust for such purposes, any property, real, personal or mixed, without limitation as to amount or value except such limitations, if any, as may be imposed by law; provided, however, that no part of the net earnings of the Corporation shall inure to the benefit of any private member or individual, and provided further that no substantial part of its activities shall involve the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE II

Offices

The Corporation shall have and continuously maintain in the State of Missouri a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or without the State of Missouri as the Board of Directors may from time to time determine.

ARTICLE III

Members

The Corporation shall have no voting members. It shall be operated, supervised or controlled by a qualifying organization as described in section 509(a)(3) of the Code and Article FIVE of its Articles of Incorporation. The initial qualifying organization shall be Missouri Women's Golf Association, Inc., a Missouri Nonprofit Corporation.

ARTICLE IV

Board of Directors

Section 1. General Powers.

The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Qualifications, Classes, Election, Tenure and Removal.

(a) **Election.** The Board of Directors shall be elected by a majority of a quorum of the Board of Directors of The Missouri Women's Golf Association, Inc., a Missouri Nonprofit Corporation, which is a corporation describe in Section 501(c)(4) of the Code, and which is supported by this Corporation as contemplated in Section 509(a)(3) of the Code. Each Director shall hold office for the term for which he or she was elected and until a successor shall be elected and qualified or until earlier resignation or removal. The MWGEA Board can have up to eight (8) voting members and no less than seven (7) for scholarship selection. There will be no fewer than six (6) in attendance at the scholarship selection meeting. The MWGA Treasurer, Scholarship Director and Junior Director shall automatically serve on the MWGEA Board of Directors, with their term of service directed by the MWGA Bylaws. The remaining directors shall serve a term of two years with no limit on the number of terms that can be served.

(b) **Vacancies.** Vacancies among the Directors resulting from the death, resignation, incapacity, removal or disqualification of any Director or by reason of any increase in the number of Directors due to amendment of the Bylaws shall be filled by the Board of Directors. A Director appointed to fill a vacancy because of the death, resignation, incapacity or disqualification of any Director shall be appointed for the unexpired term of her predecessor in office and until her successor is elected and qualified or until her earlier resignation or removal.

(c) **Removal.** Any Director may be removed from office at any time with or without cause by the unanimous vote of the Directors other than the Director whose removal is being considered.

Section 3. Regular Meetings.

A regular annual meeting of the Board of Directors shall be held for the purpose of electing officers and for the transaction of such other business as may come before the meeting. Unless otherwise ordered by the President said annual meeting shall be held in the Spring/Summer of each year, no later than July 1, at a time and place to be designated by the President. The Board of Directors may provide by resolution for holding additional regular meetings of the Board of Directors at any time and place.

Section 4. Special Meetings.

Special meetings of the Board of Directors may be called by the President or by one or more of the Directors. Any authorized person or person calling a special meeting of the Board
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of Directors shall designate the time and place therefore in such call, and any call without such designation shall be invalid and of no effect.

Section 5. Notice

Notice of any meeting of the Board of Directors shall be given at least ten days previously thereto by written notice delivered personally or sent by mail or email to each Director at her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited with the United States Postal Service in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by email, such notice shall be deemed delivered when the email is acknowledged by a reply. 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 need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Quorum.

A majority of the then-acting Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Vacancies.

Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of her predecessor in office.

Section 8. Compensation.

Directors as such shall not receive any stated compensation for their services as Directors, but by resolution of the Board may be reimbursed for expenses incurred on Corporation activities, and may be paid reasonable compensation for services performed for the Corporation in other capacities.

Section 9. Telephone Meetings.

Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Any business transacted at such a meeting shall be deemed to have been duly and lawfully transacted at a meeting duly convened and held, unless any member of the Board shall protest, prior to the commencement of discussion upon the business objected to, the holding of such meeting in such manner; and in the absence of any such protest, the Secretary or other appropriate officer may certify any action taken at such a meeting to any interested party as action taken at a meeting duly and lawfully convened and held.

Section 10. Action by Consent.

Any action which is required to be or which may be taken at a meeting of 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. Such consents shall have the same force and effect as an unanimous vote at a meeting duly held, and may be stated as such in any certificate or document filed by the Secretary or other appropriate officer, who may certify any action taken in such manner to any interested person as action taken at a meeting duly and lawfully convened and held. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

ARTICLE V

Officers

Section 1. Officers and Qualifications.

The officers of the Corporation shall be the President, one or more Vice Presidents as determined by the Board of Directors, a Secretary, and a Treasurer (the MWGA Treasurer shall hold this position) and such other officers and assistant officers as may be deemed necessary. Any two or more offices may be held by the same person, except that no person may hold both the offices of President and Secretary. Any officer, except Treasurer, may be but no officer need be a member of the Board of Directors of the MWGA.

Section 2. Election and Term of Office.

Officers shall be elected as needed by the Board of Directors of the MWGEA at its annual meeting for two year terms commencing upon the conclusion of the annual meeting at which they are elected and expiring two years later provided, however, that each officer shall hold office until such officer's successor shall have been duly elected and qualified unless such officer shall have ceased to meet the qualifications for such office. The Treasurer shall serve as directed by the MWGA Bylaws.

Section 3. Duties of Board of Directors.

The Board shall be responsible for reviewing the donations and monies of the Corporation and determining the number and amount of scholarships to be given. The Board shall review scholarship applications and determine recipients. A minimum of five Board members must be present in order to select scholarship recipients. The Board shall also discuss and suggest opportunities to increase donations.

Section 4. Duties of officers.

The duties of the following officers shall be:

(1) President. Supervise all the Business and affairs of the Corporation. Call and preside at all meetings of the Corporation.

(2) Vice President(s). Assume the duties of the President in her absence or vacancy. Serve as the Parliamentarian.

(3) Secretary. Keep a permanent record of all proceedings, meetings and financial records of the Corporation. Prepare and distribute notices for all meetings under the direction of the President. Prepare and distribute the minutes of the meeting to all members of the Board and a copy to the MWGA President. Keep a copy of the Articles of Incorporation and any other documents pertaining to the Corporation.

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(4) Treasurer. Collect and take charge of all monies. Prepare the Treasurer's report for the annual meeting which includes status of investments, individual and group donations for the current year.

Other duties may be assigned to Directors as needed.

Section 5. Bonding of Treasurer and Other officers.

The Board of Directors may (but need not) require bonding for the Treasurer, the Secretary or any other officer or employee of the Corporation.

Section 6. Removal.

Any officer may be removed from office at any time with or without cause by a majority of all members of the Board of Directors at a duly convened meeting of such Board.

Section 7. Vacancies.

An existing or prospective vacancy in any office may be filled at any meeting of the Board of Directors, but the term of an officer elected between annual meetings of the Board of Directors shall expire upon the conclusion of the next such annual meeting, or, if later, when the successor of such officer shall have been duly elected and qualified.

ARTICLE VI

Contracts, Checks, Deposits and Funds, and Gifts

Section 1. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation 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. The President or any Vice President shall have general authority to execute any contract in the ordinary course of business for and on behalf of this Corporation.

Section 2. Checks, Drafts, and Other Instruments.

All checks, drafts or other orders for the payment of money, notes or other evidence 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 resolution of the Board of Directors.

Section 3. Deposits.

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts.

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII

Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors.

ARTICLE VIII

Calendar Year

The Corporation shall be operated on a fiscal year beginning October 1 and ending September 30 of the following years.

ARTICLE IX

Dues

No dues shall be assessed or levied by the Corporation.

ARTICLE X

Indemnification of Officers, Directors and Others

Section 1. Right to Indemnification.

Each person (“indemnitee”) who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (“proceeding”), by reason of the fact that such indemnitee, or a person of whom such indemnitee is the legal representative, 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 or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a Director or agent or in any other capacity while serving as a Director, officer, employee or agent, shall be indemnified and held harmless by the Corporation against any and all expenses, liabilities and claims (including attorneys’ fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such indemnitee in connection with any such proceeding; provided, however, that no indemnitee shall be indemnified against or be reimbursed for, any expense or liability incurred because of such indemnitee’s own willful misconduct or gross negligence; and provided further that, with respect to any criminal proceeding, no indemnitee shall be indemnified against or be reimbursed for any expense or liability in connection with such proceeding unless such indemnitee had reasonable cause to believe the conduct which resulted in the criminal proceeding was lawful. Such right shall be a contract right and shall include the right to be paid by the Corporation in advance of the final disposition of any proceeding; provided, however, that the payment of such expenses incurred by such indemnitee in the capacity of a Director, officer, employee or agent (and not in any other capacity in which service was or is rendered by such indemnitee while a Director, officer, employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such indemnitee to repay all amounts so

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advanced if it should be determined ultimately that such indemnitee is not entitled to be indemnified under this Article.

Section 2. Claimants' Enforcement of Right to Indemnification.

An indemnitee claiming indemnification pursuant to the provisions of this Article shall be entitled to enforce such claim against the Corporation. A claimant's expenses, including attorneys' fees, incurred in attempting to enforce the rights of indemnification granted herein shall be reimbursed by the Corporation if, as a result of any final disposition of such enforcement proceeding, indemnification, in whole or in part, is made to the claimant.

Section 3. Non-Exclusivity of Rights.

The rights conferred by this Article shall not be exclusive of any other right which such indemnitee may have or hereafter acquire under any statute, provision of the Articles of Incorporation, bylaw, agreement, vote of disinterested Directors or otherwise.

Section 4. Insurance.

The Corporation may at its option maintain insurance, at its expense, to protect itself and any Director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under Missouri law.

ARTICLE XI

Amendments to Bylaws

The Board of Directors of the Corporation shall have the power to make, alter, amend and repeal the Bylaws of the Corporation by resolution adopted at any annual, regular or special meeting thereof by a majority of a quorum of the members of the Board then duly elected, qualified and acting.

ARTICLE XII

Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations formed and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Circuit Court of the County in the State of Missouri in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations which are organized and operated exclusively for such purposes, as said Court shall determine.