

**SECOND AMENDED AND RESTATED BYLAWS**

**OF**

**ACADEMY FOR THE INTEGRATED ARTS**

(A Missouri Not For Profit Corporation)

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**OF**

**ACADEMY FOR THE INTEGRATED ARTS**

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**OF**

**ACADEMY FOR THE INTEGRATED ARTS**

A Missouri Not For Profit Corporation

**ARTICLE I**

**OFFICES**

**Section 1. Offices.** The principal office of the corporation in the State of Missouri shall be located at such location as determined by the Board of Directors from time to time. The corporation may have such other offices, either within or without the State of Missouri, as the activities of the corporation may require from time to time, as determined by the Board of Directors.

**Section 2. Registered Office and Registered Agent.** Pursuant to the General Not For Profit Corporation Act of Missouri, the corporation must continuously maintain in the State of Missouri a registered office with the same address as that of the registered agent. The registered agent may be an individual who resides in this state and whose office is identical with the registered office, or a domestic business or nonprofit corporation whose office is identical with the registered office, or a foreign business or nonprofit corporation authorized to transact business in this state whose office is identical with the registered office. The Board of Directors may change the corporation's registered office or registered agent from time to time by delivering to the secretary of state for filing a statement of change that satisfies the requirements of Section 355.166 of the General Not For Profit Corporation Act.

**Section 3. Records.** The corporation shall keep, as required by the Missouri Sunshine law or other law, minutes of the meetings of the members, the Board of Directors and of committees of the Board of Directors and a record of all actions taken by the members or by the Board of Directors or any committee thereof without a meeting, and the corporation shall maintain appropriate accounting records. The corporation shall also keep, at its principal or registered office in Missouri, such records and information as it may from time to time be required by the Missouri Sunshine Law or other law to keep at such location, if any. The records of the corporation shall be maintained in written form or in any other form that is capable of being converted into written form within a reasonable time.

**ARTICLE II**

**DIRECTORS**

**Section 1. General Powers:** The corporation shall have no members. The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall have and is vested with all and unlimited powers and authorities, except as may be expressly limited

by law, the Articles of Incorporation, or these Bylaws, to do or cause to be done any and all lawful acts and things for and on behalf of the corporation, to exercise or cause to be exercised any or all of its powers, privileges, and franchises, and to seek the effectuation of its objects and purposes.

Section 2. Number: The number of directors of the corporation shall be seven (7); provided, however, that the number of directors may at any time and from time to time be increased to any number not more than ten (10) and decreased to any number not less than three (3), by the adoption of a resolution to such effect or by an affirmative vote of a majority of the directors in office.

Section 3. Advisory Directors: One or more Advisory Directors may be elected by a unanimous vote of the Board of Directors. Advisory Directors are elected for the purpose of providing advice, counsel and assistance to the Board of Directors and shall have no right to vote. Advisory Directors shall not, as such, receive any stated compensation for their services, but by resolution of the Board of Directors may be reimbursed for their expenses of attendance at meetings of the Board; provided, that nothing herein contained shall be construed to preclude any Advisory Director from serving the corporation in any other capacity and receiving reasonable compensation for personal services actually rendered.

Section 4. Election and Term of Office:

(a) Lynne K. Brown, Peter W. Brown, David L. Disney and Linda L. Edwards (each referred to as a "Perpetual Director" and collectively referred to as "Perpetual Directors") shall each remain a director of the corporation until such individual's death or resignation.

(b) The remaining Directors of the corporation (other than the Perpetual Directors) shall be elected for three year terms with each director (other than a Perpetual Director) being eligible to serve no more than three consecutive full terms.

(c) The term of a director (other than a Perpetual Director) shall begin at the conclusion of the annual meeting at which such Board member is elected and terminate at the end of that director's term or upon the director's earlier death, resignation or removal. The members of the Board of Directors at each annual meeting shall have the voting rights to elect the directors whose term begins upon the adjournment of such meeting, and such directors, as electors, shall have the full power and authority to re-elect any, several or all of the directors to succeed themselves in office, subject to the above term limits. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

Section 5. Annual and Regular Meetings: The annual meeting of the Board of Directors shall be held in Kansas City, Missouri, on a date set by the Board. Such meeting shall be held for the purpose of electing directors and for transacting such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting as soon thereafter as conveniently may be. The Board of

Directors may determine the time and place, either within or without the State of Missouri for the holding of regular meetings, other than the annual meeting.

**Section 6. Special Meetings:** Special meetings of the Board of Directors may be called by the Chairman of the Board, by the President, or by a majority of the directors.

**Section 7. Notice.**

(a) The Board will give notice of the annual meeting, any regular meeting or special meeting in a manner reasonably calculated to advise the public of the matters to be considered, as required by Missouri law.

(b) If any meeting of the Board of Directors is permitted to be held without notice to the Board of Directors but notice of such meeting is nevertheless given, the giving of such notice shall not affect the validity of actions taken at the meeting, even if the notice is inaccurate in any respect or is improperly given.

(c) Notice of any meeting to the Board of Directors may be oral or written and shall state the date, time, place, and purpose of the meeting. Notice of any meeting to the Board of Directors may be communicated in person, by telephone, telecopy, telegraph, or other form of wire or wireless communication, or by mail or private carrier. Oral notice shall be effective, i.e., shall be deemed to be given to the recipient, when communicated. Written notice shall be sent to a director at his or her United States mailing address, telecopy number, electronic mail address, or other address shown on the corporation's records and shall be effective, i.e., shall be deemed to be given to the recipient, upon the earliest to occur of: receipt of such notice by such director, the fifth day after deposit of such notice in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; the date shown on the return receipt, if such notice is sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or the thirtieth day after deposit of such notice in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered, or certified postage affixed.

**Section 8. Waiver of Notice.** Any notice required to be given to a director by any provision of these Bylaws or any law may be waived in a written instrument signed by such director, whether before, at, or after the meeting for which such notice is required to be given, if the instrument is filed with the minutes of the meeting or in the District's records. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where such director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with these Bylaws objects to the lack of notice and does not vote for or assent to the objected to action. In no event may notice required under the Missouri Sunshine Law be waived.

**Section 9. Quorum and Voting:** A majority of the Board of Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, unless a greater number as to any particular matter is required by law, the Articles of Incorporation or these Bylaws; 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. Each director present shall be entitled to one vote upon each matter submitted to a vote at any such meeting.

**Section 10. Manner of Acting:** 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, except as may be otherwise specifically required by law, the Articles of Incorporation or these Bylaws.

**Section 11. Removal: Vacancies:** A director (other than a Perpetual Director) may be removed, with or without cause, upon the affirmative vote of two-thirds of the directors then in office. In the event of the removal of a director, or in the event of the death or resignation of a director (including a Perpetual Director), a majority of the remaining directors may fill such vacancy or vacancies. A director elected to fill a vacancy shall serve as such until the next annual meeting of the Board of Directors.

**Section 12. Compensation:** Directors, as such, shall not receive any stated compensation for their services, but may be reimbursed for reasonable expenses of attendance at meetings of the Board or other Board-related activities; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving reasonable compensation for personal services actually rendered, except as may otherwise be prohibited by law.

**Section 13. Telephone Meetings:** Unless otherwise provided by law, any or all members of the Board of Directors may participate in any meeting of the Board of Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other subject to the provisions of the Missouri Sunshine Law. A director who participates in a meeting in this manner shall be deemed to be present in person at the meeting.

**Section 14. Notice of Telephone Meetings.** If all members of the Board of Directors intend to 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, the Board will give notice of the meeting, including a statement that the meeting will be held by telephone, the time, date and place where the public may observe and attend the meeting and its tentative agenda, in a manner reasonably calculated to advise the public of the matters to be considered, as required by Missouri law.

### **ARTICLE III**

#### **OFFICERS**

**Section 1. Number:** The officers of the corporation shall include a President, a Treasurer, a Secretary and may include such other officers or associates as may be elected to fill positions created by resolution of the Board of Directors or created by the Board of Directors

signing the corporation's minutes. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office: The officers of the corporation shall be elected annually by the Board of Directors at its annual meeting for one year terms commencing upon the conclusion of the annual meeting at which they are elected and expiring upon the conclusion of the next annual meeting of the Board of Directors; provided, however, that each officer shall hold office until such officer's successor shall have been duly elected and qualified or until his death or until he shall resign or shall have been removed.

Section 3. Duties of Officers: The duties of the officers shall be such that usually attach to such offices and, in addition thereto, such further duties as may be designated from time to time by the Board of Directors. The Board of Directors shall delegate to one of the officers the responsibility for preparing minutes of the directors' meetings and authenticating records of the corporation.

Section 4. Removal: Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. Vacancies: A vacancy in any office because of death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. Compensation: The compensation of the officers, if any, shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such compensation by reason of the fact that he is also a director of the corporation; provided, however, that such compensation shall include only reasonable compensation for personal services actually rendered, except as may otherwise be prohibited by law.

#### ARTICLE IV

##### COMMITTEES OF THE BOARD

Section 1. Appointment of Committees: The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall have and exercise the authority of the Board in the management of the corporation to the extent provided in the designating resolution; provided, however, that the designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or them by law.

Other committees not having the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Each such committee shall have such duties and authority as are from time to time delegated to it by the Board of Directors.



Section 2. Duties of Committees: Each Committee shall exercise such authority as granted by the Board. A committee of the Board may not: (1) authorize distributions to members, directors, officers, agents or employees, except in exchange for value received; (2) approve or recommend dissolution, merger or the sale, pledge or transfer of all or substantially all of the corporation's assets; (3) unless otherwise stated in the Bylaws or Articles of Incorporation, elect, appoint or remove directors or fill vacancies on the Board or on any of its committees; or (4) adopt, amend or repeal the Articles or Bylaws.

Section 3. Committee Procedure. Subject to the Missouri Sunshine Law, a majority of all the members of any committee may fix its rules of procedure, determine its action and fix the time and place (whether within or without the State of Missouri) of its meetings and specify what notice thereof, if any, shall be given, unless the Board of Directors shall provide otherwise by resolution. Members of any committee may participate in a meeting of such committee by means of conference telephone or similar communication equipment whereby all persons participating in the meeting can hear each other provided, further, that such electronic meetings shall comply with the provisions of the Sunshine Law. Actions taken at a meeting of any committee shall be reported to the Board at its next meeting. The Board of Directors, by resolution adopted by a majority of the whole Board, shall have the power to fill vacancies, to appoint one or more directors to serve as alternate members of any committee, and, at any time, to abolish any committee or remove any directors therefrom, either with or without cause.

## ARTICLE V

### 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 instances.

Section 2. Loans: No loans shall be contracted on behalf of the corporation and no evidences 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 orders for the payment 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 resolution of the Board of Directors. If no designation is made and unless and until the Board of Directors provides otherwise, the President shall have the power to sign all such instruments that are executed or made in the ordinary course of the corporation's business for the corporation.

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 from time to time designate a bank, trust company, or other depository as custodian of all funds and properties of the corporation. Such custodian 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, and/or receive such fees for its services as may from time to time be agreed upon by the Board of Directors and the custodian.

## ARTICLE VI

### INDEMNIFICATION OF OFFICERS, TRUSTEES AND OTHER

#### Section 1. Right to Indemnification:

(a) Actions Brought By Corporation: In an action or suit brought by or in the right of the corporation to procure a judgment in the corporation's favor, the corporation may indemnify any person ("indemnatee") who was or is a party or is threatened to be made a party to any threatened, pending or completed action by the corporation to procure judgment in its favor by reason of the fact that the indemnatee 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 attorneys' fees, and amounts paid in settlement actually and reasonably incurred by him in connection with the defense or settlement of the action or suit, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests 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 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 circumstances of the case, the indemnatee is fairly and reasonably entitled to indemnity for such expenses which the court deems proper.

(b) Other Actions: In actions, other than ones brought by or in the right of the corporation, the corporation may indemnify any person ("indemnatee") who was or is threatened to be made a party to any such threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he 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 all expenses, (including attorneys' fees, judgments, fines, and amounts paid or to be paid in settlement actually and reasonably incurred or suffered by such indemnatee) in connection with any such action, suit or proceeding; provided, however, the indemnatee acted in good faith and in a manner he 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 conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act

in good faith and in a manner which he 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 reasonable cause to believe that his conduct was unlawful.

(c) Indemnification When Successful: To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or in defense of any action, suit, or proceeding referred to in subsections (a) and (b) of this Section, or in defense of any claim, issues or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the action, suit or proceeding. 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 or agent of the corporation, including, without limitation, service to an 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 advanced if it should be determined ultimately that such indemnitee is not entitled to be indemnified under this Article VI.

Section 2. Determination of Indemnification: All indemnification under subsections (a) and (b) of Section 1, 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 has met the applicable standard of conduct set forth in this Article. 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. If such a quorum is not obtainable, or even if obtainable, a quorum of disinterested directors may direct independent legal counsel to prepare a written opinion stating whether indemnification is proper under this Article VI.

Section 3. Claimant's Enforcement of Right to Indemnification: An indemnitee claiming indemnification pursuant to the provisions of this Article VI 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 4. Non-Exclusivity of Rights: The rights conferred by this Article VI shall not be exclusive of any other right which such indemnitee may have or hereafter acquire under any statute, provisions of the Articles of Incorporation, Bylaws, agreement, vote of disinterested directors or otherwise.

Section 5. 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 VII

### DISBURSEMENTS FOR ELEEMOSYNARY PURPOSES

All income and properties of the corporation shall be devoted exclusively to charitable, scientific, literary, or educational purposes as provided in Article III of the Articles of Incorporation. Subject to and except as otherwise provided under Missouri law, the Board of Directors may adopt such procedures governing the management and/or disbursement of funds for such eleemosynary purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in said Article III; provided, however, that until such time as the Internal Revenue Service has by appropriate action recognized this corporation as one organized and operating exclusively for charitable, scientific, literary, or educational purposes, the expenditures of this corporation for the eleemosynary purposes aforesaid shall be made only to such charitable, scientific, literary, or educational corporations, trusts, community chests, funds, or foundations as are exempt under Section 501(c)(3), of the Internal Revenue Code of 1986, or applicable provisions of prior revenue acts, or to such States, territories, possessions or political subdivisions thereof, or such other organizations, contributions to which are deductible under the provisions of Section 170 of said Internal Revenue Code, or applicable subsequent legislation.

## ARTICLE VIII

### CONFLICT OF INTEREST - PROHIBITED TRANSACTIONS

Section 1. Conflict of Interest Procedure: At no time may a director, officer, employee or agent of the corporation enter into any transaction with the corporation in which that director, officer, employee or agent has a material interest unless the transaction is approved in advance by a vote of the Board of Directors. Such approval will occur only if:

(a) the material facts of the transaction and the director's, officer's, employee's, or agent's interest are disclosed to the Board; and

(b) the directors approving the transaction in good faith reasonably believe that the transaction is not unfair to the corporation.

For purposes of this Section, any transaction with the corporation in which a director, officer, employee or agent of the corporation has a material interest shall be authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the Board who have no direct or indirect interest in the transaction, but such a transaction shall not be authorized, approved or ratified under this Section by a single director. If a majority of the directors on the Board, who have no direct or indirect interest in the transaction, vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section. The presence of, or a vote cast by, a director with a material interest in the transaction does not

affect the validity of any action taken under this Section, if the transaction is otherwise approved as provided in this Section.

**Section 2. Prohibited Transactions:** Notwithstanding the conflict of interest procedure set forth in this Article VIII, no provision of the Articles of Incorporation or these Bylaws shall in any way be construed as permitting the corporation, whether through its Board of Directors, its officers, employees, agents, or other party acting in its behalf, to:

- (a) lend any part of its income or principal to its officers or directors, or to any other disqualified person; or
- (b) lend any part of its income or principal without the receipt of adequate security and a reasonable rate of interest; or
- (c) pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered; or
- (d) make any part of its services or facilities available on a preferential basis to a disqualified person; or
- (e) make any substantial purchase of securities or any other property, for more than adequate consideration in money or money's worth; or
- (f) sell any substantial part of its securities or other property for less than adequate consideration in money or money's worth; or
- (g) engage in any other transaction which results in a substantial diversion of its income or principal; or
- (h) sell or exchange, or lease property between the corporation and a disqualified person; or
- (i) transfer to, or use by or for the benefit of, a disqualified person any income, principal or assets of the corporation.

For purposes of this Section, "disqualified person" shall include: (i) the incorporators; (ii) a director, officer, employee or agent of the corporation; (iii) a substantial contributor (as defined in Section 507(d)(2) of the Internal Revenue Code of 1986); (iv) an owner of more than 20 percent of the total combined voting power of a corporation, the profits interest of a partnership, or the beneficial interest of a trust or unincorporated enterprise, which is a substantial contributor to the corporation; (v) a member of the family (as defined in Section 4946(d) of the Internal Revenue Code of 1986) of any individual described in subparagraphs (ii), (iii) and (iv); (vi) a corporation, partnership, trust or estate of which the persons described in subparagraphs (i) through (v) own directly or indirectly more than 35 percent of the total combined voting power of all classes of stock entitled to vote, the profits interests of a partnership, or the beneficial interest in the trust or estate. For purposes of determining stock

ownership under subparagraphs (iv) or (vi), there shall be taken into account indirect stockholdings as defined in Section 4946(a)(3) of the Internal Revenue Code. For purposes of subparagraphs (iv) or (vi), the ownership of profits or beneficial interests shall be determined in accordance with Section 4946(a)(4) of the Internal Revenue Code.

#### ARTICLE IX

#### AMENDMENTS

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

#### ARTICLE X

#### NON-DISCRIMINATION

The Corporation will not discriminate on the basis of race, color, national or ethnic origin. The following Statement of Policy will be included in all brochures and catalogues relating to the Corporation: "Academy for the Integrated Arts shall not limit admission based on race, ethnicity, national origin, disability, gender, income level, proficiency in the English language or athletic ability, but may limit admission to pupils within a given age group or grade level."

#### ARTICLE XI

#### MISSOURI SUNSHINE LAW

As used herein, the "Missouri Sunshine Law" shall mean the applicable provisions of Chapter 610, Revised Statutes of Missouri, as amended.

#### CERTIFICATE

The undersigned hereby certifies that the foregoing Second Amended and Restated Bylaws were adopted by the Directors of the corporation as of the 2<sup>nd</sup> day of December, 2016, to supersede and replace all previously existing bylaws.

DAVID L. DISNEY

David L. Disney, Secretary