

BY-LAWS OF:
FENTON FINDERS OF GREATER KANSAS CITY
A Missouri Not-For-Profit Corporation

**ARTICLE I
NAME AND OFFICE**

Section 1. - Name. The name of this corporation shall be Fenton Finders of Greater Kansas City.

Section 2. - Principal Office. The principal office of the Corporation shall be in the State of Missouri.

Section 3. - Registered Office and Agent. The Corporation shall have and continuously maintain in the State of Missouri a registered office and the registered agent in charge thereof shall be such person the Board of Directors shall from time to time designate.

Section 4. - Purposes

(a) For the purpose of conducting benevolent, educational, historical, cultural and social activities in the city of Kansas City, Missouri.

(b) The Corporation is organized exclusively for charitable, educational, religious or Scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II
MEMBERS**

Section 1. - Class of Members. Membership shall be as follows:

(a) Regular Members. Any person who pays the membership fee as specified in Article II,
Section 2.

(b) The Board of Directors have the authority to create such classes of members from time to time as it deems appropriate and necessary.

Section 2. - Membership Fee. The membership fee shall be such amount as may be fixed by the Board and adopted by the membership at any annual meeting, or at any special meeting called for the purpose. No person shall attain membership before paying the Treasurer the membership fee.

Section 3. - Election of Board Members. Board Members may be elected at any meeting of the members or at any meeting of the Board of Directors (hereinafter called "the Board") to hold office for a term of two (2) years.

Section 4. - Voting Rights. Each member, over the age of 18 years, shall be entitled to one vote on each matter submitted to a vote of the members.

Section 5. - Termination of Membership. The Board of Directors by affirmative vote of two-thirds of all of the members of the Board may suspend or expel a member for cause after an appropriate hearing, which hearing shall consist of the Board of Directors and may consist of the member(s) involved, and may by a majority vote of those present at any regularly constituted meeting of the Board of Directors terminate the membership of any member who becomes ineligible for membership or expel any member who shall be in default in the payment of dues for more than six (6) months.

Section 6. - Transfer of Membership. Membership in this Corporation is not transferable or assignable.

Section 7. - Inspection of Corporate Records. The membership ledger, the books of account, and minutes of proceedings of the members, the Board of Directors and of Executive Committees of Directors shall be open to inspection upon the written demand of any member within thirty (30) days of such demand during ordinary business hours if for a purpose reasonably related to his interests as a member. A list of members entitled to vote shall be exhibited at any reasonable time and at meetings of the members when required by the demand of any member at least thirty (30) days prior to the meeting. Such inspection may be made in person or by any agent or attorney authorized in writing by a member, and shall include the right to make abstracts. Any copies may be provided for a fee. Demand of inspection other than at a members' meeting shall be made in writing upon the President or Vice-President of the Corporation.

Section 8. - Inspection of By Laws. The Corporation shall keep in its principal office for the transaction of business the original or a copy of these By-Laws as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during ordinary business hours.

ARTICLE III MEETINGS OF MEMBERS

Section 1. - Annual Meetings. The annual meeting of the members shall be held annually, at a time designated by the Corporation, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the designated day for the annual meeting, or at any adjournment thereof, the Board shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

Section 2. - Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President, the Board, or not less than one-tenth of the members.

Section 3. Place of Meeting. Meetings shall be held at any place as designated by the Board of Directors.

Section 4. Notice of Meetings. Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purposes for which the meeting is called, shall be delivered not less than seven (7) days nor more than thirty (30) days before the date of the meeting, delivered either personally, by mail, or electronically to each member entitled to vote at such meeting. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation with postage thereon prepaid.

Section 5 - Informal Action By members. Any action required by law to be taken at a meeting of members, or any action may be taken at a meeting of members, may be taken without a meeting upon written consent or approval of all members, setting forth the action so taken.

Section 6. - Quorum. At a meeting a quorum shall consist of thirty percent (30%) of the members, or twice the number of directors, whichever is greater. If a quorum is not present at any meeting of

members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. – Proxies. Voting by proxy shall not be permitted.

Section 8. – Manner of Voting.

(a) Voting on an issue presented before the membership at any meeting of the members will be made in person by show of hands, unless a motion for balloting is presented and accepted by a majority of those present.

(b) Voting on the election of Board Members will be made in person by show of hands, unless a motion for balloting is presented and accepted by a majority of those present. Voting members may request to vote absentee, which absentee vote is to be delivered no less than 24 hours prior to the start of the meeting via US mail to the Corporation's registered office or via electronic mail to the President and Vice-President. All absentee ballots must contain the voting member's name, address, and phone number.

ARTICLE IV BOARD OF DIRECTORS

Section 1. - General Powers. The business and affairs of the corporation shall be managed by its board of directors. The board of directors shall consist of the current officers (President, Vice-President, Secretary, and Treasurer) and the most recent Past President, unless such individual resigned or was removed from office.

Section 2. - Number, Tenure and Qualifications. The number of directors shall be not less than three (3) nor more than five (5). The directors elected at the annual meeting to succeed the directors named in the Articles of Incorporation shall be selected for terms of two years. Directors shall be members of the corporation.

Section 3. - Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this by-law immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings within or not more than twenty (20) miles from Kansas City, Missouri, without other notice than such resolution.

Section 4. - Special Meeting. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place within or not more than twenty (20) miles from Kansas City, Missouri, for holding any special meeting of the Board of Directors called by them.

Section 5. - Notice. Notice of any special meeting of the Board shall be given at least two days previous thereto by mail, electronic mail or telephone to each Director as his or her name appears on the records of the corporation. Any director may waive notice of any meeting. The attendance of a Director at a 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.

Section 6. - Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such a majority is present at

a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. - Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. The Board may also act by written consent or approval of all the Directors of the corporation setting forth the action taken.

Section 8. - Vacancies. Any vacancy occurring in the Board of Directors, except that position filled by the Past President, shall be filled by a special election held by the members of the Corporation. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. If a vacancy occurs in the position filled by the Past President, the position shall remain vacant until such time as there is an eligible Past President.

Section 9. - Compensation. Directors as such shall not receive any compensation for their services rendered as Directors.

Section 10. – Directors - Residuary Powers. The Board shall have the powers and duties necessary or appropriate for the administration of the affairs of the Corporation. All powers of the Corporation except those specifically granted or reserved for the members by laws, the Articles of Incorporation, or these by-laws shall be vested in the Board.

Section 11. – Directors - Removal from Office. A Director may be removed from office, for cause, by the vote of not less than three-fourths of the members present at a meeting of the members, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the Director has been informed in writing of the charges proffered against him at least 10 days before such meeting. Any vacancy created by the removal of a Director shall be filled in accordance with Article IV, Section 8.

Section 12. - Indemnification and Liability of Directors, Officers and Members. Each person who is or was a director, officer or member of the corporation or is or was serving at the request of the corporation as a director, officer or member of another corporation (including the heirs, executors, administrators or estate of such person) shall be indemnified by the corporation as of right to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorneys' fees) asserted or threatened against and incurred by such person in his capacity as or arising out of his status as a director or officer of another corporation. The indemnification provided by this bylaw provision shall not be exclusive of any other rights to which those indemnified may be entitled under any other by law or under any agreement, vote of members or disinterested directors or otherwise, and shall not limit in any way any right which the corporation may have to make different or further indemnifications with respect to the same or different persons or classes of persons. No person shall be liable to the corporation for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by him as a director, officer or member of the Corporation or of any other Corporation which he serves as a director or officer at the request of the corporation, if such person (i) exercised the same degree of care and skill as a prudent man would have exercised under the circumstances in the Conduct of his own affairs, or (ii) took or omitted to take such action in reliance upon advice of counsel of the corporation, or for such other corporation, or upon statements made or information furnished by directors, officers, members or agents of the corporation, or of such other corporation, which he had no reasonable grounds to disbelieve.

ARTICLE V OFFICERS

Section 1. - Officers. The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected as specified in Article III, Section 8. Such other officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. - Election and Term of Office. The officers of the Corporation shall be elected bi-annually by the members of the Corporation at the regular meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. The term of office of the President, Vice-President, Secretary and Treasurer shall be for two (2) years, commencing January 1 after the November annual meeting. The President, Vice-President, Secretary and Treasurer shall be elected for staggered terms of two (2) years with the President/Treasurer and the Vice-President/Secretary being elected in alternate years. Each officer, elected and appointed, at the expiration of the term of office, shall deliver to their successor all books, records, papers, monies, or property of the organization in his/her possession. The Officer shall not be relieved of their obligation until this requirement is met.

Section 3. - Removal. An Officer may be removed from office, for cause, by the vote of not less than three-fourths of the members present at a meeting of the members, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the Officer has been informed in writing of the charges proffered against him at least 10 days before such meeting. Any vacancy created by the removal of an Officer shall be filled in accordance with Article V, Section 4.

Section 4. - Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by a vote of the members of the Corporation as specified in Article III, Section 8, for the unexpired portion of the term.

Section 5. – President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the members and of the Board. He may sign, with the Treasurer or any other proper officer of the Corporation thereunto authorized by the Board, any bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board 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 incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 6. - Vice-President. In the absence of the President or in the event of his death, inability or refusal to act, 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 such other duties as from time to time may be assigned to him by the President or by the Board.

Section 7. - Secretary. The Secretary shall keep the minutes of the members and of the Board meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; and coordinate with the Treasurer to keep a register of all members and their postal addresses.

Section 8. - Treasurer. The Treasurer shall keep such financial records and logs as required by the corporation; shall be responsible for the post office box of the corporation; shall be responsible for expensing all monies via check and will report current financial status of the corporation monthly to the Board.

Section 9. - Other Committees. Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors. Members to any committee will be appointed by the President with the approval of a majority of the Directors. Any member of any committee may be removed by the President with the approval of a majority of the Directors whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 10. – Term of Office. Each member of a committee shall continue as such until the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 11. - Chairman. One member of each committee shall be appointed chairman by the President.

ARTICLE VI ORDER OF BUSINESS

Section 1. - Order of Business. The suggested order of business at any regular or Special meeting of the members or the Board shall be:

- Call to Order
- Reading of minutes of last meeting
- Report of Treasurer
- Committee Reports
- Unfinished business
- New business
- Program
- Show and Tell Program
- Adjournment

Section 2. - Use of Roberts Rules of Order. The most current revision of Roberts Rules of Order shall be used for the conduct of all members' and Directors' meetings except as otherwise provided hereunder or in the Articles of Incorporation.

ARTICLE VII CONTRACTS, LOANS, CHECKS, DEPOSITS AND FUNDS

Section 1. - Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute 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 evidence of indebtedness shall be issued in its name.

Section 3. – Checks, drafts, etc. All checks, drafts or other orders for the payment of money, note or other evidence of indebtedness issued in the name of the Corporation, shall be signed by the President or by the Treasurer of the Corporation. All expenditures of monies of the Corporation shall be approved by the President before payment.

Section 4. - Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank, trust companies or other depositories as the Board may select.

Section 5. - Gifts. The Board 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 VIII BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members or the Board, and shall keep with the Secretary and Treasurer a record giving the names and addresses of the members. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purposes at any reasonable time.

ARTICLE IX FISCAL YEAR

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

ARTICLE X SEAL

There will be no corporate seal.

ARTICLE XI WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the Corporation under the provisions of these by-laws or under the provisions of the Articles of Incorporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII REPEAL OR AMENDMENT OF BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority vote of the members present at any annual meeting of the members, or at any special meeting of the members called for such purpose, at which a quorum is present; provided, however, no such action shall change the purposes of the Corporation so as to impair its right and powers under the laws of said State, or to waive any requirement of bond or any provisions for the safety and security of the property and funds of the Corporation or its members or to deprive any member without his express assent of rights, privileges, or

immunities then existing. Notice of any amendment to be offered at any meeting shall be given not less than seven (7) nor more than sixty (60) days before such meeting and shall set forth such amendment.

ARTICLE XIII

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or Scientific 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 provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.