

AMENDED AND RESTATED BYLAWS OF THE MISSOURI CHILD CARE ASSOCIATION

ARTICLE I NAME

The name of the corporation shall be the Missouri Child Care Association, d.b.a. Missouri Coalition of Children's Agencies (the "Association").

ARTICLE II OFFICES

1) **Principal Office**

The principal office of the Association is located at 213 East Capitol Avenue, Suite 101, Jefferson City, Missouri 65101. The Association may have such other offices within or without the State of Missouri as may be determined by the board of directors of the Association (the "Board") or as the affairs of the Association may require from time to time.

2) **Registered Office**

The Association 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, as required by the Missouri Nonprofit Corporation Act, Missouri Revised Statutes Section 355.001, *et seq.*, as amended from time to time, and any successor to such act (the "Act"). The registered office may be, but need not be, identical with the principal office of the Association in the State of Missouri, and the address of the registered office may be changed from time to time by the Board, or by the registered agent, as provided by law.

ARTICLE III PURPOSES

1) **General Purposes**

The purposes of the Association shall be those nonprofit purposes stated in the Articles of Incorporation of the Association, as amended from time to time (the "Articles"). The Association has been formed with the intention of qualifying as an organization exempt from income taxes pursuant to section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Association shall operate as a public charitable organization within the meaning of section 509(a)(2) of the Code.

2) **Limitations**

No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, the directors of the Association (the "Directors"), the officers of the Association, or other parties affiliated with the Association or its Directors or officers, except that the Association is authorized and empowered to pay reasonable compensation for services rendered and to make other payments and distributions that further the purposes set forth in the Articles. The Association shall refrain from any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax pursuant to section 501(c)(3) of the Code, or (b) by a corporation contributions to which are

deductible under section 170 of the Code. Finally, no substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided in section 501(h) of the Code, and participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

3) Powers

The Association shall have all the powers permitted a corporation that is both a nonprofit corporation under the Act and an exempt organization described in section 501(c)(3) of the Code, including, but not limited to, the power to receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of section 501(c)(3) of the Code and to that end, the Association is empowered (a) to hold any property, or any undivided interest therein, without limitation as to amount or value, (b) to dispose of any such property and to invest, reinvest, or deal with the principal or income in such manner as, in the judgment of the Directors, will best promote the purposes of the Association, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles, these Bylaws, or any applicable laws, and (c) to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Members, Directors or officers except as permitted under the Act and permitted to be done (a) by a corporation exempt from Federal income tax pursuant to section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under section 170 of the Code.

**ARTICLE IV
MEMBERSHIP**

1) Members

The Association shall have one or more members (the "Members"). No person may be admitted as a Member unless such person agrees in writing to be bound by the terms of the Articles and these Bylaws.

2) Admission of Members

Membership in the Association shall be made upon the vote of the Members. The dues required for the admission of any new Member shall be determined as provided in Article IV, Section 4.

3) Classes of Members

The following classes of membership are established:

Class 1: Full Member - This is a licensed entity providing child and family services. The Full Member shall receive all publications and member benefits, including participation in committees and eligibility for one (1) representative on the Board.

Class 2: Public Affiliate - This is a governmental agency providing child and family services in Missouri. Public Affiliates shall receive member discounts, participate on committees and participate in the annual meeting. Public Affiliates are not eligible for representation on the Board and have no general membership voting rights.

Class 3: Business Affiliate - This is a for-profit vendor of goods and/or services. This category of membership does not have voting rights.

Class 4: Advocate - This includes any individual interested in the welfare of children and families in Missouri. Advocates receive the newsletter and receive a personal member discount.

4) Dues

The Members shall pay dues to the Association in such amounts and at such times as shall be determined by the Board.

5) Transfer of Membership

No Member of the Association may transfer or assign a membership or right thereof.

6) Resignation and Termination

A Member may resign at any time from the Association by giving written notice to the Board, Chairman or the Secretary. A Member (the "Terminated Member") may be terminated for cause, including without limitation for failure to pay dues or the failure to support and adhere to the purposes, standards, or code of ethical practices as may be established by the Board. The Terminated Member shall be given written notice of its termination, including the reasons therefore, no fewer than fifteen (15) days prior to the effective date of the termination, and shall be given an opportunity to contest the termination, orally or in writing, no fewer than five (5) days before the effective date of the termination. Upon a majority vote of the Members, not including the Terminated Member: (i) the Terminated Member's attorney may be excluded from any such internal proceeding; (ii) the Terminated Member may be prohibited from cross examining adverse witnesses; and (iii) the Members may consider matters and evidence which would be inadmissible in a court of law. Unless otherwise agreed to by all of the Members in writing, the resignation or removal of a Member shall not release such Member from any obligation for which such Member was liable immediately before such resignation or removal.

7) Non-Discrimination

The Association does not discriminate in any of its programs or in its membership for any reason of race, religion, color, national origin, sex, or handicapping condition.

8) Meetings

There shall be a minimum of three (3) regular meetings of the general membership annually, of which one (1) will be designated as the annual meeting. The elections of the Directors of the Association shall take place at the annual meeting as well as the transaction of such other business as may come before the meeting and shall be held at such time and place, either within or without the State of Missouri, as shall be designated by the Members. If the day fixed for the annual meeting shall be a legal holiday in the State of Missouri, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting of the Members, or at any adjournment or postponement thereof, the Board shall cause the election to be held at a special meeting of the Members as soon thereafter as may be convenient. Special meetings of the membership shall be held upon the call of the Chairman, the Board, or ten percent (10%) of the Members.

9) Place and Time of Meetings

Meetings of the Members shall be held at the principal office of the Association or such other place within or without the State of Missouri as may be designated from time to time by the Board or by the Members.

10) Notice of Meetings

Unless waived, written or oral notice of each meeting of the Members, including the place, day, and hour of the meeting and, in the case of a special meeting, or where otherwise required by law, the propose or purposes for which the meeting is called, shall be given by the Chairman or the Secretary to the Members no fewer than ten (10) days nor more than sixty (60) days before the date of the meeting, or in such other fair and reasonable manner as determined by the Board in accordance with the Act.

11) Action by Ballot

A. Nothing in these Bylaws would preclude the Members from taking actions that would otherwise be taken at any annual, regular, or special meeting of Members as long as the Association delivers by U.S. mail, other approved carrier, or electronic means, a ballot to every Member entitled to vote on the matter. The ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action. In a case of a ballot, a quorum shall be considered to be a simple majority of the Class 1 Members eligible to vote on the issue.

B. All solicitations for votes by ballot shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each and (3) specify the time by which a ballot must be received by the Association in order to be counted.

12) List of Members

After fixing a record date for a notice of a meeting, the Association shall prepare an alphabetical list of the names of all Members who are entitled to vote at the annual meeting. The list must show the address and number of votes each Member is entitled to vote at the meeting. The list of Members must be available for inspection by any Member for the purpose of communication with other Members concerning the meeting, beginning two (2) business days after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the Association's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A Member, a Member's agent or a Member's attorney is entitled on written demand to inspect the list, at a reasonable time, during the period it is available for inspection. In addition, a current list of Association membership shall be maintained and posted on the Association website as well as provided by Association personnel to any Member in good standing, upon request.

13) Number of Votes

Each Class 1 Member in good standing is entitled to one (1) vote in actions of the general membership and is eligible for one elected Member to the Board.

14) Board Accountability to the Membership

The Board is accountable to the Association's membership for actions, policy decisions and any other issues for which it exercises responsibility.

15) Quorum

A quorum at membership meetings in which action is scheduled to be taken shall consist of one-third (1/3rd) of the Class 1 Members who are represented in person, entitled to vote and who have appointed representatives or delegates to the Association for purposes of casting a vote on behalf of their agency. There shall be no votes by proxy at the membership meetings. Once a quorum has been declared, all matters of business shall be decided by a simple majority of those present and voting unless otherwise specified in these Bylaws. Any Member eligible to vote may request the Chairman make a quorum determination at any time.

16) Meetings by Telephone Conference

Unless otherwise provided in the Articles, Members may participate in a meeting of the Members by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in the meeting in this manner shall constitute presence in person at the meeting.

**ARTICLE V
BOARD OF DIRECTORS**

1) Roles and Responsibilities

Except as provided under the Act, all corporate powers of the Association shall be exercised by or under the authority of, and the affairs of the Association managed under the direction of its Board. The Board shall have the power to:

- A. Establish, review and amend policies for governance of the Association.
- B. Assure the effective management of the business and property of the Association.
- C. Approve an annual budget and fund raising plan.
- D. Assure that the financial needs of the Association are met.
- E. Recommend all amendments to these Bylaws to the membership for approval via means by which all Members can communicate such as written ballot, telephone or electronic technology.
- F. Hire, supervise and evaluate a Chief Executive Officer.

2) Number

The Board shall be composed of not more than fifteen nor less than three elected persons who are representatives of Class 1 Members. There will be no more than one representative from any given entity.

3) **Selection**

- A. The Chairman shall appoint a Nominating Committee each year, with the approval of the Board. The Nominating Committee shall take into consideration geographical representation, size, decision-making authority and type of agency. The Nominating Committee shall assure that all persons nominated for a position on the Board shall be from Class 1 Members in good standing with the Association. The report of the Nominating Committee shall be mailed to the membership of the Association at least ten (10) days prior to the annual meeting of the Association.
- B. Further nominations from the floor may be presented at the annual meeting.
- C. Elections shall be held at the annual meeting of the Members as the first order of business of the meeting. New Directors shall be elected by a majority vote of the Members to succeed those Directors whose terms expire with such annual meeting. These newly elected Directors shall serve until their term expires or until their successors are duly elected and commence their term of office. If a quorum of the Directors is present, after the election of a new Board, the meeting shall continue without further notice as a meeting of the new Board. If a quorum of the new Board is not present, the meeting shall be adjourned to a specified date, without notice other than announcement at the meeting.

4) **Terms**

The term of a Director shall be for a period of three (3) years. In the event a Director is fulfilling an unexpired term, the Director's first three-year term will commence following completion of the unexpired term to which they were appointed. Directors, other than elected officers and the Immediate Past Chairman, are eligible to serve two successive terms. A former Director who has served two terms cannot rejoin the Board until there has been a break of one (1) year in his or her service as a Board member.

5) **Resignation of Directors**

A Director may resign at any time by delivering written notice to the Board, Chairman or the Secretary of the Association. The resignation is effective on the date of acceptance by the Board.

6) **Compensation**

Directors shall not receive any salary or payment of any kind for their services. No Director shall serve in any Association capacity for compensation, other than reimbursement for expenses incurred on behalf of the Association and approved by the Board.

7) **Meetings**

- A. The Board will meet a minimum of five (5) times each year, with one meeting designated as the annual meeting, to occur each October, for the purpose of: (a) electing officers for the ensuing year; and (b) transacting such other business as may be properly brought before such annual meeting. The Board may provide by resolution the time and place, either within or without the State of Missouri, for the holding of the regular annual meeting and additional regular meetings of the Board, without any notice other than such resolution, except as required pursuant

to Article V, Section 7)B. The Executive Committee shall meet when necessary, on the call of the Chief Executive Officer, to transact Association business when the full Board is not meeting.

- B. Special meetings of the Board of Directors may be called upon written request of three members of the Board or may be called by the Chairman. In the call for the special meeting, the purpose of the meeting must be stated and only that which is stated may be acted upon. In addition, such special meetings of the Board must be preceded by at least two days' notice to each Director of the date, time, place, and purpose of the meeting.
- C. Any action which is required to or may be taken at a meeting of the Board or any committee of the Board, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the Board or of the committee, as the case may be. The consents shall have the same force and effect as a unanimous vote at a meeting duly held. The Secretary shall file the consents with the minutes of the meetings of the Board or of the committee, as the case may be.
- D. Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in the meeting in this manner shall constitute presence in person at the meeting.
- E. A Director may waive at any time notice required by this section provided such waiver is submitted in writing, signed by the director, and filed with the minutes of the meeting.

8) Quorum

- A. A quorum shall consist of a simple majority of the Board membership.
- B. Unless otherwise specified in these Bylaws, a simple majority of the votes cast by the Board shall determine all issues. Reconsideration of an issue shall require a two-thirds (2/3rds) majority vote of the Board.

9) Voting

Each Director present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for vote of the Directors.

10) Vacancies

- A. A vacancy shall exist under of the following conditions:
 - 1. Death of a Director;
 - 2. Inability to attend the majority of Board meetings without an excused absence;
 - 3. Resignation of a Director;
 - 4. When the Director is no longer employed by a member agency;

5. When the Director's agency dues are more than ninety (90) days delinquent, unless such delinquency falls under the provisions of unusual financial difficulties as determined by the Board; or
6. An increase in the number of Directors.

B. Whenever any vacancy shall occur in the Board for any reason the vacancy shall be filled by appointment by the Chairman, with the approval of the Board. Persons appointed to fill such a vacancy shall be elected for the unexpired term of his or her predecessor in office or until his or her successor has been appointed and qualified. A Director appointed to such a directorship due to an increase in the number of Directors shall serve until the next annual meeting of the Members or until his or her successor has been appointed and qualified.

11) Removal of Directors

Under the Act, Members may, without cause, remove one or more Directors. A Director elected by the Members may be removed only at a meeting called for the purpose of removing the Director and the meeting notice must state that the purpose or one of the purposes, of the meeting is the removal of the Director.

12) Resignation by Non-Attendance at Meetings

Non-attendance by a Director at three (3) duly called meetings in a twelve (12) month period shall constitute a resignation by such Director from the Board, and shall be entered as such into the minutes of the meeting(s) unless advance notice is given and is excused by the Chairman.

13) Conflict of Interest

The Association has adopted a conflict of interest policy as part of its Policy and Procedures Manual. Each Director must agree in writing to abide by the conflict of interest policy.

**ARTICLE VI
COMMITTEES**

1) Creation and Authority of Committees

There will be four (4) standing committees of the Board of Directors: the Executive Committee, Governmental Affairs Committee, Finance/Audit Committee and the Nominating Committee. The Board of Directors may also establish ad hoc committees as needed to address Association business. The creation of a committee and the appointment of its members must be approved by a majority of the Directors then serving on the Board. A committee or task force shall consist of at least three (3) members of the Board. Any member of a committee may be removed by the Board whenever in its judgment the best interests of the Association shall be served by such removal; provided that such removal shall be without prejudice to the contract rights, if any, of such committee member. Unless otherwise provided in these Bylaws or by a resolution of the Board, the provisions of these Bylaws regarding meetings of the Board shall also govern meetings of all committees, with the members of each committee exercising the powers given to the Directors under Article V with respect to such committee. The Board may delegate such part of its powers to such committees and other persons as it deems

necessary for the operation of the Association; provided, however, that no such delegation or exercise of delegated powers is hereby authorized which would:

(a) endanger the Association's tax exempt status as a section 501(c)(3) organization;

(b) authorize distributions to Members, Directors, officers, agents or employees except in exchange for value received;

(c) approve or recommend to Members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Association's assets;

(d) elect, appoint or remove directors or fill vacancies on the Board or on any of its committees; or

(e) adopt, amend or repeal the Articles or these Bylaws.

2) Executive Committee

A. The Executive Committee shall consist of the officers of the Association.

B. Meetings of the Executive Committee shall be on the call of the Chairman.

C. During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise any and all powers of the Board of Directors in the management of the conduct and direction of the programs of the Association.

D. The Executive Committee shall be responsible for evaluating the performance of the CEO and making recommendations to the Board regarding compensation and employment status of the CEO. In addition, the Executive Committee shall serve as the personnel committee of the Board related to acquisition of and maintenance of employee benefits.

E. A majority of the Executive Committee shall constitute a quorum and a simple majority of the votes cast shall determine the issue.

F. The Executive Committee may not overturn action that has been voted and approved by the Board of Directors, and all Executive Committee action must be ratified at the next full Board Meeting.

3) Standing Committees

A. The following committees shall be standing committees:

1 . Governmental Affairs which shall be responsible for recommending the annual legislative and advocacy program of the Association.

2. Finance/Audit which shall oversee the financial affairs of the Association, including the annual budget, financial reports and audits. The committee shall make regular reports to the Board.

3. Nominating Committee which shall nominate Board member candidates as provided in Article V, Section 3.
- B. The above standing committees may be given additional duties and responsibilities by the Chairman.

ARTICLE VII OFFICERS

1) Composition

The officers of the Association shall be a Chairman, Vice Chairman, Treasurer, Secretary, Immediate Past Chairman, Chief Executive Officer and such other officers as may be elected in accordance with the provisions of this Article VII. The Board may elect or appoint such other officers as it shall deem desirable.

2) Election and Terms

With the exception of the Chief Executive Officer, as provided for in Article VII, Section 3)F. below, the officers shall be elected annually by the Board at the regular annual meeting of the Board. Each officer shall hold office for a term of one (1) year, or until their successor shall be appointed or elected to the same office. No officer shall serve more than two (2) consecutive years in the same office. Each officer shall retain such office only upon continued eligibility to serve upon the Board of Directors. The Board may from time to time adopt policies regarding the compensation of officers.

3) Duties

A. The Chairman shall:

1. Preside at meetings of the Board of Directors;
2. Appoint members of all standing committees and task forces as well as the chairpersons of standing committees;
3. Call special meetings of the Board, Executive Committee or membership as may be required under provisions of the Bylaws; and
4. Be an ex-officio member without vote of all committees and task forces.

B. The Vice Chairman shall:

1. Assume the duties of the Chairman in the event that the Chairman is unable or refuses to act, and when so acting, shall have all powers of and be subject to all the restrictions upon the Chairman; and
2. Undertake any special duties assigned by the Chairman.

C. The Immediate Past Chairman shall serve as a member of the Board of Directors and Executive Committee.

- D. The Secretary shall:
1. Provide assurance that the minutes of the meetings of the Executive Committee, Board of Directors, and general membership are maintained by the Association;
 2. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
 3. Keep a register of the mailing address of each Director which shall be furnished to the Secretary by such Director; and
 4. Undertake any special duties assigned by the Chairman.
- E. The Treasurer shall:
1. Serve as the Chairperson of the Finance/Audit Committee;
 2. Be responsible for all funds of the Association;
 3. Review and report current financial reports at the meetings of the Board of Directors, at annual meetings and at any other time required by the Board of Directors; and,
 4. Monitor the maintenance of the records of accounts, which shall be subject to periodic audit. The officer, staff member, or any office person or Board member designated to conduct financial business for the Association shall be bonded at the expense of the Association.
- F. The Chief Executive Officer ("CEO") shall:
1. Be hired by the Board to operate the daily affairs of the Association and serve as an officer of the Association and member of all committees without vote;
 2. Receive job responsibilities, supervision, and evaluation from the Board;
 3. Manage the day to day operations of the Association and implement Association policy under the authority delegated from the Board;
 4. Be responsible for keeping the Board informed regarding significant issues affecting the Association and its Members, appropriately involving Association staff in such matters, and to make recommendations on matters of policy or other matters which require action by the Board; and
 5. Supervise all Association employees, conduct annual personnel evaluations on such employees, and perform general administrative responsibilities as needed to assure the efficiency and effectiveness of the Association.

4) Resignation or Removal of Officers

An officer may resign at any time by delivering written notice to the Board, the Chairman, or the Secretary. A resignation is effective on acceptance by the Board of Directors. Vacancies shall be filled by appointment of the Chairman with the consent of the Board. Persons appointed to vacant office shall serve until the next annual meeting of the Members or until his or her successor has been appointed and qualified. The Board may remove any officer at any time with or without cause, upon a two-thirds (2/3rds) vote of the entire Board, at a meeting called for that expressed purpose.

**ARTICLE VIII
FISCAL AUTHORITY**

1) Contracts

The Board may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

2) Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Chairman.

3) Deposits

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

4) Gifts

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

5) Prohibited Loans

The Association shall not lend money to, or guarantee the obligations of any Member, any Director or any officer, except to the extent such loans or guarantees are permitted (a) by a corporation exempt from Federal income tax pursuant to section 501(c)(3) of the Code, or (b) by corporation contributions which are deductible under section 170.

6) Budget

An annual budget shall be prepared at the direction of the Chair for approval by the Board at its annual meeting.

7) Fiscal Year

The fiscal year of the Association shall be the calendar year.

**ARTICLE IX
INDEMNIFICATION**

1) Liabilities Covered

- A. The Association shall indemnify, to the fullest extent permitted by law, any person who was or is a party (other than a party plaintiff suing on his or her own behalf or in the right of the Association) or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action by or in the right of the Association), by reason of the fact that such person is or was or has agreed to become a Member, Director or officer of the Association, or is or was serving or has agreed to serve at the request of the Association as a member, director or officer of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity.
- B. The Association may indemnify, to the fullest extent permitted by law, any person who was or is a party (other than a party plaintiff suing on his or her own behalf or in the right of the Association) or is threatened to be made a party to such action, suit or proceeding by reason of the fact that such person is or was or has agreed to become an employee or agent of the Association, or is or was serving or has agreed to serve at the request of the Association as an employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, upon a determination of the Board that such person should be indemnified.
- C. Any indemnification by the Association pursuant to subsection (a) or (b) above shall be made against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person so indemnified in connection with such action, suit, or proceeding.
- D. Notwithstanding the foregoing, the Association shall not indemnify any such person (i) for such person's fraud, bad faith, gross negligence, wanton or willful misconduct, reckless disregard of duties or other breach of fiduciary duty or (ii) in connection with a proceeding by or in the right of the Association, if such person is adjudged liable to the Association or in connection with any other proceeding, if such person is adjudged liable on the basis that he or she received an improper personal benefit. Any and all indemnification provided by the Association shall continue as to a person who has ceased to be a member, director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.
- E. The Association may also from time to time enter into agreements providing for indemnification of any such person upon a vote of a majority of the disinterested Members or a vote of a majority of the disinterested Directors, to the fullest extent permitted by law.

2) Advance Payment of Expenses

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the member, director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he, she or it is lawfully entitled to be indemnified by the Association.

3) Insurance

The Board shall have the power to cause the Association to purchase and maintain insurance on behalf of any person who is or was a Member, Director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of these Bylaws.

4) Consolidations and Mergers

For the purpose of this Article IX, references to "the Association" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a director, officer, employee, or agent of such constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee, or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise shall stand in the same position under the provisions of this Article IX with respect to the resulting or surviving corporation as he, she or it would if he, she or it had served the resulting or surviving corporation in the same capacity.

5) Other Definitions

For the purpose of this Article IX, the term "other enterprises" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and the term "serving at the request of the Association" shall include any service as a Director, officer, employee, or agent of the Association which imposes duties on, or involves services by, such Director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries.

6) Amendment

Notwithstanding Article XIII, this Article IX may not be repealed, nor may the benefits afforded by this Article IX be diminished, except as to liability accruing in respect of acts or omissions occurring after the date of such repeal or modification.

ARTICLE X NOTICE

1) Delivery of Notice

Any and all notices or other communications or deliveries required or permitted to be given or made pursuant to any of the provisions of these Bylaws shall be deemed to have been duly given or made for all purposes: (a) if given orally in accordance with the terms of these Bylaws and the Act, when communicated, if communicated in a comprehensible manner, (b) if hand delivered, on the day delivered; (c) if sent by email or facsimile transmission during normal business hours on a business day (with confirmation by the transmitting equipment), on the day sent; (d) if sent by a nationally recognized overnight courier, costs prepaid, on the next business day after it is sent; or (e) if mailed by first class mail, postage prepaid and return receipt requested, on the third (3rd) day after depositing in the mail, to the address indicated for such person on the record books of the Association or to such other address as such person has designated by notice so given to the Association.

2) Waiver of Notice

Whenever any notice is required to be given under the provisions of the Act or under the provisions of these Bylaws, a waiver thereof whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as provided in the following sentence, such waiver shall be in writing, signed by the Member or Director entitled to notice and filed with the minutes or corporate records. The attendance of a Member or Director at any meeting shall constitute a waiver of notice of such meeting, except where a Member or 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.

ARTICLE XI BOOKS AND RECORDS

The Association shall maintain appropriate accounting records and shall keep a copy of the following records at its principal office: (a) the Articles and Bylaws and any resolutions of the Board relating to the characteristics, qualifications, rights, limitations and obligations of the Members, (b) correct and complete books and records of account, (c) minutes of the proceedings of the Members, the Board and the committees, and records of all actions taken by the Members, the Board and the committees without meetings, (d) a record giving the names and addresses of the Members, the Directors and officers of the Association, (e) its most recent annual report delivered to the Missouri Secretary of State, (f) appropriate financial statements of all income and expenses, and (g) any other documents required by Section 355.821 or any other provision of the Act. All such records shall be open to inspection by the Members and any Director at all reasonable times during business hours. Except as specifically required otherwise by the Act, the rights of recipients or beneficiaries of the services or activities of the Association, other than the Members and Directors, to inspect or copy any corporate books or records are abolished.

**ARTICLE XII
PARLIAMENTARY AUTHORITY**

The latest edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the Association in all cases not provided for in these by-laws.

**ARTICLE XIII
AMENDMENTS**

The Board shall have the power to make, alter, amend and repeal the Articles and these Bylaws and to adopt new Articles and Bylaws, which power may be exercised by a vote of two thirds (2/3rds) of the Directors then serving on the Board.

CERTIFICATE

The foregoing Bylaws were duly adopted as and for the Bylaws of Missouri Child Care Association, d.b.a. Missouri Coalition of Children’s Agencies, by the Board by unanimous consent of the Directors, dated as of _____, 2010.

_____, Secretary