

BYLAWS
OF
THE DISCOVERY EXPEDITION OF ST. CHARLES, MO.
AS ADOPTED Feb 6 2025

ARTICLE I. NAME, NONPROFIT POLICY, PURPOSE

Section 1. Name. The legal name of this nonprofit corporation shall be Discovery Expedition of St. Charles, MO., or DESC, hereinafter referred to as the "Corporation." The Corporation's museum shall do business as Lewis & Clark Boat House and Museum.

Section 2. Nonprofit Policy. The Corporation shall not be operated for profit, shall maintain a 501(c)(3) status and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized as set forth herein.

Section 3. Purpose. The Corporation is organized for educational purposes. These purposes, as outlined in its Mission Statement are as follows:

The Lewis & Clark Boat House, Museum and Discovery Expedition of St. Charles will provide genuine living history and museum experiences that promote education and the study of our national heritage during the period surrounding the historic Lewis and Clark Expedition of 1803 – 1806.

The organization strives to educate all people who visit the Boat House and Museum or any of the organization's historical encampments on the challenges faced by the Corps of Discovery, their recordings of new flora and fauna, their encounters with the many indigenous people, and the story of the organization's Bicentennial re-enactment.

We share this history through the operations, displays and events at the Lewis & Clark Boat House and Museum. On occasion, DESC living history may travel outside the St. Charles area.

Essential to the successful realization of this mission is sustaining the Lewis & Clark Boat House and Museum as an economically viable home for the replica boats, education center and museum, and carrying out such other activities as may be necessary or useful in the furtherance of these purposes in accordance with Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future tax code.

The corporation shall have the power, directly or indirectly, along or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to effect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The Legal powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

ARTICLE II. OFFICES

Section 1. Principal and Registered Office. The principal office of The Discovery Expedition of St. Charles, MO, shall be located at the Lewis & Clark Boat House and Museum, 1050 S. Riverside

Dr., Saint Charles, MO 63301. The registered agent and the address of the registered office may be changed from time to time by resolution of the Board of Directors.

ARTICLE III. MEMBERSHIP

Section 1. Payment of Membership Fee. Membership is open to those persons who pay an annual membership fee. Categories of annual membership based on dues shall include the following:

Junior Membership, age 17 and under, as a companion to a family member - \$10

Basic DESC membership - \$35

Corporal's Club - \$50

Family membership - \$60 (Must be living in one household)

Sergeant's Club - \$100

Captain's Club - \$500

Jefferson's Club - \$1,000

Lifetime membership - \$2,000

Corporate membership - Varies

The schedule of dues shall be set by the Board of Directors. Membership shall be terminated by resignation or failure to renew membership. Dues are due on January 1 of each year and are considered delinquent if dues are not paid by March 1. Dues may be paid throughout the year, with membership continuing until Dec. 31. Dues paid after October 1 cover the remaining current year and the subsequent year (up to 15 months).

Section 2. Roles of Members. Members may wish to serve as volunteers to fill a variety of roles within the organization. Members may participate on ad hoc or standing committees.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers. The property and business affairs of the Corporation shall be managed under the direction of the Board of Directors, whose functions and purposes shall be consistent with the exempt purposes of the Corporation.

Section 2. Number and Qualifications. The number of Directors shall be no less than seven (7) nor more than twelve (12). Any member of the Organization in good standing shall be eligible to serve as a Director, provided they are 21 years old or older. Candidates are expected to have been a member of the organization for one year, but exceptions may be made for candidates with relevant experience and strong skill sets. A Director is expected to make meaningful contributions of time and resources to the organization and to act in accordance with the mission statement and good judgment. Interested parties are to submit a letter and resume to the Board for consideration as a Board member.

Section 3. Election of Directors and Term. All Directors shall be elected by the incumbent Board of Directors for a three-year term, or in the event of a vacancy, for the then-unexpired term of the vacant position at the December meeting. The terms of Directors will be staggered to avoid the election of an entirely new Board of Directors. The secretary will keep documentation regarding the terms of Board members.

Section 4. Vacancies. Directors may also be elected to fill a vacancy at any board meeting by majority vote. Any vacancy or position arising on the Board shall be elected by the then-existing Directors, subject to the other terms and provisions of these Bylaws.

Section 5. Resignation. Any Director may resign by giving written notice to the Board, with the resignation to be effective upon its delivery to the Board Chair or specified date.

Section 6. Removal. Any Director may be removed, with or without cause, at any time, by the vote of a two-thirds ($\frac{2}{3}$) majority of the whole Board of Directors at any meeting. Written notice must be provided to a Director who will be voted on for removal at least 24 hours in advance.

In order to fill any vacancies as may arise from time to time, the Executive Committee may serve as a Nominating Committee to recommend to the Board of Directors persons to be elected as either directors or officers of the corporation, as the case may be, at any regular, special, or annual meeting.

Section 7. Advisory Board of Directors. There shall be no more than 12 persons elected by the Board of Directors of the Corporation to serve as Advisory Board members. The advisory Board members will have the authority to advise, counsel, and/or make recommendations, and attend meetings of the Board of Directors. Advisory Board members shall not have authorization to vote on issues before the Board of Directors of the Corporation. Upon completion of serving a term, a Director is given privilege to join the Advisory Board.

Section 8. Attendance at Meetings. Regular attendance at meetings of the Board of Directors is required and expected. Any Director who misses three (3) or more meetings consecutively without prior approval of the Chair shall be encouraged to reevaluate his/her commitment to the organization. A Director may be removed from the Board of Directors by a majority vote of the Directors in the case of continual absences.

Section 9. Term of Office. A Director's term shall begin January 1st.

Section 10. Compensation. A Board member shall receive no compensation.

ARTICLE V. MEETINGS OF DIRECTORS

Section 1. Place of Meeting. The Board shall meet at the principal office of the Corporation or at such place or places as they may from time to time determine by resolution or by consent of all the Directors. Members of the Board, Advisory Board or of any committee designated by the Board may participate in a meeting of the Board or committee. Meetings may be held by means of conference telephone or video conference, whereby all persons participating can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Guests may attend upon invitation. For matters requiring confidentiality, such as contract negotiations, personnel matters or other issues, the Board may designate a portion of the meeting for the Executive Session, at which time all non-Board individuals are excused. The board shall meet a minimum of 5 times each year.

Section 2. Annual Meetings. The annual meeting of the organization shall be held in December each year, or at such other time as the Board may select. Notice to all members will be provided at least one month prior. Notice will be published on the website and in the newsletter.

Section 3. Special Meetings. Special meetings of the Board shall be held whenever called by the Chair or any three (3) Directors. There shall be at least two (2) days' notice to each member of the Board of any call for a special meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every Director shall be present, even though without notice, any business may be transacted, and any Director may in writing waive notice of the time, place, and objectives of any special meeting.

Section 4. Quorum. A majority of the whole number of the then-existing Directorship positions shall constitute a quorum for the transaction of business at all meetings of the full Board.

Section 5. Action without Meeting by Written Consents. Any action required to be taken at a meeting of the Directors may be taken without a meeting when consents in writing setting forth the action so taken shall be acknowledged by all of the Directors entitled to vote thereon. Such consents

shall have the same force and effect as the unanimous vote of the Directors at a meeting duly held. The secretary shall file such consents with the minutes of the meetings of the Directors.

Section 6. Notices. Whenever, under the provisions of these Bylaws, notice is required to be given to any Director or officer, such notice shall be given in writing.

Section 7. Emergency cancellation. In case of emergency, such as adverse weather or circumstances beyond control of the Board, three Board members may collectively agree to cancel or postpone a regularly scheduled meeting. Every attempt will be made to provide timely notification to members.

ARTICLE VI. OFFICERS

Section 1. Designation. The officers of the Corporation shall include a Chair, Vice Chair, a Secretary and a Treasurer, each elected pursuant to these Bylaws. Each officer shall be elected annually by the Board of Directors at the November meeting. All officers shall be Directors of the Corporation. No two (2) offices may be held by the same person, and no officer shall execute, acknowledge, or verify any instrument in more than one capacity. Officers shall assume their duties at the close of the meeting at which they are elected. Officers shall serve for a term of 1 year or until their successors are elected.

Section 2. Election or Appointment. Between annual meetings, the Board may elect officers to fill any vacancies which may arise, with the initial term of each officer so elected to extend only to the next annual meeting. Officers of the Corporation shall have the duties and authority conferred by the Board and these Bylaws.

Section 3. Removal and Resignation. All officers, agents, and employees shall serve at the discretion of the Board or of the officers appointing them. All officers of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the entire Board, provided, however, that any removal shall be without prejudice to contract rights, if any, of the officer so removed.

Section 4. Powers and Duties of Officers.

4.1 Chair. The Chair shall be the chief volunteer officer and preside at all meetings of the Board of Directors and the Executive Committee or as he or she may delegate. The Chair shall lead the board of directors in performing its duties and responsibilities. Except where prohibited by resolution of the Board or by law, the Chair may execute any and all documents for the Corporation.

4.2 Vice Chair. The Vice Chair shall, in the event of the absence or inability of the Chair to exercise his or her office, become acting Chair of the organization with all the rights, privileges and powers as if he or she had been the duly elected Chair.

4.3 Secretary. The Secretary shall attend all meetings of the Board and Executive Board, and shall prepare and keep minutes thereof, distributing the minutes within one week of the meeting. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary keeps record of the Board member's terms of office. The Secretary shall have such additional powers, not prohibited by law or these Bylaws, as authorized by the Board. If the secretary is unable to be present at a meeting, a designee will fill in.

4.4 Treasurer. The Treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation and shall have control and custody of the funds and securities of the Corporation. The Treasurer will prepare reports before the annual meeting and send the annual financial statement to the IRS. The Treasurer shall perform all duties incident to the office of Treasurer, and shall have such additional powers, not prohibited by law or these Bylaws, as authorized by the Board.

Section 5. Executive Committee. There shall be a minimum of three (3) person Executive Committee, composed of at minimum, the Chair, Executive Director (non-voting), one (1) Board

member of the Corporation and other board members as ratified by the Chair. During the interim between meetings of the Board of Directors, the Executive Committee shall have charge of the routine business of the Corporation. Meetings of the Committee may be held without notice at such time and place as shall from time to time be determined by resolution of the Committee. Any business may be transacted at any meeting of the Committee. It shall have general charge of all finances and property of the Corporation and may grant special authorization to the standing committees during such interim period. Any special authorization granted by the Executive Committee shall be reported to the Board of Directors at its next meeting for its information and, as necessary, approval.

A majority of the Executive Committee shall constitute a quorum for the transaction of business at all meetings of the Committee.

ARTICLE VII. COMMITTEES

Section 1. Standing or Ad Hoc Committees. The Board may designate one or more standing committees. Each committee must include at least one Director of the Corporation. Such standing committees shall have such names, purposes, and authority as may be determined from time to time by resolution adopted by the Board. The Chair will serve as ex officio for all committees.

Section 2. Minutes. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records.

ARTICLE VIII. EXECUTIVE DIRECTOR

Section 1. Purpose. The Board of Directors may appoint a person, or persons, to exercise all of the powers and perform all the duties set forth in this Article and shall designate such person(s) so appointed as Executive Director. The Executive Director shall have general powers and duties of supervision and management of their assigned operations and shall carry into effect all directions and resolutions of the Board. The Executive Director shall direct the day-to-day business of the operation, negotiate and execute binding agreements as delegated by the Board of Directors, and keep records in the form prescribed from time to time by the Board of Directors and reporting thereon whenever so requested by the Board of Directors. The Executive Director shall be directly responsible to the Board and shall report directly to the Board.

Section 2. Agents and Employees. The Executive Director shall have the power to employ, remove and suspend all agents and employees not elected or appointed by the Board of Directors, to determine the duties and responsibilities of such appointees, to create such titles for such appointees as he or she may deem desirable to enable the appointees to execute their duties and responsibilities and to fix and change the compensation of such appointees.

Section 3. Annual Report. An Executive Director shall submit to the Board of Directors at its annual meeting a report summarizing the operations and business of the corporation and its activities during the preceding year and setting forth the plans, programs or projects for future development, with such suggestions and recommendations as he/she shall approve. He/she shall make such reports to the Board of Directors as he/she may deem necessary or which may be required by these Bylaws, or by the Board.

Section 4. Further Duties. The Executive Director shall have such other further duties and authority as may be prescribed elsewhere in these Bylaws or from time to time by the Board of Directors.

Section 5. Inability to Serve. In the event of the death, absence, incapacity, inability or refusal to act of an Executive Director, the Board of Directors shall designate some other person to exercise, and in the absence of such designation, the Chairman of the Board may exercise, all of the powers and perform all of the duties of an Executive Director.

Section 6. Compensation. The compensation or salary paid to all executive officers of the corporation shall be fixed by resolutions adopted by the Board.

ARTICLE IX. MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on the thirty-first (31st) day of December each year, unless otherwise provided by resolution of the Board.

Section 2. Budget. A draft budget for the Corporation shall be prepared by the Executive Director, subject to the approval of the Board of Directors at the start of the March meeting. The budget of the Corporation shall be prepared by the Executive Committee, subject to the approval of the Board of Directors.

Section 3. Books and Records. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by committees of the organization. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

Section 4. Conflict of Interest. The board shall adopt and periodically review a conflict-of-interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate or member of a committee with board-delegated powers.

Section 5. Nondiscrimination Policy. It is the policy of the Corporation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion or national origin. The officers, committee members, employees and persons served by this corporation shall be selected entirely on a nondiscriminatory basis.

ARTICLE X. CORPORATE SEAL

Section 1. Seal. The Board of Directors may adopt, use and alter a corporate/organization seal. The seal of the Corporation shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal" and "Missouri." The form of the seal of the Corporation may be changed from time to time by resolution of the Board. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

ARTICLE XI. CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The Board may authorize any officer or agent 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 evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board. 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 the Executive Director or Treasurer, or such other 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.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

ARTICLE XII. INDEMNIFICATION

Section 1. In this Article:

“Applicant” means the person seeking indemnification pursuant to this Article.

“Director” means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the Corporation’s request as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise. “Director” includes, unless the context requires otherwise, the estate or personal representative of a director.

“Expenses” includes legal fees.

“Liability” means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to any employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

“Official capacity” means (i) when used with respect to a director, the office of director in the Corporation; or (ii) when used with respect to an individual other than a director, as contemplated in the nonprofit corporation statutes of Missouri, the office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation. “Official capacity” does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise.

“Party” includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding. “Proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

Section 2. The Corporation shall indemnify any person who was or is a party to any proceeding, including a proceeding by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he or she is or was a director, or officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, partner or officer of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise proceeding if (i) he or she acted in good faith, (ii) he or she believed, in the case of conduct in his official capacity with the Corporation, that the conduct was in the best interests of the Corporation, and in all other cases, that the conduct was at least not opposed to the best interests of the Corporation, and, in the case of any criminal proceeding, that he or she had no reasonable cause to believe the conduct was unlawful, and (iii) he or she was not guilty of gross negligence or willful misconduct.

Section 3. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere is not of itself, determinative that the applicant did not meet the standard of conduct described in Section 2 of this Article.

Section 4. Notwithstanding the provisions of Section 2 of this Article, no indemnification shall be made in connection with a proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation or in any proceeding charging the applicant with improper personal benefit, whether or not involving action in an official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

Section 5. To the extent that the applicant has been successful on the merits or otherwise in defense of any proceeding referred to in Section 2 of this Article, or in defense of any claim, issue or matter therein he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

Section 6. Any indemnification under Section 2 of this Article (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 applicant is permissible in the circumstances because he or she has met the applicable standard of conduct set forth in Section 2 and Section 4.

The determination shall be made:

- 6.1. By the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to the proceeding;
- 6.2. If a quorum cannot be obtained under subsection 6.1 of this section, by majority vote of a committee duly designated by the Board of Directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding;
- 6.3. By special legal counsel:

6.3.1 Selected by the Board of Directors or its committee in the manner prescribed in subsection 6.1 or 6.2 of this section; or

6.3.2 If a quorum of the Board of Directors cannot be obtained under subsection 6.1 of this section and a committee cannot be designated under subsection 6.2 of this section, selected by majority vote of the full Board of Directors, in which selection directors who are parties may participate; or

Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection 6.3.2 of this section to select counsel.

Section 7.

7.1 The Corporation may pay for or reimburse the reasonable expenses incurred by an applicant who is a party to a proceeding in advance of final disposition of the proceeding if: 7.1.1 The applicant furnishes the Corporation a written statement of good faith belief that he or she has met the standard of conduct described in Section 2 and Section 4; 7.1.2 The applicant furnishes the Corporation a written undertaking executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct; and

7.1.3 A determination is made that the facts then known to those making the determination would not preclude indemnification under this Article.

7.2 The undertaking required by paragraph 7.1.3 of this section shall be an unlimited general obligation of the applicant but need not be secured and may be accepted without reference to financial ability to make repayment.

7.3 Determination and authorization of payments under this section shall be made in the manner specified in Section 6.

Section 8. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of an individual who 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, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against liability asserted against or incurred in that capacity or arising out of his or her status as director, officer, employee, or agent, whether or not the Corporation would have power to indemnify him or her against the same liability under the provisions of this Article.

Section 9. Every reference herein to directors, officers, employees, or agents shall include former directors, officers, employees, and agents and their respective heirs, executors, and administrators. The indemnification hereby provided and provided hereafter pursuant to the power hereby conferred on the Board of Directors shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased

and maintained by the Corporation or others, with respect to claims, issues, or matters in relation to which the Corporation would not have the power to indemnify such person under the provisions of this Article.

ARTICLE XIII. LIMITATIONS OF LIABILITY OF DIRECTORS AND OFFICERS

Section 1. Liability. In any proceeding brought by or in the right of the Corporation against an officer or director who receives compensation for his services as such, the damages assessed arising out of a single transaction, occurrence or course of conduct shall not exceed the amount of compensation received by the officer or director from the Corporation during the twelve months immediately preceding the act or omission for which liability was imposed. An officer or director who serves without compensation for his services shall not be liable for damages in any such proceeding.

ARTICLE XIV. TRANSPARENCY AND ACCOUNTABILITY

Article 1. Purpose. By making full and accurate information about its mission, activities, finances and governance publicly available, the Corporation practices and encourages transparency and accountability to the general public. This policy will indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public; indicate which documents and materials produced by the Corporation are presumptively closed to staff and/or the public; and specify the procedures whereby the open/closed status of documents and materials can be altered.

Article 2. Financial and IRS documents. The Corporation shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

Article 3. Means and Conditions of Disclosure. The Corporation shall make available the aforementioned documents on an internet website to be viewed and inspected by the general public. The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS, except information exempt from public disclosure requirements, such as contributor lists. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

ARTICLE XV. AMENDMENTS

Section 1. Amendment of Bylaws. The Board shall have the power and authority, at any time and from time to time, at any annual, regular, or special meeting, to amend, alter, or repeal these Bylaws or any provision thereof, or to make additional Bylaws, upon the affirmative vote of a majority of the whole Board. Proposed amendments will be provided to Board members one month prior to voting. Unless otherwise provided prior to its adoption, an amendment shall take effect immediately upon its adoption.

Section 2. Review of Bylaws. The Bylaws shall be reviewed annually at the November meeting and changes reported to the membership in writing within sixty days following adoption of such amendments. An amendment shall take effect immediately upon its adoption.

ARTICLE XVI. DISSOLUTION

Section 1. Dissolution Process. Although the period of duration of the Corporation is perpetual, if for any reason it is to be dissolved or otherwise terminated, the Corporation can be dissolved by a two-thirds (2/3) majority vote by the Board of Directors.

Section 2. Distribution of Assets. Upon dissolution, the liquid and property assets of the Corporation shall be distributed to another 501(c)(3) corporation or corporations with purposes and objectives consistent with those of the organization. No part of the property of the organization or any of the proceeds shall be distributed to or inure to the benefit of any of the Board members, officers or members.

ARTICLE XVII. PARLIAMENTARY PROCEDURES

Section 1. The rules contained in the current edition of Robert's Rules of Order shall govern the Board in all cases to which they are not inconsistent with these bylaws.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of The Discovery Expedition of St. Charles, MO. were approved by The Discovery Expedition of St. Charles, MO. board of directors on (DATE) and constitute a complete copy of the Bylaws of the corporation

Secretary

Date _____

Chair

Date _____