

**BYLAWS  
of**

**FRIENDS OF THE ATKINS-JOHNSON FARM & MUSEUM, INC.**  
A Missouri Not-for-Profit Corporation

These Bylaws of **FRIENDS OF THE ATKINS-JOHNSON FARM & MUSEUM, INC., a Missouri not-for-profit corporation** (the “Corporation”), located in the City of Gladstone, Clay County, Missouri, are adopted for the purpose of the regulation and management of the affairs of the Corporation pursuant to the general not-for-profit corporation laws of the State of Missouri.

**ARTICLE I  
PURPOSE**

Section 1. The Corporation is organized exclusively for charitable, literary, and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, in relation to the Atkins-Johnson Farm and Museum located in Gladstone, Missouri (the “Property”).

Section 2. The general purpose of the Corporation shall include, but not be limited to, the following:

- a. promoting the Property as a historical site;
- b. promoting the use of the Property’s farmhouse, outbuildings, and acreage for demonstrations and public education for all ages;
- c. encouraging public access to the Property and accommodating the Property’s visitors;
- d. providing funds to maintain and upgrade the Property;
- e. promoting and encouraging research, documentation, learning, and understanding of the economic and social history of the City of Gladstone and Clay County during the historical period which the Property represents;
- f. assisting the City of Gladstone in planning and executing projects to benefit the Property; and
- g. Accomplishing any other charitable, literary, or educational purpose concerning the Property as determined by the board of directors.

Section 3. The Corporation shall accomplish its purposes and goals while working within the meaning of Section 501(c)(3) of the Internal Revenue Code and Section 355.025 of the Revised Statutes of Missouri, as amended. Notwithstanding any other provisions of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law);

or (ii) a nonprofit corporation pursuant to Section 355.025 of the Revised Statutes of Missouri, as amended.

Section 4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 5. No part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. The Corporation may, however, choose to opine on ballot issues that relate to the Property.

Section 6. 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, distribute the assets of the Corporation to the Gladstone Economic Betterment Council (GEBC), or, if the GEBC is not then in existence, to a similar charitable Corporation organized as an exempt corporation or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) which is formed for the benefit of residents of the City of Gladstone, Missouri.

## **ARTICLE II DEFINITIONS**

Section 1. “Articles of Incorporation” shall mean the Articles of Incorporation of Friends of the Atkins-Johnson Farm & Museum, Inc., as such Articles of Incorporation may be amended as needed.

Section 2. “Bylaws” shall mean the Bylaws for Friends of the Atkins-Johnson Farm & Museum, Inc., as such Bylaws may be amended from time to time.

Section 3. “Board” shall mean the Board of Directors of the Corporation.

Section 4. “Director” shall mean and refer to any person who has been elected or appointed to the Board of Directors.

Section 5. “Standing Advisory Member” shall mean and refer to any non-voting person or entity who has been appointed by the Board of Directors to advise the Board.

Section 6. “Member” shall refer to every person or entity holding a membership in the Corporation. Membership types are determined by the Board.

Section 7. “Corporation” shall mean Friends of the Atkins-Johnson Farm & Museum, Inc., a Missouri not-for-profit corporation, and its successors and assigns.

Section 8. “Property” shall mean the Atkins-Johnson Farm and Museum located in Gladstone, Missouri.

Section 9. “GEBC” shall mean the Gladstone Economic Betterment Council, a Missouri not-for-profit corporation.

Section 10. “Related parties” shall mean individuals related through blood or marriage. Grandparents, parents, spouses, children, sibling, step-grandparents, step-parents, step-children and step-grandchildren are included. Relationships such as cousin, aunt and uncle would not be included.

### **ARTICLE III MEMBERSHIP**

Section 1. *Eligibility for Membership.* Application for membership to the Corporation shall be open to all persons, corporations, or other organizations who have an interest in the Corporation. Membership is granted after completion and receipt of a membership application and annual dues. The Board reserves the right to refuse membership to any individual or entity.

Section 2. *Annual Dues.* Membership dues shall be payable upon joining the Corporation, and thereafter on or before the first day of January of each year. The amount of annual membership dues shall vary with the membership type, all as determined annually by the Board. Memberships with annual dues in excess of One Hundred and No/100ths Dollars (\$100.00) paid on or after the first day of the third quarter (July 1) may be prorated. The Board may also authorize membership incentives.

Section 3. *Rights of Members.* Each Member whose membership dues are paid and current at least thirty (30) days prior to a meeting at which a vote is to be held is considered to be in good standing and shall be entitled to cast one (1) vote per membership in any election, referendum, or membership meeting. Proxies for voting are not permitted.

Section 4. *Termination of Membership.* If a Member’s dues are not paid by April 1 of the current year, said Member’s membership in the Corporation shall be terminated until the Member’s dues are paid in full for the current year.

Section 5. *Meetings of the Members.*

a. *Annual Membership Meeting.* An annual meeting of the Members shall take place during the second quarter of the year, the specific date, time, and location of which shall be determined by the Board. Failure to hold the annual meeting at the designated time shall not cause a forfeiture or dissolution of the Corporation. At each annual meeting, Members shall be elected to serve on the Board of Directors.

b. *Special Meetings.* Special meetings of the Members may be called by the President, by the Board, or by Members holding at least one-tenth (1/10) of the votes entitled to be cast at such meeting.

c. *Quorum.* Members holding at least one-tenth (1/10<sup>th</sup>) of the votes entitled to be cast at a meeting shall constitute a quorum at any meeting of the Members. A quorum is necessary for the adoption of any matter voted upon by the Members.

d. *Voting.* All issues to be voted on at each meeting of the Members shall be decided by a simple majority of those present at the meeting in which the vote takes place.

e. *Notice of Meetings.* Written or printed notice stating the place, date, and time of a meeting of the Members and, in case of a special meeting, the purpose(s) for which the meeting is called shall be delivered not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Delivery of the notice shall be made either personally, by United States Postal Service, or by electronic mail (email), by or at the direction of the Board or person(s) calling the meeting, to each Member entitled to vote at such meeting. Such notice addressed to the respective Member at the last address or email address recorded with the Corporation shall be deemed to be sufficient notice for purposes hereof.

## **ARTICLE IV BOARD OF DIRECTORS**

Section 1. *Leadership.* The business and affairs of the Corporation shall be controlled and managed by a Board of Directors, which shall be composed of nine (9) Members in good standing with the Corporation who are at least seventeen (17) years of age.

Section 2. *Terms of Directors.* Directors shall be elected for a term of three (3) years on a revolving schedule, such that an equal number of terms, or as close thereto as possible, expire each year. The term of each Director shall commence on the day following such Director's election until the annual meeting of the Membership three (3) years after being elected, at which time the Director's successor shall be elected. A Director may serve for no more than two (2) consecutive terms (not counting any partial term), but after a period of one (1) year of not serving on the Board, may be elected again for a maximum of two (2) consecutive terms. Whenever any vacancy on the Board shall occur due to the death, resignation, incapacity, removal, or other disqualification of a Director, a majority of the remaining Directors, even if less than a quorum, may appoint a successor to serve for the unexpired term of the Director whose place is vacant.

Section 3. *Terms of Standing Advisory Members.* The Board shall appoint the following standing advisory members:

- a. A minimum of one (1) and a maximum of three (3) standing advisory members appointed by the Board.
- b. Any member in good standing may be appointed by a majority vote of the Board.
- c. Each appointment is for one (1) year with a maximum of three (3) consecutive years. After a period of one (1) year of not serving as a Standing Advisory Member, the member may be appointed again.
- d. Standing Advisory Members shall not be considered voting members of the Board and their representation shall be at the discretion of the Board.
- e. Related Standing Advisory members (as defined above for “Related Parties”), through blood or marriage, are not permitted. It is permissible for a Standing Advisory Member to be related to a Board member.

Section 4. *Meetings of the Board.*

a. *Meetings.* Regular meetings of the Board shall be held on the first Monday of each month at a time agreed upon by the Directors unless otherwise discussed and approved by the Board prior to the date change. Special meetings of the Board may be called by the President or at least three voting members of the Board. The business to be transacted shall be specified in the notice of any special meeting.

b. *Annual Board Meeting.* The annual meeting of the Board is the first regular Board meeting after the annual membership meeting. This meeting is of the newly elected Board and the first order of business shall be election of officers.

c. *Location of Meetings.* The annual meeting of the Board and all other regular and special Board meetings shall be held at any place within Clay County, as may be designated by the Board or by written consent of the Directors.

d. *Voting.* A simple majority of the elected Directors shall constitute a quorum for the transaction of business by the Board. In all matters coming before the Board, each Director shall be entitled to cast one (1) vote. Proxies may not be used for voting at any Board meeting. The passage of any issue will require a minimum of 5 affirmative votes.

e. *Notice.* Regular meetings of the Board may be held without notice. Special meetings of the board may be held upon three (3) business days’ written notice addressed to each Director and delivered via United States Mail, electronic mail (email), or in person. The business to be transacted at any special meeting of the Board shall be specified in the notice of such meeting. Attendance of a Director at any meeting shall constitute a waiver

of notice, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

f. *Participation at Meetings.* Members of the Board or of any committee designated by the Board may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can communicate with one another. Participation in a meeting in this manner shall constitute presence in-person at the meeting.

g. *Presence at Meetings.* Any Director who is not present at a minimum of three (3) regular meetings within any five (5) month period shall be automatically removed from his or her position as a Director unless a majority of the Board elects to retain the Director due to extenuating circumstances. A Director is considered 'present' if in attendance for 90% of the votes during a meeting.

## **ARTICLE V NOMINATION AND ELECTION OF DIRECTORS**

### Section 1. *Nomination.*

- a. A Nominating Committee of two (2) Board members not standing for election and one (1) Member from the general membership shall be appointed by the President and approved by the Board at the regular Board meeting held in February of each year.
- b. The Nominating Committee shall be responsible for presenting the proposed slate of Directors to the Board at the regular Board meeting held in March. The Board will vote to approve or reject the proposed slate.
- c. The President shall notify the membership by mail or email of the names of persons nominated as candidates for Directors and the right of petition. Notification will be no later than 60 before the annual membership meeting.
- d. Related Board members (see "Related Parties" definition above), through blood or marriage, are not permitted. It is permissible for a Board member to be related to a Standing Advisory Member.

### Section 2. *Additional Candidates.*

a. Additional candidates may be nominated for the open Director position(s) by a petition bearing the genuine signatures of at least one (1) Member. Such nominating petition shall be filed with the Board within ten (10) business days after notice has been given of the names of those nominated by the Nominating Committee. The determination by the Nominating Committee as to the legality of the petition(s) shall be final.

b. If no petition is filed within the designated period, the nominations shall be closed. A motion to approve the slate by acclamation shall be made at the annual meeting of the Members.

c. If a legal petition shall present additional candidates for the open Director positions, the names of all candidates shall be arranged on a ballot in alphabetical order. The ballot shall contain instructions to the Members to vote for three (3) candidates only. The President shall send this ballot to all active Members at least ten (10) days prior to the annual meeting of the Members. The ballots shall be marked in accordance with instructions printed on the ballot. The President shall collect the ballots at the annual meeting of the Members.

Section 3. *Election.* The Directors to be elected at each annual meeting of the Members shall be elected by a majority of the votes cast at such election by the voting Members.

## **ARTICLE VI COMMITTEES**

Section 1. The Board of Directors, by resolution, may provide for an Executive Committee of three (3) or more Directors or for such other standing or special committees of two (2) or more Members, as it deems desirable, and discontinue the same at its pleasure. Each such committee shall have such powers and perform such duties, consistent with law, as may be assigned to it by the Board. Except as otherwise directed by the Board, the President, with the consent of the Board, shall invite the chairman of all standing or special committees from the Corporation's membership. The President shall be ex-officio member of all committees except the nominating committee.

Section 2. *Standing Committees.*

- a. There shall be the following Standing Committees: (A) Public Relations Committee; (B) Fundraising and Events Committee; and (C) Membership Committee.
- b. Public Relations Committee. Handles all social media promotion, membership communication, and the Friends of the Atkins-Johnson Farm & Museum website.
- c. Fundraising and Events Committee. Plans all Friends of the Atkins-Johnson Farm & Museum events and functions. This committee is also responsible for seeking out fundraising options for the Corporation.
- d. Membership Committee. This committee works with the Secretary to manage the Corporation's membership population. This committee also handles membership hospitality by providing benefits and opportunities.

Section 3. *Nominating Committee.* Refer to Article V, Section 1.

Section 4. The Board of Directors may appoint additional committees as needed.

Section 5. Membership in the Corporation is required to be a member of a committee, with the exception being committees for joint ventures with external organizations

## **ARTICLE VII OFFICERS**

Section 1. *Officers.* The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer.

Section 2. *Election of Officers.* The Board of Directors at its annual meeting shall elect the officers. Such officers shall hold office at the pleasure of the Board and until their successors are chosen and are qualified. Failure to elect annually a President, Vice President, Treasurer, Secretary or other officers or agents shall not dissolve the Corporation. Any officer elected by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Directors then in office, whenever in their judgment the best interests of the Corporation will be served thereby. An officer may serve in the same office for a maximum of three (3) consecutive terms and may be reelected to the same office after being out of office for a minimum of one (1) full term. Officers shall be elected from the seated board members.

Section 3. *Term.* The officers shall be elected to serve for one (1) year or until their successors are elected, and their term of office shall begin at the close of the meeting at which they are elected.

Section 4. *Resignation and Removal.* Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by communicating his or her resignation to the Board. A resignation is effective when it is communicated unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 5. *Vacancies.* A vacancy in any office may be filled by a successor for the unexpired portion of the term by a vote of the majority of the Directors present at a meeting in which a quorum is present.

Section 6. *Duties.* The officers shall perform the duties prescribed by these Bylaws:

a. *President.* The President shall: preside at all meetings of the Board; see that orders and resolutions of the Board are carried out; sign all written instruments; and co-sign all checks over Five Hundred and No/100ths Dollars (\$500.00). The President shall ensure that the Corporation is covered by nonprofit organization liability insurance that meets all requirements set by the City of Gladstone and includes Director and Officer liability coverage.

b. *Vice President.* The Vice President shall: be prepared to assume the duties of the President in his or her absence and perform such other duties as directed by the

President or required by the Board. In absence of the President, the Vice President shall co-sign all checks over Five Hundred and No/100ths Dollars (\$500.00).

c. *Secretary.* The Secretary shall: record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; serve notice of meetings of the Board and of the Corporation; maintain current and accurate points of contact for each Member; maintain a roster of current Members, a roster of prospective Members, and a roster of all former Members of the Corporation; and perform such other duties as required by the Board.

d. *Treasurer.* The Treasurer shall: receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board; sign checks; keep proper books of account; prepare an annual budget and statement of income and expenditures to be represented to the Members at its regular annual meeting. The Treasurer shall sign all checks of the Corporation. In the event of unavailability of the Treasurer, checks shall be signed by both the President and Vice President. The Treasurer shall file the Corporation's IRS Form 990, "Return of Organization Exempt From Income Taxes", annually in accordance with IRS regulations. The Treasurer shall produce bank statements as requested and will yearly provide the current statement(s) for the Board to validate the funds are as stated.

Section 7. Compensation. No financial payments, including payments in the form of goods and services, may be made to any officer or to a business, business associate, or relative of an officer, except for services or expenses paid on behalf of the Corporation which are approved in advance by the Board.

Section 8. Credit Card. Only elected Officers are allowed to maintain possession of the Corporation's credit card. Use of the Corporation's credit card is limited to purchases approved in the current budget. All other purchases with the credit card require Board approval prior to the purchase. Any use of the credit card outside of these parameters will require the user to reimburse the Corporation.

## **ARTICLE VIII INDEMNIFICATION**

The Corporation shall have the power to indemnify any present or former Director, officer, employee, or agent, or any person who has served or is serving in such capacity, at the request of the Corporation with respect to any liability or litigation expense, including reasonable attorney's fees, incurred by any such person to the extent and upon the terms and conditions provided by law.

To the extent provided by law, the Corporation shall indemnify any and all of its officers and Directors against liability and litigation expense, including reasonable attorney's fees, arising out of their status as such or their activities in any of the foregoing capacities (excluding, however,

liability or litigation expenses which any of the foregoing may incur on account of activities which were, at the time taken, known or believed to be clearly in conflict with the best interests of the Corporation), and said officers and Directors shall be entitled to recover from the Corporation, and the Corporation shall pay, all reasonable costs, expenses, and attorney's fees in connection with the enforcement of rights to indemnification granted herein.

## **ARTICLE IX PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

## **ARTICLE X BOOKS AND PAPERS**

The books, papers, and files of the Corporation shall at all times, during reasonable hours approved by the President, be subject to inspection by any Member. The Member must submit the request to inspect in writing/email to the Board and define what specific material needs to be produced. All costs of reproduction will be at the requesting Member's expense.

## **ARTICLE XI AMENDMENT**

Section 1. These Bylaws may be amended at any regular or special meeting of the Members at which a quorum is present or by mail or email ballot, by the affirmative vote of a majority of the Members entitled to vote on the proposed amendment or of two-thirds (2/3rds) of the votes cast, whichever is less. If the proposed amendment is to be approved at a meeting of the Members, the Members shall be given notice of the meeting in accordance with these Bylaws, state that the purpose or one of the purposes of the meeting is to consider the proposed amendment and containing a copy or summary of the proposed amendment.

Section 2. In the case of any conflict between any of the following governing documents, the descending precedence of order is: Articles of Incorporation, Bylaws, *Robert's Rules of Order Newly Revised*.

Adoption of Bylaws as of June 2024

FRIENDS OF THE ATKINS-JOHNSON FARM & MUSEUM, INC.

a Missouri not-for-profit corporation

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Shelly True, President

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Luke Newport, Vice President

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Rita Miller, Secretary