

BYLAWS OF
SPOEDE SCHOOL ASSOCIATION

RECITALS

WHEREAS, the Corporation was formed on August 16, 2002, and the Incorporators adopted Bylaws as of that date;

WHEREAS, the Members of the Corporation desire to amend and restate the Bylaws; and

WHEREAS, the purpose of the Corporation is to cooperate with and assist the faculty, students, parents, School District residents, and the Ladue Board of Education in maintaining the highest standards of education, social development and safety at Spoeede School. The Spoeede School Association shall also promote a spirit of volunteerism and strive to maintain cordial, productive and cooperative relations between Spoeede School's faculty, administration, parents, students, and the surrounding community.

NOW, THEREFORE, the Members amend and restate the Bylaws as follows:

ARTICLE I. NAME AND OFFICES

The Corporation shall be known as Spoeede School Association. The Corporation is formed under the Missouri Nonprofit Corporation Act, Chapter 355 of the Revised Statutes of Missouri, as amended (the "Act").

The principal office of the Corporation in the State of Missouri shall be located at 425 N. Spoeede Road, St. Louis, Missouri 63141. The Corporation may have such other office(s), either within or without the State of Missouri, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

The registered office of the Corporation required by the Act to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the state of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. Its functions shall include, although not be limited to, a working Board for organization, structure, planning, policy, finances, fund-raising, program planning and public education, consistent with the purposes of the Corporation. Without limiting the generality of the foregoing, the duties of the Board of Directors shall be to:

- (1) Create standing and special committees;
- (2) Approve the plans of the standing and special committees;
- (3) Present a report at the regular meetings of the Spoede School Association;
- (4) Prepare and submit an annual budget by October 31 (or by a date reasonably after) for a vote by the general membership;
- (5) Approve routine bills and individual expenditures of not more than five hundred dollars (\$500.00) that are within the limits of the approved annual budget and submit for a vote by the general membership any proposed individual expenditure exceeding five hundred dollars (\$500.00) that was not individually identified in the approved annual budget;
- (6) Comply with all directives of the Ladue Board of Education concerning public gifts to the schools;
- (7) Ensure that the Spoede School Association expenditures are intended for the benefit of Spoede School, its faculty, staff and students while providing a full and fair opportunity for membership participation in the budgetary process.

Section 2. Number, Term and Qualifications. (as amended, 5/23/2006) The number of directors of the Corporation shall be not less than three (3) and not more than fifteen (15). The Board of Directors shall consist of the elected Spoede School Association officers, the elected Ladue Parent District Council representatives, the immediate past Spoede School Association President or Co-Presidents and up to four (4) members-at-large, two of whom may be faculty at Spoede School. Members-at-large shall be appointed by the current Spoede School Association President or Co-Presidents and shall serve from July 1 until June 30 of the following year. Members-at-large shall serve as such for not more than two (2) consecutive years on the Board of Directors. All members of the Board of Directors shall hold office for a term of one (1) year. The principal of Spoede School shall be invited to all meetings of the Board of Directors, but will not have voting power.

Section 3. Regular Meetings. (as amended, 5/23/2006) The annual meeting of the Board of Directors shall be held on the third (3rd) Tuesday in the month of April, in each year, beginning with the year 2007, at the hour of 7:00 p.m., or at a time or date reasonably before or after. The Board of Directors may provide for the holding of additional regular meetings without notice thereof by fixing the time and place, either within or without the State of Missouri, of such regular meetings in these Bylaws. Additional regular meetings of the Board of Directors shall be held during the school year, the time to be fixed by the Board at its first meeting of the year.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or Co-Presidents or any two directors. The

person or persons authorized to call special meetings of the Board of Directors may fix any place, within or without the State of Missouri, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any regular meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice of a special meeting will be given in a fair and reasonable manner. Notice may be oral or written. Notice may be communicated in person, by telephone, telegraph, teletype, or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated if communicated in a comprehensible manner. Written notice, if in a comprehensible form, is effective at the earliest of the following:

(1) When received;

(2) Five (5) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed;

(3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;

(4) Thirty (30) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

Section 6. Waiver of Notice. A director may at any time waive any required notice. Except as set forth below, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records of the Corporation. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the Act, the Articles of Incorporation or these Bylaws objects to lack of notice and does not vote for or assent to the objected-to action.

Section 7. Quorum; Participation by Telephone. A majority of the directors in office immediately preceding a meeting shall constitute a quorum for the transaction of business. Members of the Board of Directors may participate in and act at any meeting of the Board of Directors, whether regular or special, through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting in this manner shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes, including fulfilling the requirements of Sections 7 and 8 hereof.

Section 8. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum of directors is present shall be the act of the Board of Directors, unless the act of a different number is required by statute, the Articles of Incorporation or these Bylaws.

Section 9. Resignations. Any director may resign at any time by giving written notice to the Board of Directors, the President or Co-Presidents, or the Recording Secretary of the Corporation. Any written notice shall be effective upon its receipt by the Board of Directors, President or Co-Presidents, or Recording Secretary, as the case may be, unless otherwise provided therein. If a resignation is made effective at a later date, the pending vacancy may be filled as provided in these Bylaws before the effective date, provided that the successor does not take office until the effective date. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

Section 10. Removal of Directors.

(1) *Director elected by the Board of Directors.* Any director elected by the Board of Directors may be removed without cause by the vote of two-thirds of the Directors then in office. Notice of the proposed removal shall be given to all directors of the Corporation prior to action thereon.

(2) *Director appointed by the President or Co-Presidents.* Any director appointed by the President or Co-Presidents may be removed without cause by the President or Co-Presidents. Notice of removal must be given to the director who is to be removed. A removal is effective when the notice is delivered unless the notice specifies a future effective date.

(3) *Director elected by the members.* Any director elected by the members may be removed without cause by the members, but only if the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors. A director elected by members may be removed by the members 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 removal of the director.

Section 11. Vacancies.

(1) *Director elected by the Board of Directors.* In case of the death, removal, incapacity or resignation of one or more of the directors elected by the Board of Directors, a majority of the directors remaining in office, although less than a quorum, may designate the person or persons who shall fill such vacancy or vacancies, to serve the remaining term of such director or directors.

(2) *Director appointed by the President or Co-Presidents.* In case of the death, removal, incapacity or resignation of one or more of the directors appointed by the President or Co-Presidents, the President or Co-Presidents may designate the person or persons who shall fill such vacancy or vacancies, to serve the remaining term of such director or directors.

(3) *Director elected by the members.* In case of the death, removal, incapacity or resignation of one or more of the directors elected by the members, a majority of the

members may designate who shall fill such vacancy or vacancies, to serve the remaining term of such director or directors.

Section 12. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless the director shall file his or her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by mail to the Recording Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 13. Committees. The Board of Directors, by resolution approved by a majority of all the directors then in office, may designate two or more directors to constitute (a) an executive committee, which committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation, or (b) any other committee which shall have the name, purpose, power and authority delegated to it by such resolution. The chairperson of each committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors. The President or Co-Presidents shall be an ex-officio member(s) of each committee. A committee of the Board of Directors may not:

(1) Authorize distributions to directors, officers, agents or employees except in exchange for value received;

(2) Approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets;

(3) Unless otherwise provided in these Bylaws or the Articles of Incorporation, elect, appoint or remove directors or fill vacancies on the Board of Directors or on any of its committees; or

(4) Adopt, amend or repeal the Articles or Bylaws.

Section 14. Action Without a Meeting. Any action that may be taken at a meeting of the Board of Directors or of a committee of directors may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all of the members of the Board of Directors or of the committee, as the case may be. Such written consent shall be filed by the Recording Secretary with the minutes of the proceedings of the Board of Directors or of the committee, as the case may be, and shall have the same force and effect as a unanimous vote at a meeting duly held.

Section 15. Compensation. The Board of Directors shall serve without compensation.

Section 16. Annual Audit. The Board of Directors may annually arrange for an audit of the Corporation. The audit shall be prepared for and reported directly to the Board of Directors.

ARTICLE III. OFFICERS

Section 1. Number. (as amended, 5/23/2006) The officers of the Corporation shall be a President or two Co-Presidents, one to three Vice Presidents, one Recording Secretary, one Corresponding Secretary, and one Treasurer, and such other officers as the Members may elect from time to time.

Section 2. Election and Term of Office.

(1) *Nominating Committee.* (as amended, 5/23/2006) The most recent Past President or Co-Presidents of the Spoede School Association may serve as chairperson(s) of the Nominating Committee. By February 1 of each year, the chairperson(s) will have formed a committee of up to six (6) additional members chosen from a cross section of the Spoede School parent and teacher membership who must then be approved by a vote of a majority of the current Board to serve on the committee. The Nominating Committee shall solicit candidates from the entire membership to run for Spoede School Association offices and Ladue Parent District Council representatives. The Nominating Committee should construct a ballot of nominees consisting of the names of at least one person per office to be filled, but including all nominees willing to serve. The Nominating Committee shall deliver the ballot of the candidates to be published for the annual meeting in accordance with the procedures prescribed in these Bylaws.

(2) *Elections.* The Nominating Committee should nominate at least one eligible person for each office to be filled at the annual meeting in April. Additional nominations may be made from the floor. Absentee ballots may be accepted by the chairperson(s) of the Nominating Committee up to fifteen (15) minutes prior to the start of the annual meeting. Election shall be by simple majority and may be by voice vote or written ballot. The chairperson(s) shall oversee the election, tabulate the votes and announce the results to the general membership.

(3) *Terms of Office.* Officers shall assume their official duties on July 1 and serve until June 30 of the following year. A person shall not be eligible to serve more than two (2) consecutive terms in the same office.

(4) *Unexpired Terms.* A vacancy occurring in any office shall be filled in accordance with Article II, section 11, governing the filling of vacancies on the Board of Directors.

Section 3. Removal. Any officer may be removed in accordance with Article II, section 10, governing the removal of directors from the Board of Directors.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board of Directors, the President or Co-Presidents, or the Recording Secretary of the Corporation. Any written notice shall be effective upon its receipt by the Board of Directors, the President or Co-Presidents, or the Recording Secretary, as the case may be, unless otherwise provided therein. If a resignation is made effective at a later date, the pending vacancy may be filled as provided in these Bylaws before the effective date; provided, that the successor does not take office until the effective date. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office because of death, incapacity, resignation, removal, disqualification or otherwise, may be filled in accordance with Article II, section 11, governing the filling of vacancies on the Board of Directors.

Section 6. President. The President or Co-Presidents shall preside at all meetings of the Board of Directors and the general membership. The President or Co-Presidents may sign, with the Recording Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts (including grant requests) or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President or Co-Presidents shall in general perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President or Co-Presidents shall send notices of all Spodee School Association meetings except to the extent that the President or Co-Presidents delegate such duties, and the President or Co-Presidents shall inform the Recording Secretary of any such delegation.

Section 7. Vice Presidents. (as amended, 5/23/2006) In the absence of the President or Co-Presidents, whether due to resignation, incapacity or any other cause, or in the event of the death, inability or refusal to act of the President or Co-Presidents, the Vice President(s) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice President(s) shall exercise such powers only so long as the President or Co-Presidents remain(s) absent or incapacitated, or until the members elect a new President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or Co-Presidents or by the Board of Directors.

Section 8. Recording Secretary. The Recording Secretary shall (a) keep the minutes of the proceedings of the meetings of the Board of Directors and of the general membership in one or more books provided for that purpose; (b) be custodian of the corporate records and of the seal of the Corporation; (c) keep a register of the post office address of each director and member which shall be furnished to the Recording Secretary by such member; and (d) in general perform all duties incident to the office of Recording

Secretary and such other duties as from time to time may be assigned to the Recording Secretary by the President or Co-Presidents or by the Board of Directors.

Section 9. Corresponding Secretary. The Corresponding Secretary shall substitute for the Recording Secretary if the Recording Secretary is absent, maintain an informational bulletin board, and perform such other duties as may be assigned by the President or Co-Presidents or the Board of Directors.

Section 10. Treasurer or Assistant Treasurer. (as amended, 5/23/2006) The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; (c) prepare a budget; and (d) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors. The Treasurer and one other Spoeede School Association officer must sign all checks or vouchers for amounts over one hundred dollars (\$100). The Treasurer shall sign all checks or vouchers for amounts not over one hundred dollars (\$100). However, any check payable to the Treasurer shall be signed by one other Spoeede School Association officer if not over one hundred dollars (\$100) and by two other Spoeede School Association officers if over one hundred dollars (\$100). The Treasurer shall prepare a typewritten statement of account for presentation at all general membership meetings and as otherwise directed by the Board of Directors. The Treasurer shall submit a typewritten full report, including a financial statement, at the annual meeting at which new officers officially assume their duties. The books of the Treasurer shall be subject to audit as requested by the Board of Directors or upon a majority vote of the general membership. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors shall determine. In the absence of the Treasurer, whether due to resignation, incapacity or any other cause, or in the event of the death, inability or refusal to act of the Treasurer, the President or Co-Presidents shall perform the duties of the Treasurer, and when so acting, shall have all the powers of and be subject to all restrictions upon the Treasurer. The President or Co-Presidents shall exercise such powers only so long as the Treasurer remains absent or incapacitated, or until the members elect a new Treasurer.

ARTICLE IV. MEMBERS

Section 1. Membership. Parent and persons "in loco parentis" of children currently enrolled in Spoeede School and teachers currently assigned to Spoeede School are eligible for membership in Spoeede School Association. The principal of Spoeede School shall be invited to all meetings of the Spoeede School Association but will not have voting power. All members shall have the same rights and obligations with respect to voting, dissolution, redemption and transfer.

Section 2. Dues; Consent to Membership. Each individual or family shall pay such annual dues to the Spoede School Association as may be prescribed by the general membership. Persons eligible for membership in Spoede School Association consent to membership by paying dues or attending a meeting of the Spoede School Association.

Section 3. Regular Meetings. (as amended, 5/23/2006) The annual membership meeting of the Spoede School Association shall be held on the third (3rd) Tuesday in the month of April, in each year, beginning with the year 2007, at the hour of 7:00 p.m., or at a time or date reasonably before or after. Meetings of the Spoede School Association general membership shall be held a minimum of four times during the course of each school year. Notice of the time and place of each meeting shall be given to the general membership at least ten (10) days prior to the meeting.

Section 4. Special Meetings. Either the President or Co-Presidents or a majority of the Board of Directors may call a special meeting of the general membership at any time. Notice of a special meeting shall be provided in a fair and reasonable manner.

Section 5. Procedure. (as amended, 5/23/2006) The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall guide the procedures of all meetings when applicable and when not in conflict with these Bylaws. All votes shall be by simple majority unless otherwise prescribed in these Bylaws. Eight (8) members, including at least three (3) officers, shall constitute a quorum for the transaction of business in any regular or special meeting of the general membership. Votes may be by written ballot, by voice or by show of hands. Absentee ballots for election of officers of the Board of Directors will be allowed and will be provided upon request to any Spoede School Association member up to fifteen (15) minutes prior to a scheduled meeting for elections. Absentee ballots will not be allowed for votes on motions unless two or more members of the Board of Directors request that absentee ballots be allowed on a particular motion. This request must be made at a regular or special meeting of the Board of Directors and, if absentee ballots are to be allowed, notice of the motion will be provided in the agenda of the meeting in accordance with the procedures prescribed in these Bylaws. In the event an absentee ballot on a motion will be held, absentee ballots will be provided upon request to any Spoede School Association member up to fifteen (15) minutes prior to a scheduled meeting. Proxy voting shall not be permitted.

ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, in accordance with Article II, Section 1(5), and such authority may be general or confined to specific instances.

Section 2. Loans and Indebtedness. No loans or indebtedness shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors, in accordance with Article II,

Section 1(5). Such authority may be general or confined to specific instances. In no event shall any loans be made by this Corporation to its officers or directors.

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 President or Co-Presidents or Treasurer or such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

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 of Directors may select.

ARTICLE VI. FISCAL YEAR

The fiscal year of the Corporation shall be from August 1 to July 31 or as fixed from time to time by the Board of Directors by resolution.

ARTICLE VII. INDEMNIFICATION

The Corporation shall indemnify those persons required to be indemnified pursuant to any provision of the Articles of Incorporation or the Act. The Corporation may indemnify those persons permitted to be indemnified under any provision of the Articles of Incorporation or the Act.

ARTICLE VIII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws or of the Articles of Incorporation or of the Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX. RECORDS

Section 1. Retention of Records. The Corporation shall keep as permanent records current and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

Section 2. Records to be kept at Principal Office. The Corporation shall keep a copy of the following records at its principal office:

(1) Its Articles or Restated Articles of Incorporation and all amendments to them currently in effect;

(2) Its Bylaws or Restated Bylaws and all amendments to them currently in effect;

(3) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members;

(4) A list of the names and business or home addresses of its current directors and officers;

(5) Its most recent annual report delivered to the secretary of state; and

(6) Appropriate financial statements of all income and expenses.

Section 3. Inspection of Records. The Corporation shall make such records as are required under the Act or any other applicable law available for inspection and copying to those persons and to the extent required under the Act or any other applicable law. Such inspection and copying shall be accomplished at a reasonable time and location specified by the Corporation. The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided.

ARTICLE X. AMENDMENTS

These Bylaws may be altered or amended by action approved by a two-thirds vote of the members present and voting at any regular meeting of the Spoeede School Association, provided that there is a quorum, or a majority of the voting power of the members, whichever is less. The Corporation shall provide notice of any meeting at which an amendment is to be approved at least fifteen (15) days before the meeting. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to these Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. A committee may be appointed to submit a revised set of Bylaws as a substitute for the existing Bylaws by a majority vote at a Spoeede School Association meeting or by a two-thirds vote of the Board of Directors. The requirements for notice and adoption of a revised set of Bylaws shall be the same as in the case of an amendment.

ARTICLE XI. DISSOLUTION OF THE CORPORATION

The Corporation may be dissolved in accordance with the procedure prescribed in the Act. At any time when the dissolution of the Corporation is authorized, the Board of Directors then holding office shall distribute the assets of the Corporation remaining after the payment, satisfaction and discharge, or adequate provision therefor, of all liabilities and obligations of the Corporation, in accordance with the provisions of the Articles of Incorporation.

ARTICLE XII. ADOPTION

This amendment to and restatement of the Bylaws of Spoede School Association shall become effective immediately upon their adoption by a vote of the general membership.

The undersigned, Recording Secretary of the Spoede School Association, a Missouri nonprofit corporation, hereby certifies that the above is a true, correct and complete copy of the amended and restated Bylaws of Spoede School Association, duly adopted by the general membership of the Corporation on December 3, 2002, in accordance with the laws of the State of Missouri and the Certificate or Articles of Incorporation and original By-Laws of the Corporation.

Maria Anagnostoplous, Recording Secretary

Jill Hunt, Recording Secretary, May 2009