



***Write the Future***  
***Art Where You Live***

# *Write the Future*

*When it comes to the future, there are  
three kinds of people: those who let it  
happen, those who make it happen, and  
those who wonder what happened.*

~John M. Richardson, Jr.

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# Table of Contents

- I. Mission Statement
- II. Executive Summary
- III. A Conspicuous Need
- VI. Organizational Structure
- VII. Budget
- VIII. Funding Plan
- IX. Performance Measures
- X. Appendices
  - a. Articles of Incorporation
  - b. Bylaws
  - c. Map
  - d. Principles
  - e. UDP brochure
  - f. Promotional Materials
  - g. Earned Media

# Mission Statement

## Mission Statement

RECOGNIZING that the literary arts embody the beautiful, encourage the profound, direct our self-determination, define our cultural heritage and delineate our own self-realization, it is the mission of *Write the Future* to identify, nurture, share, preserve and enjoy uniquely Middle-American literary arts.

# Executive Summary

# Executive Summary

*Write the Future (WTF)* proposes to test a three-year pilot program. Our mission will be to identify, nurture, promote and preserve those uniquely Middle- American literary assets of note currently denied access to more “mainstream” support infrastructure. At the end of the three-year pilot, a review will be conducted of the project to ascertain its impact and determine its future.

It is anticipated that the project scope will demand an annual budget of approximately \$100,000 -\$150,000 each year.

*WTF* personnel offer over ten-years of hands-on experience across a broad spectrum of regional and national arts. Solid working relationships with many key individuals and organizations throughout Middle-America are already in place.

*WTF* is committed to leveling the playing field through a coordinated effort to focus financial and organizational support behind the Middle-American literary arts. We are convinced that significant Middle-American talent and artistic work is being overlooked or sidelined by the three, near monolithic forces that currently dominate taste and merit within the cultural arts:

- 1 Regional isolation and bias
- 2 A cultural rubric that assesses inordinate value to the lowest common denominator of overwhelming commercial success, and
- 3 An arbitrary assessment of value by institutions heavily weighted toward the safe, narrow and self-referential

*WTF* is convinced that the existing system is weighted in favor these narrow and limited aesthetics, and that their end product simply does not represent the full spectrum of the human experience in 2010.

Recognizing that the best-use of regional resources argues against redundancy, *WTF* will maintain a careful respect for existing programs, and will look for opportunities to partner in order to extend the impact of our work. That said, *WTF* will not shy to act in support of important work we feel is better situated to represent Middle-American aesthetics and values.

The *WTF* pilot initiative proposes to target financial resources and organizational support in a four-pronged approach:

## I. New Works of Original Art

The primary focus of *WTF* will be to sponsor new, original work by Middle-American writers who risk being overlooked by current market and institutional biases.

A significant unmet need within the Middle-American literary arts community is an organization dedicated to nurturing emerging talent while extending the productive life of quality artists. To this end, it is our goal to support state-of-the-art production of quality original works of literature.

It is our intent to empower artists by loosening the constricting links of commercial and academic pressures. One of our primary efforts will be to help train Middle-American artists how to access regional, national and international markets while preserving artistic autonomy over the process.

New work must continually be sought out and supported in order that Middle-American values and perspectives are not minimized within the regional, national and international canons. *WTF* will support aesthetic values capable of reaching across the breadth of American geography as well as across the distance of passing of years.

### **Proposed Programming:**

- Publication
- New media
- Print
- Arts and letters periodical
- Weekly webcast

## II. Identification

*Write the Future* proposes to use as its starting point the fertile fields of Kansas and Missouri with an initial emphasis on Kansas City & Lawrence-based artists.

A Google search of regional cultural activities generates a curious critical mass of listings around the events and artists associated with the 11-year-old independent bookstore, Prospero's Books and the independent publishing house, Spartan/Unholy Day Press.

This loose association represents a broad range of literary and literary-linked arts including: literature, music, film, visual arts, and has demonstrated initiative and longevity. Writers have already contributed to well over 850 literary events and live performances, 14 books, 26 chapbooks, 2 dozen CDs, several films and hundreds of

works of text-integrated visual art.

The quality of the work has earned a steady and growing reputation both regionally and nationally, and has garnered a surprising amount of earned media attention (both in print and broadcast). Participating artists have already earned national and international awards like Emmys, the Loft's coveted Poetry Prize, and The Thorpe Menn Award. These works have inspired a photo essay & exhibit by the visual artist Jon Bidwell ([jonbidwell.com](http://jonbidwell.com)) and a film documentary (*the Pit Poet Picture Show*). In 2007, the performance piece, *Book Burning* earned international attention.

### **Programming**

- Annual competition and awards
- Weekly webcast
- Event Production
- Scholarships and grants

## III. Raising National Awareness

*WTF*'s greatest resource is its close working relationships with a broad pool of Middle-American artists. The project will work proactively and aggressively to release this art into the broader culture.

*WTF* proposes to implement an aggressive four-pronged program of promotion:

- a) Leverage existing artist-centric efforts, providing additional skills and resources,
- b) Utilize over 25 years of marketing experience to develop and target state-of-the-art promotions and generate earned media in targeted markets
- c) Creatively incorporate new technology marketing and cost effective product delivery
- d) Support regional and national appearances by artist through travel & marketing grants.

### **Programming**

- Weekly webcast
- Arts and letters periodical (print and new media)
- New Media promotion and training (blogs, social networking, etc.)
- Travel/Performance Grants
- Database development – promotional contacts

## IV. Preserving a Record

It is simply not enough to “support” quality Middle-American art. *WTF* will work to acquire the equipment necessary to develop and preserve a record of Middle-American artists and their work:

- 1 Acquire/lease video and audio equipment to create a documentary record of Middle-American art and artists.
- 2 Codify and maintain an archival record of earned media (print, broadcast and new media)
- 3 Acquire and preserve copies of posters, books, cds, ephemera, letters and diaries, etc. of art and artists

*WTF* will partner with Middle-American artists to make available these materials for media, promotional or biographical purposes. In addition, *WTF* will begin to develop a plan to preserve these materials and make them available for future scholarship.

### **Programming:**

- Archive Development

  - Audio

  - Visual

  - Print

  - Ephemera

  - Biographical materials of note

## A Conspicuous Need

# A Conspicuous Need

Conspicuously missing from the regional landscape is a support structure dedicated to the identification, nurture, promotion and preservation of uniquely Middle-American literary assets. A direct consequence has been that Middle-American literary arts remain under-recognized and under-represented across the American artistic experience.

## I. The Opportunity

Middle America provides an organic environment in which a fresh, uniquely American voice has been developing for over a decade. It is an artistic voice not born of existing top-to-bottom marketing titans, demographically delineated nonprofits or staid institutional priorities. Like a vineyard, it generates great vintages from climate, artisan skill and well-tended vines sprung from deep-seated root systems.

Today's Middle America offers several unique and important advantages:

**Relevance** -Middle-American voices, values and points of view (for a number of sociological and environmental reasons) are recognizable and hold resonance across a broad cross-section of the English-speaking culture. It is a semiotics – due in part to insularity of location and disconnection from the homogenizing economic pressures – that provides Middle-American writers an unique capacity to evade faddism while producing an art capable of longevity and cultural resonance.

**Timing** – The traditional engines of innovation and creativity have entered a time of stagnation (even atrophy). Few deny that the baton of artistic innovation – long centered in NYC and LA – is being passed to those with fresher viewpoints and a certain freedom from the dulling oppression of overarching commercial considerations. Many recent culturally relevant 'movements' (e.g: the Atlanta Sound of REM, the Grunge sound of the Pacific Northwest's Nirvana or the poetics of the Black Mountain Poets) have found their genesis beyond the overarching pressures of the old centers of creativity.

**Affordable cost of living** – Like a master plumber, experience is what transforms the hobbyist into a skilled master. This requires inclination, training and the time and opportunity to practice one's craft.

Middle-American artists can live modest lives, afford access to the experiences necessary to

germinate culturally insightful subject matter, and yet still find the necessary time and audiences to improve as artisans.

The affordability of lodging, food and supplies is an advantage that allows Middle-American artists a unique opportunity to extend the number of months/years in which to develop their craft and extend their brand to a broader audience. With targeted support, this advantage could become decisive.

**Innovation** – Middle-American artists, driven by necessity, have shown a remarkable ability to adapt new technologies to compete in the marketplace without the help of critical review or institutional resources. Creative funding could allow these artists to focus and extend the reach of this already existing competitive advantage.

**The Niche** – little to no coordination is currently occurring to identify, nurture, support or preserve a comprehensive archival record of Middle-American art and artists.

## II. The Competitive Disadvantage (*Geography*)

Today's writers working from Middle America are at a disadvantage. Important Middle-American literary artists and movements are being overlooked. Regional viewpoints vital to the complete understanding of our national culture and history are at risk of being forever lost. Artists of promise and note are forced to operate below the radar of broader public awareness, or worse, abandon Middle-America for more supportive geographies, thus depriving the nation and the world of a vital understanding of ourselves that only great art can provide. With a modest coordinated effort, much can be done to remedy this situation.

Major publishing houses, record labels, distribution companies and the critical organs necessary for thoughtful evaluation are predominately located elsewhere. Artists who wish to call Middle-American cities home are deprived of convenient access to associations and networking within the established artistic community (a vital component to access to broader markets and commercial public success).

Most Middle-American artists face the arduous task of sending out unsolicited material, or performing blind at artistically ambivalent (not to mention narcissistically introspective) open mics, without the support of established peer networks or convenient opportunity to access decision makers. The response can be only as expected – the Middle-American arts remain under-represented in the American artistic canon.

This wasn't always the case. As late as the 1950s, Middle America boasted history and stature in letters. Mark Twain, Willa Cather, T.S. Eliot, Langston Hughes, Kate Chopin, Tennessee Williams and William Burroughs sprung from Middle-American soil to leave an indelible imprint on American letters.

Today, the fundamental elements of style, voice and message, dormant now for several decades, have again begun to sprout from Middle-America's rich, rested soil.

### III. The Niche

Resources do exist. Recent studies indicate that Middle-Americans may very well be more generous than their peers anywhere in the nation. Over the last 5 years in Kansas City alone, two projects raised over \$800 million (the Nelson-Atkins expansion and the new Kauffman performing arts center).

A recent report provides insight regarding funding priorities within one segment of the Middle-American arts community.

The Bloch School of Business reports (in cooperation with the Midwest Center for Nonprofit Leadership, the Cookingham Institute of Public Affairs and the University of Missouri) the funding disadvantages faced by Middle-American writers:

Number of registered non-religious 501(c) 3s in the Kansas City MSA: **6,835**

Number of 501(c)3s classified – according to the National Taxonomy of Exempt Entities (NTEE) “...whose primary purpose is to promote appreciation for and enjoyment and understanding of the visual, performing, folk, media arts and humanities...” **167**

Number of 501(c)3s actively providing even limited support to developing uniquely Middle-American literary assets: **less than 12**

One hundred sixty-seven organizations (2.4%) of the total non-church nonprofits in the Kansas City Metropolitan Statistical Area represent ALL the nonprofits active in the arts and humanities. Of this, only a meager fraction provides any support to literary activities, and even this support, upon closer examination, appears to come with strings attached:

- 1 Bringing notable national and international artists to Kansas City. *Note: do not misunderstand – access to national and international arts is vital for any community not wishing to become insular (though this is less of a concern in this age of internet and hundreds of broadcast channels).*
- 2 Supporting artists qualified by one or more ancillary considerations (e.g. artists must represent a sub-demographic, or be certified by an educational institution).

## I. The Competitive Advantage (*Talent, Motivation & Knowing Where the Bodies are Buried*)

In Middle America, we cannot change the demographics of geography or the pressures of commerce, but we can help equalize the disproportionate significance they exert over what art earns an opportunity to vie for public awareness.

Middle-American artists are *hungry*. Over the last decade, Middle-American communities have seen a resurgence of artistic productivity. Yet, how do Middle-American artists cut through all the collateral ground clutter?

Successful models do exist. With over ten years of hands-on experience helping Middle-American artists access regional and national audiences, *Write the Future* is uniquely situated to capitalize on this deep pool of talent in order to offer a new Middle-American voice to the nation. We can help create an infrastructure to support emerging Middle-American talent and help establish greater equilibrium within a system that currently awards disproportionate advantages based solely upon location. Through a coordinated effort between our regional artists and the donor community, we can correct this imbalance and again elevate Middle-American cultural arts to a position of greater prominence.

## V. The Solution (*Coordinated Community Support*)

*Write the Future* believes that a niche exists. If properly supported, indigenous Middle-American artistic talent can successfully compete for national recognition.

If we do not want to continue the ‘brain drain’ of Middle-American literary talent as it seeks even playing fields; if we do not want to watch our cultural heritage auctioned off to the highest bidder, or worse, wither on the vine; if we want to see fresh, new voices begin to pursue the cultural arts from the vantage of Middle America, we must take decisive action.

**If Middle America is to achieve its cultural fullness, an organized effort must be undertaken to support individuals who capture in writing, music and film our thoughts, our history, our values – in a word, ourselves.**

We at *Write the Future* believe that the truth will out. The most effective method to help Middle-American artists place their work before larger national and international audiences without exerting unintended influence on the art itself, is through direct financial support. Since time immemorial, great art has required the direct support of believers – great patrons – in the arts themselves.

# Programming Initiatives

## Programming Initiatives

WTF has designed its initial programming to support the key elements of its mission: to identify, nurture, share, preserve and enjoy uniquely Middle-American writing. We will inaugurate this 3-year pilot with specific program delivery in place:

1. **Publication** –The primary objective for WTF will be to release new works of merit into the culture in the form of books, new media, etc..
  - a. Publish new books, plays, poetry
  - b. Publish an Arts & Letters quarterly – with the collapse of newspaper ‘books’ pages, the need for critical review is desperate
  - c. Self-publication: offer limited opportunities for writers willing to assume more management and risk of their original work
  
2. **New Media** – The literary arts are evolving rapidly. Old distinctions – poetry, nonfiction and fiction must confront emerging forms of electronic and graphic media (to name but two)
  - a. Weekly webcast – produce and market a weekly web-based broadcast show featuring writers and literary events.
  - b. Monthly eZine / blog – develop monthly content for writers, publications and events
  - d. Develop new markets: identify additional new media outlets for original literary work and criticism
  
3. **Direct Artist Support** – Provide direct marketing and dissemination coordination – involving artists directly in the process.
  - a. Direct Support (grants): leverage event and marketing support through direct grants to writers.
  - b. Database Development –
    - i. Media database – develop up to date resource of regional and national media outlets and contacts that support literary arts news
    - ii. New media database for publication and review
    - iii. Market specific databases –
      - Identify individuals and organizations support writers and

literary events

- Develop a core new media list of literary journalists
- Lists of literary arts consumers on a market by market basis

c. Training:

- i. improve access to professional editing, work-shopping and meaningful networking
- ii. new media strategy

5. **Preserving a record** – In the current environment of immediacy and new technology, vital records of our cultural history are being inadequately preserved and risk being lost forever.

We are all familiar with the history of the *Dossier Dada*. Years from now, as aficionados and scholars (even the artists themselves) begin to review and evaluate the literary output of today, it is important that an objective record be readily accessible.

a. **Archives Development:**

- i. Print
- ii. Audio
- iii. Video
- iv. Ephemera

# Organizational Structure

# Organizational Structure

## I. Board of Directors

The board will consist of 3 – 21 directors residing in Middle America, or having lived in Middle America for no less than 5 years. Directors will be elected to 3year terms. Director terms will be staggered so that no more than 1/3 of the directors will face election in a single year. Any director may be removed by a 2/3rds vote of a quorum of directors.

### DIRECTORS

**John Clark Caswell**

**Douglas Shane Hackett**

**Balchander Jayaraman**

**Ilene M.W. Lush**

**Lazarus Potter**

## II. Offices

**President**

**Secretary**

**Treasurer** - The duties of the Treasurer may be performed by a single Individual or a committee of individuals that do not serve as members of the board as long as the Treasurer of the Board chairs the committee. In addition, the duties of Secretary and Treasurer may be combined.

### III. Management of the Organization

The Board will hire an Executive Director as allowed by the organization's budget. Staff: with the consent of the Board, the Executive Director may hire additional employees to carry out the objectives of the organization. These employees may be contract or FTEs.

### IV. Membership

The organization may establish a dues-paying membership to help support its activities.

### V. Location

The organization may maintain permanent offices as allowed by budget and approved by the board. If the organization decides to maintain offices, the primary offices will be located in Kansas City, Missouri until by a 2/3rds vote of the board the organization approves a relocation. In any event, the primary location of the organization will not be outside the Middle-America.

### VI. Definitions

**Middle America** – the term Middle America or Middle-American will apply to art and artists living between the Mississippi river and the Colorado Rockies, from Canada to Texas.

Proposed Budget  
First Year

Proposed Budget  
First Year  
\$128,500

I. Expenses

A) Office

Rental	\$ 6,000
Utilities	\$ 6,000
Compensation /Health	\$ 50,000
Consulting	<u>\$ 5,000</u>
TOTAL	\$67,000

B) Services

Legal	\$ 2,000
Accounting	\$ 2,000
Distribution	\$ 2,500
Online	<u>\$ 2,500</u>
TOTAL	\$ 9,000

C) Equipment (office) \$12,300

D) Programming \$40,000



Funding Plan  
*Club Medici*

**The Medicis**

*"the greatest patron of literature and art  
that any prince has ever been..."*

~Niccolo Machiavelli

*In Italy for 30 years...they had warfare, terror, murder and bloodshed, but produced Michelangelo, Leonardo da Vinci and the Renaissance. In Switzerland they had brotherly love, 500 years of democracy and peace, and what did that produce? The cuckoo clock.*

~ Orson Welles (The Third Man)

Funding Plan  
*Club Medici*

*Income*

Unearned Income

Major Donors	\$ 60,000
Fundraiser Events	\$ 25,000
Grants	\$ 5,000
Direct Mail	\$ 10,000
Online	<u>\$ 2,500</u>
Total	\$102,500

Earned Income

Membership	\$ 8,000
Book/Merchandise sales	\$ 6,000
Vanity Publishing	\$ 7,500
Event admission	<u>\$ 4,500</u>
Total	\$ 26,000

## Performance Measures

## Performance Measures

While specific goals will be developed during the first year of operations, the success of *Write the Future* will be judged on the following performance measures:

- 1 Number of releases of artistic work (books, cds, etc.)
- 2 Number of performances produced
- 3 Number of attendees garnered
- 4 Volume of web traffic
- 5 Sales volume of artistic product
- 6 Success in establishing partnerships
- 7 Volume of earned media
- 8 Achieving fundraising goals
9. Organizational benchmarks
  - a. State nonprofit certification
  - b. 501( c) 3 certification

# Appendices

## ARTICLES OF INCORPORATION for *WRITE THE FUTURE*

### State of Missouri

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation under the Nonprofit Corporation Law of Missouri adopt the following Articles of Incorporation:

- 1 The name of the corporation is *Write the Future*
- 2 This corporation is a Public Benefit Corporation
- 3 The period of duration of the corporation is perpetual
- 4 The name and street address of the Registered Agent and Registered Office in Missouri is: William E. Leathem, 4006 Wyoming, Kansas City, Missouri 64111
- 5 The names(s) and address(es) of each incorporator: William E. Leathem, 4006 Wyoming, Kansas City, Missouri, 64111
- 6 Does the Corporation have members \_\_ Yes XX No
- 7 Provisions not inconsistent with law regarding the distribution of assets on dissolution: upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation by sale or donation to a unanimously agreed upon not for profit agency benefiting the literary arts.
- 8 The corporation is formed for the following purpose(s):
  - a. To support the development, distribution, preservation and enjoyment of Middle-American arts including, but not limited to:
    - i. Raising and disbursing funds directly or through grants

- ii. Supporting
  - Publication and recording of original art by Middle-American artists
  - promotion – paid and earned media as well as online and new
  - technology including developing and/or utilizing original broadcast, print, new media
  - distribution – directly or by contract
  - development and preservation of but not limited to printed, audio and video records of activities, events, histories,
  - event support – promotion, marketing, travel, other
  - any other effort to identify, nurture and preserve a record of original art of note by artists from Middle-America
- iii. Acquire, lease or receive property
- iv. To enter into contracts and alliances to expand the reach of support provided to Middle-American Artists

9. The Effective date of this document is the date it is filed with the Secretary of the State of Missouri.

In affirmation of the facts stated above, signed by the Incorporators:

## **Article II** **Offices**

The principal office of the Corporation in the State of Missouri shall be located in the City of Kansas City, Missouri. The Corporation may have such other offices within or without Kansas City, Missouri as may be required.

The registered office of the Corporation required under the laws of the State of Missouri 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 in conformity with the laws of the State of Missouri.

**Article III**  
**Membership**

The Corporation shall not have stockholders or members.

**Article IV**  
**Board of Directors**

- a) *Management.* The affairs of the Corporation shall be managed, supervised and controlled by a self-perpetuating Board of Directors consisting of not less than three (3) nor more than twenty-one (21) persons (as decided, from time to time, by the board) elected by a majority of the Board in the manner specified in Section B hereof.
  
- b) *Term and Election of Directors.* Each director shall be elected for a term of one (1) year at an annual meeting of the Board of Directors. Vacancies occurring on the Board of Directors, including vacancies due to an increase in the number of directors, may be filled by the directors then in office. Any director may succeed himself or herself indefinitely.
  
- c) *Meetings.* The annual meeting of the Board of Directors shall be held on the first Saturday of the month of March, and all meetings of the Board, regular or special, shall be held at the principal office of the Corporation, or at such time and place within or without of the State of Missouri as shall be designated by the President, or if not designated by the President, then as determined by the Board of Directors. The annual meeting shall be held for the purpose of electing officers and Directors and transacting such other business as may come before the meeting. Nothing in this article shall be construed to prevent the President and a majority of the Board of Directors from establishing a different date, location or method of meeting.

Members of the Board of Directors, or of any committee designated by the President or the Board of Directors, may participate in a meeting of the Board or committee by means of telephone, telephone conference, video conference, direct real-time on-line communication or similar communications, provided all persons participating in the meeting can contemporaneously communicate with each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Regular and special meetings of the Board of Directors may be called by or at the request of the President, or in the President's absence by the Vice President, or by any two (2) Directors and may be held by phone or via electronic means agreed to by a majority of the Board.

Any action which is required to be or may be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting if consents in writing, setting for the action so taken, are signed by all of the members of the Board or of the committee as the case may be. The consent shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

- d) *Notice.* Notice of any annual or special meeting shall be given at least five days prior thereto by written notice delivered personally, mailed or electronically delivered to each Director at such Director's business, home or approved email address. If mailed, such notices shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with sufficient postage thereon prepaid. If electronically delivered such notice shall be deemed to be delivered when successfully recognized as having been sent.
- e) *Quorum.* Two-thirds of the incumbent members of the Board of Directors (including one or more officers) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- f) *Manner of Acting.* The act of the majority of the directors present at a meeting of the director at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under the article of Incorporation, these Bylaws or any applicable laws of the State of Missouri.
- g) *Committees.* The board of Directors may by resolution adopted by a majority of the directors in office establish one or more committees, each of which shall consist of two or more directors, under such terms and with such powers as shall be specified in such resolution.

#### **Article V Officers**

- a) *Number and Election.* The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer. The board of Directors may also elect one or more additional Vice Presidents, Assistant Secretaries and Assistant Treasurers. All

officers shall be elected at the annual meeting of the Board by a majority of those Board Members present including newly-elected members, and said officers shall hold office at the pleasure of the Board for a term of one (1) year or until their successors shall have been elected and qualified. Where a vacancy occurs in an office, it shall be filled by the Board for the unexpired term. Any two or more offices, except the office of President and Vice President or President and Secretary, may be held by the same person.

- b) *President.* The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors, shall have the power to transact all of the usual, necessary and regular business of the Corporation as may be required and, with such prior authorization of the Board as may be required by these Bylaws, to execute such contracts, deeds, bonds and other evidences of indebtedness, leases and other documents as shall be required by the Corporation; and, in general, the President shall perform all such other duties incident to the office of President and chief executive officer and such other duties as may from time to time be prescribed by the Board of Directors.
- c) *Vice President.* The Vice President shall act as chief executive officer in the absence of the President and, when so acting, shall have all the power and authority of the President. Further, the Vice President shall have such other and further duties as may from time to time be assigned by the Board of Directors.
- d) *Secretary.* The Secretary shall record and preserve the minutes of the meetings of the Board of Directors and all committees of the Board, shall cause notices of all meetings of the Board of Directors and committees to be given, and shall perform all other duties incident to the office of Secretary or as from time to time directed by the Board of Director or by the President.
- e) *Treasurer.* The Treasurer shall have charge and custody of and be responsible for all funds of the corporation, shall deposit such funds in such bank or banks as the Board of Directors may from time to time determine, and shall make reports to the board of Directors as requested by the Board. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation, the reports of such transactions are presented promptly to the board of Directors, that all expenditures are presented promptly to the Board of Directors, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment. The Treasurer shall further perform such other duties incident to the office and as the Board of Directors or the President may from time to time

determine.

- f) *Removal and Resignation.* Any officer may be removed with or without cause, by a majority vote of the Board of Directors at any meeting of the Board. Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

## **Article VI** **General Provisions**

- a) *Contracts; How Executed.* Except as otherwise provided in these Bylaws, 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, and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render its liable pecuniarily for any purpose or in any amount unless in the ordinary course of business.
- b) *Loans.* In the ordinary course of business, no loans shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors in accordance with the provisions of these Bylaws. To the extent so authorized, any officer or agent of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company, or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the Corporation, and when authorized as aforesaid, may pledge, hypothecate or transfer any and all stocks, securities and other personal property at any time held by the corporation as security for the payment of any and all loans, advances, indebtedness and liabilities of the Corporation, and to that end may endorse, assign and deliver the same.
- c) *Deposits.* All funds of the Corporation shall be deposited from time to time to the

credit of the Corporation with such banks, bankers, trust companies or other depositories as the Board of Directors may select or as may be selected by any office or officers, agent or agents of the corporation to whom such power may be delegated from time to time by the Board of Directors.

- d) *Checks, Drafts, and orders for Payment.* All checks, drafts or other orders for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of the Corporation, shall be signed by the President, or in the President's Absence by the Vice President, or the Treasurer or such officer or officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors in accordance with the provisions of these Bylaws. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature, by the President, Vice President or Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Directors.
- e) *General and Special Bank Accounts.* The Board of Directors from time to time may authorize the opening and keeping of general and special bank account with such banks, trust companies or other depositories as the Board of Directors may select and may make such rule and regulations with respect thereto, not inconsistent with the provisions of these Bylaws, as they may deem expedient.

## **Article VII** **Amendments**

These Bylaws may be amended by a majority vote of the Board of Directors.

## **Article VIII** **Corporate Seal**

The Board of Directors may elect to adopt a corporate seal, which (if one is adopted) 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".

**Article IX**  
**Fiscal Year**

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

**Article X**  
**Indemnification**

Each person who is or was a director or officer of the Corporation, including the heirs, executors, administrators or other personal representatives of the estate of such person, shall be indemnified by the corporation to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, costs and expenses including attorney's fees, incurred as a result of any claim arising in connection with such person's conduct in his or her capacity, or in connection with his or her status, as a director or officer of the Corporation. The indemnification provided by this Bylaw provision shall not be exclusive of any other rights to which such person may be entitled under any other Bylaws or agreement, vote of disinterested directors or otherwise, and shall not limit in any way any right that the Corporation may have to make different or further indemnification with respect to the same or different person or classes of persons.