

BYLAWS OF TEAM CRAIG, INC.
A NOT-FOR-PROFIT CORPORATION

The first Board of Directors of the Corporation by virtue and authority of the laws of Missouri and the Articles of Incorporation heretofore filed and approved, in a meeting duly called and assembled, have adopted the following Bylaws for the better government of the Corporation and its Directors, Committees, Officers, and Agents.

ARTICLE I

Name

The name of the organization is the name recorded in the Articles of Organization filed with the Secretary of State; Team Craig, Inc.

ARTICLE II

Purpose

The corporation is organized exclusively for charitable, educational, religious, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III

Directors Section

Section 1. Number of Board.

The Corporation shall have a Board of Directors, consisting of three (3) persons, of lawful age and capacity, who shall be elected by a vote of the Board of Team Craig, Inc. In the case of the death, resignation, removal, disability or inability for any other reason of any of the Directors to act, such vacancy shall be filled for the unexpired term by election of the remaining members of the Board of Directors. Any Director elected to fill a vacancy shall serve out the unexpired term he or she has filled.

Section 2. Term.

The first Board of Directors shall serve until the meeting in January, 2026. At the meeting in January, 2026, subject to the provision of Article I, Section I, the Board shall elect two (2) members to serve a two (2) year term and two (2) members to serve a one (1) year term on the Board of Directors. Thereafter, when the terms of the first elected members of the Board terminate, all newly elected Board members will serve one (1) year terms. There shall be no limitation on the number of consecutive terms a Board member may hold.

Section 3. Duties.

The Board of Directors shall have and exercise all the usual powers of Directors of a business corporation and the immediate government and direction of the affairs of the corporation. They shall make all rules and regulations which they deem necessary or proper for the governing of the corporation, for the orderly conduct of its affairs and the management of its property, not inconsistent with the Articles of Incorporation and Bylaws of this corporation. They may exercise all powers allowed by law.

Section 4. Quorum.

At the first meeting of such Board, as well as at all subsequent meetings, if a majority of such Board be present by due notice, they shall constitute a quorum for the transaction of business, and the act of a majority of such Board present at any meeting at which there is a quorum, shall be the act of the Board, except as may be otherwise specifically provided by statute, by the Articles of Incorporation, or these Bylaws. A minority of the Board present at any regular or special meeting may, in the absence of a quorum, adjourn to a later date, but may not transact any business.

Section 5. Meetings, Regular and Special.

The Board shall provide for stated or regular meetings at a time and place certain which shall require no notice other than that which was determined at the first meeting of the Board. The Board may meet at any

lawful time and place. A special meeting of the Board may be called by the President and another Officer of the Corporation after giving notice by mail five (5) days before each such meeting to each member of the Board, and such notice shall state the purpose of the meeting.

Section 6. Indemnification

The corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, regardless of its nature, other than a derivative action, by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation.

ARTICLE IV Officers of the Corporation

Section 1. Number and Term.

The officers of this corporation shall be a Chairman, Vice-Chairman, Secretary, and Treasurer, all of whom shall be elected by a vote of the people present at the January meeting. The Board may also choose such additional officers and agents as in its judgment may be deemed advisable. All officers shall be elected to hold office for two years and until their successors are chosen and qualified: but any officer or agent may be removed by a majority vote of the Board. Neither the Board of Officers shall receive a salary or compensation for their service.

Section 2. Chairman.

The Chairman shall be the chief executive officer of the Corporation: (s)he shall preside at all meetings of the Board; prepare agendas at all meetings of the Corporation and of the Board, (s)he shall have general and active management of the business of the Corporation and shall see that all orders and resolutions of the Board are carried into effect and be an ex-officio member of all committees. The Chairman, in conjunction with the other officers of the Corporation, shall, in accordance with the law and as required by the Board, execute all deeds, mortgages, conveyances, contracts, promissory notes, bonds or other instruments on behalf of the

Corporation, and the same when legally necessary, shall be attested by the signature of the Secretary affixed thereto. The Chairman shall have and exercise the general powers and duties of supervision and management usually vested in the office of Chairman.

Section 3. Vice- Chairman.

The Vice- Chairman shall have all the powers of the Chairman in the Chairman's absence.

Section 4. Secretary.

The Secretary shall act as clerk of all Board meetings, record all votes and minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give notice of all meetings, perform such other duties as prescribed by the Board or Chairman. The Secretary shall send correspondence as requested by the Board of Directors and keep the corporate books and records, prepare the necessary reports to the State and to the Directors. The Secretary shall make out a complete list of the members of the Board, their addresses and contact information.

Section 5. Treasurer

The Treasurer shall have the custody of and be responsible for all monies and securities of the corporation, shall keep full and accurate accounts in books belonging to the corporation, showing the financial transactions of the corporation, its accounts, liabilities, and financial condition; and shall see that all expenditures are duly authorized and evidenced by proper receipts and vouchers. The Treasurer shall deposit in the name of the corporation, in such depository or depositories as are approved by the Board of Directors, all monies that may come into his hands for the corporation's account. The books and accounts shall always be open during business hours to the inspection of any Director of the corporation. The Treasurer shall disperse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairman and Board of Directors at the regular meetings of the Board, or whenever they may require it, an

account of all the transactions made as Treasurer and of the financial condition of the corporation. The Treasurer shall report the financial condition of the Corporation in writing at the annual meeting and at each meeting of the Board. The Treasurer will be responsible for the official record of all donations, gifts, and memorial gifts.

Section 6

Officers and Chairpersons may appoint committee co-chairpersons, with the Board member retaining official status and voting privileges.

Section 7

The direction of affairs of this Corporation shall rest with the Board.

Section 8

The Chairman, with the approval of the Board, shall organize and appoint other special committees which may be necessary from time to time.

Section 9

A Nominating Committee of three, to be appointed by the Chairman, will present Nominations for vacancies on the Board of Directors at the annual January meeting. Such nominating committee will consist of at least one member of the Board of Directors and two other persons appointed by the Chairman. Candidates will not be nominated without their consent.

ARTICLE V

Conflict of Interest Policy

Section 1. Purpose.

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace

any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. Financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

1. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists: After disclosure of financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee

meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, (s)he shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings The minutes of the Executive Board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Annual Statements: Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,
b. Has read and understands the policy,
c. Has agreed to comply with the policy, and d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 6. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 7. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VI

Meetings, Seal, Fiscal Year

Section 1. Meetings.

The corporation will hold its annual meeting in January of each year for the purpose of electing the Board, to receive various reports and to conduct any other business. The President will determine the date and time and notice will be given as proscribed above in Article III. Additional meetings may be scheduled as recommended by the President and approved by the Board.

Section 2. Corporate Seal.

The corporation shall have no corporate seal.

Section 3. Fiscal Year.

The fiscal year of the Corporation shall begin the first day of January in each year, unless otherwise provided by the Board of Directors.

**ARTICLE VII
FUNDS**

Section 1. Finance.

The monies of the Corporation shall be deposited in the name of the Corporation in such bank or banks or trust company or trust companies as the Board of Directors shall designate, currently that bank is Citizen's State Bank, and shall be drawn out only by check, draft, note or order of the Corporation signed by the person or persons designated by resolution of the Board of Directors.

Section 2. Checks to the Corporation.

Checks to the Corporation should be made out to Team Craig, Inc.

Section 3. Funds of the corporation

Funds of the corporation shall only be used for the purposes enumerated in these Bylaws and the Articles of Incorporation. No disbursements of funds greater than \$100.00 shall be made without the approval of two members of the Board, except in the case of disbursements made for the general operation of the organization.

Section 4. The Chairman may appoint an auditor who is not a member of the Board of Directors to audit the Treasurer's books prior to the annual meeting.

**ARTICLE VIII
AMENDMENTS**

Section 1. These Bylaws may be amended by the Board at a regular meeting or special meeting, but no amendment shall be in order at any meeting unless not less than thirty (30) days previous notice of the nature of the proposed amendment shall have been given by mail to all Board members. Any amendment shall require a two-thirds (2/3) vote of the Board of Directors.

**ARTICLE IX
DISSOLUTION**

Upon the dissolution of the Team Craig, Inc. or the winding up of its affairs, the assets of the corporation shall be distributed as stated in the Articles of Incorporation; specifically to one or more charitable, organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue code and its Regulations as they now exist or as they may be hereafter amended. The foregoing Bylaws were approved and adopted on this _____ day of _____ by:

Chairman _____

Vice Chairman _____

Secretary _____

Treasurer _____