

**AMENDED BY-LAWS  
OF  
CFLEADS  
(Amended January 1, 2017)**

OFFICES

1. Offices. The corporation may have such corporate offices, anywhere within or without the State of Missouri, as the Board of Directors may from time to time appoint or the business of the Corporation may require.

BOARD OF DIRECTORS

2. Number. The Corporation shall have a Board of Directors (hereinafter referred to as the "Board") which shall consist of not more than fifteen, nor less than five, individuals elected to serve as Voting Directors and such other Advisory Directors as the Board shall in its sole discretion elect.

3. Voting Directors; Terms. Voting Directors shall be elected by the Board of Directors of the Corporation and shall be nominated by the Governance Committee as set forth in Section 14.

(a) Term of Office. Each term of office for a Voting Director shall be for three years. Each director will be eligible to serve a maximum of three consecutive terms. There will be no automatic rollover of terms. At the conclusion of each term, the Governance Committee shall determine whether to invite the director whose term is up to serve an additional term.

(b) Exceptions to Term Limits. Voting Directors who have served three consecutive terms may be eligible for re-election to the Board after the passage of one year. In special circumstances, a board member who has served three consecutive terms may be asked by the Executive Committee to return to the Board without a break in service. A two-thirds vote of the Board is required to approve an uninterrupted extension of service beyond the three term limit.

4. Advisory Directors. The Board may, from time to time, elect any number of individuals to serve as Advisory Directors. Advisory Directors shall serve a term of one year or such longer term as the Board may specify at the time of election, unless earlier removed by a vote of a majority of the members of the Board. There is no limit to the number of terms which an Advisory Director may serve. The Board may also appoint Advisory Directors to committees. Advisory Directors shall be entitled to notice of and may attend and participate in all meetings of the Board and any committees to which they may be appointed, but shall not be entitled to vote at any meeting or by written consent, shall not be counted in determining whether a quorum is present, and shall not have any other rights or responsibilities of Voting Directors of

the Corporation. Advisory Directors shall be entitled to such reimbursement of reasonable expenses incurred on behalf of the Corporation as the Board may determine in its discretion. Persons may be nominated for the position of Advisory Director by the Governance Committee.

5. Reimbursement. Voting Directors shall serve without compensation for their service as a director except for the reimbursement of reasonable expenses incurred on behalf of the Corporation.

6. Removal. At a meeting of the directors called expressly for that purpose, directors may be removed, with or without cause, by a vote of a majority of all of the directors of the Corporation.

7. Vacancies. If the office of any director (voting or advisory) becomes vacant by reason of death, resignation, removal from office or otherwise, or if a vacancy occurs by reason of the creation of a new directorship, a majority of the remaining directors, though less than a quorum, may elect a new director to fill the vacancy for the unexpired term or for a full term.

8. Powers and Duties.

(a) The Board of Directors is responsible for the oversight of the affairs, property and assets of the Corporation. It shall be the duty of the Board to carry out the purposes of the Corporation, and, to this end, to manage and control all of its property or assets.

(b) The Board may, from time to time, appoint, as advisors, persons whose assistance may be deemed helpful in determining policies and formulating programs for carrying out the Corporation's purposes. Such advisors shall serve at the pleasure of the Board.

(c) The Board shall be responsible for the selection of the Chief Executive Officer. The Corporation may, by the Board or the CEO if the Board delegates such authority to the CEO, employ such persons, including officers, attorneys, agents and assistants, as necessary for the administration of the offices of the Corporation. Such persons shall serve at the pleasure of the Board or the CEO, as the Board may agree.

(d) The Board may pay reasonable compensation for services and reasonable reimbursement of expenses of all officers, attorneys, agents, consultants and assistants of the Corporation, whether or not such officers, attorneys, agents, consultants or assistants are also directors of the Corporation.

(e) The Board may exercise all such powers of the Corporation and do all such acts and things as are not prohibited by law, the Articles of Incorporation or these Bylaws.

9. Notice. Notice of all Board meetings, except as otherwise provided herein, shall be given by mailing the same at least five days before the meeting to the usual business or residence address of each director, but such notice may be waived, in writing, by any director. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

10. Meetings.

(a) An annual meeting of the Board for the election of directors and officers and the transaction of such other business as may properly come before the meeting shall be held at such time and location as the Board may determine. After the election of a new Board of Directors, the meeting shall continue as a meeting of the new Board for the purpose of electing officers and transacting such other business as may properly come before the meeting, and no notice need be given to such newly-elected directors who are present at the meeting or who sign waivers of notice.

(b) The Board shall hold such regular meetings at such time and place as may be fixed by a resolution adopted by a majority of all of the directors. Special meetings of the Board may be called by the Chairperson or any Vice Chairperson, and shall be called by any one of such officers upon the request of any three directors.

(c) The Board, or any committee designated by the Board, may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

(d) Any action that is required to or may be taken at a meeting of directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by eighty percent of the directors.

11. Quorum.

(a) A majority of the duly elected Voting Directors of the Board shall constitute a quorum except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws.

(b) The act of a majority of the Voting Directors present at a validly held meeting at which there is a quorum shall be the act of the Board except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws. If, however, such majority shall not be present or represented at any meeting

of the directors, the directors entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than the announcement at the meeting, until the requisite number of Voting Directors shall be present.

12. Voting.

(a) At each meeting of the directors every director who has the right to vote shall be entitled to vote. Each director shall have one vote. Upon request of any director, the vote for directors and the vote upon any question before the meeting shall be by ballot.

(b) Voting by proxy. Voting Directors may appoint a proxy to vote by signing an appointment form either personally or by an attorney-in-fact. An appointment of a proxy is effective when received by the secretary or other officer or agent authorized to tabulate votes. An appointment is valid for eleven months unless a different period is expressly provided in the appointment form, but no proxy shall be valid for more than three years from the date of the appointment's execution. An appointment of a proxy is revocable by the director making the appointment. The death or incapacity of the director appointing a proxy does not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment. Appointment of a proxy is revoked by the person appointing the proxy attending any meeting and voting in person, or signing and delivering to the secretary or other officer or agent authorized to tabulate proxy votes either a written statement that the appointment of the proxy is revoked or a subsequent appointment form.

## SELECTION AND NOMINATION OF DIRECTORS

13. Selection of Voting Directors. The Board of Directors of the Corporation shall elect each of the Voting Directors. Each Voting Director shall serve as a representative of the broad interests of the public.

14. Nomination of Directors.

(a) Prior to each annual meeting of the Board, the Governance Committee shall nominate the number of persons for the office of director necessary to fill the vacancies of the Voting Directors whose terms are expiring at such annual meeting.

(b) Within two months after the Board declares that a voting directorship is vacant due to death, resignation or removal of a director, the Governance Committee may hold a meeting and make a recommendation to nominate one person for each vacant directorship.

## OFFICERS

15. Who Shall Constitute. The officers of this Corporation shall be a Chairperson, a Vice Chairperson, a Secretary and a Treasurer. The Board of Directors may also elect Chief Executive Officer, one or more vice presidents, additional vice chairpersons, assistant secretaries, assistant treasurers, and such additional officers as it deems desirable. Said officers shall be elected by the Board and shall hold office for a period of two years unless otherwise determined by the Board. Any officer may be removed, with or without cause, by a vote of a majority of all of the directors at a meeting duly called pursuant to notice stating that such removal is to be considered at such meeting. Any one or more of such offices may be held by the same person, except the officers of Chairperson and Secretary, and Chairperson and Vice Chairperson.

16. Chairperson. The Chairperson shall be chosen from the membership of the Board of Directors and shall be the Chairperson of the Executive Committee. The Chairperson shall preside at all meetings of the Board and shall carry into effect all orders and resolutions of the Board.

17. Vice Chairpersons. The Vice Chairpersons in the order of their rank (as determined by the order of their appointment or as determined from time to time by the Board of Directors) shall, in the absence, disability, refusal or inability to act of the Chairperson, perform the duties and exercise the powers of the Chairperson, and shall perform such other duties as the Board may from time to time prescribe.

18. Chief Executive Officer. The Board of Directors may elect a Chief Executive Officer, and in such event, the Chief Executive Officer shall act as chief executive of the Corporation and manage the business of the Corporation subject to the oversight and control of the Board and the Chairperson. The Chief Executive Officer, or its designee, may execute bonds, mortgages and other contracts, and shall have such general executive powers as are usually vested in the office of Chief Executive Officer of a charitable organization.

19. Secretary. The Secretary shall attend all meetings of the Board of Directors and act as a clerk thereof, and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Board and shall perform such other duties as may be prescribed by the Board or Chairperson.

20. Treasurer. The Treasurer shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation, in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for

such disbursements, and shall render to the Chairperson and Board at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation. All the duties and powers of the Treasurer are subject to the control of the Board, which may make such orders and regulations concerning the Corporation's finances as the Board deems appropriate.

21. Vacancies. If an office becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Board of Directors may elect a successor or successors who shall hold office for the unexpired term in respect of which said vacancy occurred or for a full term.

## COMMITTEES

### 22. Governance Committee.

(a) The Governance Committee shall consist of at least two directors. The Board shall appoint the members of the Governance Committee at any meeting of the Board, and said members shall serve at the pleasure of the Board; provided, however, that the Board may by resolution delegate its authority to appoint said members to the Chairperson of the Corporation. Except as otherwise provided in the Articles of Incorporation, in these Bylaws or by law, only an affirmative vote of a majority of the directors serving on the Governance Committee shall be the act of said committee.

(b) The Governance Committee shall nominate the Voting Directors. The Board shall establish policies, procedures and criteria to be observed and considered by those responsible for submitting nominations.

### 23. Executive Committee.

(a) The Board of Directors may by resolution create an Executive Committee of not less than two Voting Directors, the members of which shall be elected by the Board to serve at the pleasure of the Board for a term as determined by the Board.

(b) Except for the power to fill vacancies in the Board and as may otherwise be provided herein, by the Board or by applicable law, such Committee shall, during the intervals between the meetings of the Board, possess and may exercise all of the powers of the Board in the management of the affairs of the Corporation, including the responsibility and power to determine the distribution of property of the Corporation as provided in these Bylaws (subject to the provisions of the Articles of Incorporation and these Bylaws), authority over the investment policies with respect to the property of the Corporation, whether held directly or through trustees, custodians or agents, and other duties and authority as may be delegated to it by the Board.

(c) A majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee shall keep full records and accounts of its proceedings and transactions. All action by the Executive Committee shall be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board, provided that no rights of third persons shall thereby be prejudiced, limited or adversely affected in any manner whatsoever. Vacancies in the Executive committee may be filled for the unexpired term by the Board, and the Board may appoint one or more directors as alternate members of the Executive Committee who may take the place of any absent member or members at any meeting. Any action that is required to or may be taken at a meeting of the Executive Committee may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by eighty percent of the members of the Executive Committee.

24. Other Committees of Directors. The Board of Directors may provide for such other standing or special committees as it deems desirable and dissolve the same at its pleasure. Each such committee shall consist of two or more Voting Directors directors elected by the Board, and shall have such powers and perform such duties or functions, not inconsistent with law, as may be delegated to it by the Board. Vacancies in such committees may be filled by the Board. Any action that is required to or may be taken at a meeting of any such committee may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by eighty percent of the members of such committee.

25. Advisory Committees. The Board may provide for such other committees, advisory groups, etc., consisting in whole or in part of Advisory Directors and/or non-directors, as it deems desirable, and dissolve the same at its pleasure. Each such committee shall be advisory to the Board and shall have such powers and perform such duties or functions, not inconsistent with law, as may be prescribed by the Board. Appointments to and the filling of vacancies on such other committees shall be made by the Chairperson unless the Board otherwise provides. Any action by each such committee within the authority given it by the Board, shall be reported to the Board at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board, provided that no rights of third persons shall be prejudicially affected thereby. Vacancies in any such committees may be filled for the unexpired term by the Board, and the Board may appoint one or more persons as alternate members of any such committees who may take the place of any absent member at any meeting. Any action that is required to or may be taken at a meeting of any such committee may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by eighty percent of the members of such committee.

## INDEMNIFICATION AND INSURANCE

26. Indemnification.

(a) To the extent permitted by law, the Corporation shall indemnify and hold harmless each director and officer, whether or not then in office, and his personal representatives, against any and all claims, liabilities, expenses and costs reasonably incurred by him or his estate, in connection with or arising out of any action, suit or proceeding in which he is made a party by reason of his being or having been a director or officer; provided, however, that no director or officer shall be indemnified against liability or claims by reason of his willful misfeasance, bad faith, gross negligence, or reckless disregard of the duties involved in the conduct of his office.

(b) The right of indemnification herein provided for shall also apply in respect of any amounts paid in compromise of any such claims asserted against any such director or officer, including expenses and costs reasonably incurred in connection therewith, provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the director or officer involved was not guilty of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office; but in taking such action any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matters it shall be determined by a committee of three disinterested persons appointed by the directors at a duly called special or regular meeting.

(c) The right of indemnification herein provided for shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

27. Insurance. The Corporation, to the extent permitted by pertinent state statutes, may purchase and maintain insurance on behalf of any person who is or was such a director or officer of the Corporation, or is or was serving at the request of the Corporation as such a director, officer or designated agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise

## GENERAL

28. Personal Interest of Directors and Officers. To the extent permitted by law and consistent with the Articles of Incorporation and these Bylaws, no contract or other transaction between the Corporation and any other firm, association or corporation shall be affected or invalidated solely because a director, officer or member of the Corporation is interested in or is a member, shareholder, director or officer of such other firm, association or corporation; and a director, officer or member of the Corporation may be a party to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested, and no such contract shall be affected or



invalidated thereby, provided that the material facts as to the relationship or interest are disclosed or known to the directors entitled to vote thereon and the contract is fair as to the Corporation at the time it is authorized, approved or ratified by the Board. An interested director may be counted in determining the presence of a quorum at a meeting that authorizes a contract or transaction described herein.

29. Notices. Whenever under the provisions of these Bylaws notice is required to be given to any director, officer or member, it shall not be construed to mean personal notice, but such notice may be given in writing by depositing the same in the United States mail, postage prepaid, addressed to such director, officer or member at such address as appears on the books of the Corporation. Any director, officer or member may waive any notice required to be given by statute or under these Bylaws or consent to receive notice by other than the United States mail.

30. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of the Board of Directors, the membership, and committees.

31. Checks and Contracts. All checks, demands for money, notes, and contracts of the Corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

32. Fiscal Year. The fiscal year of the Corporation shall be the twelve month period ending on the last day of December, or such other period as may be designated by the Board of Directors.

33. Amendments. These Bylaws may be amended or repealed by a majority vote of the Board of Directors at any regular meeting or, upon notice of a special meeting at any special meeting.

34. Preservation of Charitable Status. Any part or provision of these Bylaws, or any application thereof, which at any time would cause, or be a material factor in causing, the Corporation to be deemed a "private foundation" as described in Section 509 of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision of the Code, or to be deemed not to be a qualified charitable organization described in Section 501(c)(3) or 170(b)(1)(A)(vi) of the Code or any successor provision of the Code, shall be null and void, but in either such event, to the extent permitted by law and approved by the Board of Directors, the Bylaw provision so affected shall be deemed to have been modified or supplemented so as not to affect the status of the corporation.