

**BYLAWS OF
STERLING PRICE DAYS FESTIVAL, INC.**

A Nonprofit Corporation Formed Under the Laws of the State of Missouri

**ARTICLE ONE
ORGANIZATION**

Section 1.1. Registered Office. The registered office of the corporation shall initially be situated at the 221 West Finnell Drive, Keytesville, MO 65261 as stated within the Articles of Incorporation and may, at a later date, be moved to such other location as the board of directors may from time to time designate.

Section 1.2. Purpose. The corporation has been organized for the purposes set forth in the Articles of Incorporation.

Section 1.4. Corporate Seal. The seal of the corporation shall be of such design as shall be approved and adopted from time to time by the board of directors, and the seal or a facsimile thereof may be affixed by any person authorized by the Board of Directors or these Bylaws by impression, by printing, by rubber stamp, or otherwise. The foregoing notwithstanding, however, unless otherwise required by the laws of the State of Missouri, the board of directors may opt not to utilize a corporate seal.

**ARTICLE TWO
MEMBERS**

Section 2.1. Membership. The corporation shall not have members. All authority shall be vested in a perpetual board of directors as set forth in Article IV below.

**ARTICLE THREE
BOARD OF DIRECTORS**

Section 3.1. Initial Directors. The initial board of directors shall consist of 4 persons as set forth in the Articles of Incorporation.

The initial board of directors shall serve a term of one year and be eligible for reelection to one year terms thereafter; however, in all cases, directors shall serve until their successors shall have been elected and qualified.

Section 3.2. Members and Terms. The members of the board of directors shall be the Chairman, Vice Chairman, Secretary, Treasurer, and committee chairpersons appointed by the Chairman. All directors shall serve one year terms.

Section 3.2. Powers. The activities and assets of the corporation shall be managed and controlled by the board of directors which shall exercise all the powers of the corporation. It shall have the power to modify, override or rescind the action of any officer of the corporation. The Board is responsible for overall policy and direction of the General Sterling Price Day Festival including but not limited to a) Defining the mission, goals, and objectives of the General Sterling Price Day Festival b) approving contracts and conveyances c) raising the financial resources required to

meet the General Sterling Price Day goals and objectives, and establishing general fund raising policies and c) approving major committee policies.

Section 3.3. Meetings; Quorum. Regular meetings of the board of directors shall be held at such places, within the City of Keytesville, Missouri, and on such days and at such times as shall be fixed from time to time by the board of directors. Rules of procedure for the conduct of such meetings shall be adopted by resolution of the board of directors. Notice of such regular meetings need not be given. A majority of the board of directors shall constitute a quorum for the transaction of business, but a lesser number may adjourn to another day if a quorum is not present. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by the Articles of Incorporation or these Bylaws. Special meetings of the board may be held at any time and place, within the City of Keytesville, Missouri, upon the call of the chairman of the board, the vice chairman or secretary of the corporation by written notice delivered to each director not less than three (3) days before such meeting; provided, however, that any director may, at any time, in writing, waive notice of any meeting. Attendance of a director at any meeting shall constitute a waiver of notice of the 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. For purposed of this section, "delivery" of notice of a board of director's meeting may be accomplished either by hand delivery, through the U.S. Postal Service, through a private parcel carrier service, or electronically by facsimile transmission. "Delivery" is completed upon receipt by the director through any of the aforementioned means except when delivery of notice is by U.S. Postal Service or private parcel carrier service, in which case, delivery shall be completed upon delivery of the notice to the director's last known home address.

Section 3.4. Action by Consent. Any action which is required to be or may be taken at a meeting of the directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all the directors. The written consent may be executed in several identical counterparts by the directors with the effect as if the directors had executed a single document.

Section 3.5. Resignation of Directors. Any director of the corporation may resign at any time by giving written notice of such resignation to the board of directors, the chairman , or the corporation. Any such resignation shall take effect at the time specified therein or, if no time be specified, upon receipt thereof by the board of directors or one of the above named officers. The death of any director shall be treated as a voluntary resignation by the corporation.

Section 3.6. Compensation of Directors. Directors may not receive any form of compensation but may be reimbursed for expenses related to the purpose of the corporation as set forth in the Articles of Incorporation.

Section 3.7. Power and duties of the board of directors. The property and business of a corporation shall be controlled and managed by a board of directors; however, the board may delegate duties to the officers of the corporation to the full extent allowed by law.

Section 3.8. Removal of directors. The board of directors may, by resolution adopted by the affirmative vote of 66% or more of the directors, remove a fellow board member. Sixty six percent of all directors, not 66% of those directors in attendance at the meeting, must vote in favor of removal for the resolution to pass.

ARTICLE FOUR OFFICERS

Section 4.1. Number and Term. The officers of the corporation shall be a chairman, vice chairman, treasurer, and secretary. All officers, unless sooner removed, shall hold their respective offices until the next organizational meeting held in January each year. There will be no limit upon the number of terms a Officer may serve. No officer may hold more than one office, however they may hold on committee Chair position.

Section 4.2. Removal. Any officer or agent may be removed by the board of directors whenever in its judgment the best interests of the corporation will be served thereby by two thirds (2/3) vote of the entire board of directors.

Section 4.3. Chairman . The chairman shall preside at all meetings of the directors at which he or she is present and shall perform such other duties as the board of directors or these Bylaws may prescribe. Duties and responsibilities: a) appointing the chairman of all Board committees and serve as liaison among its committees; b) maintaining liaison as needed with the city and foundations supporting the festival; c) shall be the principal executive officer of the corporation and shall in general supervise and control all the business and affairs of the corporation; d) and shall be signatory as necessary on any documents necessary to the functions of the corporation and as directed by the Board of Directors.

Section 4.4. Vice Chairman. In the absence of the chairman , the vice chairman shall preside at all meetings of the directors at which he or she is present. The vice chairman shall perform such duties as the board of directors may prescribe and shall see that all orders and resolutions of the board are carried into effect.

Section 4.5. Secretary. The secretary shall keep or cause to be kept a record of all meetings of the board of directors 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 special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or chairman, under whose supervision the secretary shall be.

Section 4.6. Treasurer. The treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors and shall perform such other duties as the board of directors may prescribe. 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 chairman and directors, at the regular meetings of the board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation.

Section 4.7. Replacement of Officers. In the event any officer is unable or refuses for any reason to serve therein, the chairman may call a special board of directors meeting to elect a replacement for such officer. A plurality vote shall be necessary for election.

Section 4.8. Compensation of Officers. Officers may not receive any form of compensation but may be reimbursed for expenses related to the purpose of the corporation as set forth in the Articles of Incorporation.

ARTICLE FIVE COMMITTEES

Section 5.1. Standing Committees. The following standing committees may be appointed by the Chairman.

1. Arts & Crafts
2. Parade
3. King & Queen Contest
4. Dinner
5. Play
6. Entertainment
7. Band
8. Advertising

Section 5.2. Special Committees. From time to time, the president may appoint, with the approval of the board directors, such special committees as may be necessary in his/her judgment or the judgment of the board of directors.

Section 5.3. Composition. All committees shall consist of a chairperson and as many members as shall be considered necessary by the Chairman.

Section 5.4. Committee Reporting. Each committee, through its chairperson, should be encouraged as necessary to report, either verbally or in writing, each month to the board of directors.

ARTICLE SIX INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 6.1. Indemnification of Directors and Officers. To the fullest extent permitted by the laws of State of Missouri, including future amendments of those laws, the corporation shall indemnify and hold harmless each director and officer of the corporation against any and all claims, liabilities, and expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position. However, the foregoing shall not apply to:

- a. any breach of such person's duty of loyalty to the corporation;
- b. any act or omission by such person not in good faith or which involves intentional misconduct or where such person had reasonable cause to believe his conduct was unlawful; or
- c. any transaction from which such person derived any improper personal benefit.

Section 6.2. Determination of Entitlement of Directors and Officers to Indemnification. The decision concerning whether a director or officer seeking indemnification has satisfied the provisions of Section 5.1 shall be made by (i) the board of directors by a majority vote of a quorum consisting of directors who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Directors"), whether or not such majority constitutes a quorum; (ii) if there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion.

ARTICLE SIX ELECTIONS

Section 6.3. Annual Election. Officers shall be elected annually at an organizational meeting during the month of January each year. Notification of the organizational meeting must be published in two Chariton County newspapers at least 14 days prior to the established date of the meeting. All persons attending the meeting who reside within the City of Keytesville, Keytesville Township or Keytesville School District shall be entitled to vote. A plurality vote shall be necessary to elect.

ARTICLE SEVEN PARLIAMENTARY PRACTICES

Except as otherwise specifically provided in this by-laws, all questions of order or procedure with respect to any meeting or action of this corporation, its board of directors or any committee appointed hereunder shall be determined in accordance with ROBERT'S RULES OF ORDERS, NEWLY REVISED, as revised from time to time.

ARTICLE EIGHT MISCELLANEOUS

Section 8.1. Amendment of Bylaws. The Bylaws may be amended by a majority vote of the board of directors present in person or by proxy at a special meeting called for that purpose, or by written consent.

Section 8.2. Fiscal year of the corporation. Unless the board of directors shall select another date through a duly adopted resolution, the fiscal year of the corporation shall begin on the first day of January of each year and end on the 31st day of December.

Section 8.3. Personal Benefit. No officer or committee chairman of this corporation shall use his position as a means of furthering any personal, political, or other aspiration, nor shall the corporation as a whole, take part in any movement not in keeping in with its purposes.

ACTION BY WRITTEN CONSENT OF THE INCORPORATORS

OF

STERLING PRICE DAYS FESTIVAL, INC.

The undersigned, being the incorporators of STERLING PRICE DAYS FESTIVAL, INC., a Missouri corporation (the "Company"), hereby adopts the following resolution by written consent:

APPOINTMENT OF DIRECTORS RESOLVED, that, effective as of this date, the following persons be, and they hereby are, appointed as the initial directors of the Company to serve until the first organizational meeting or until their successors are duly elected and qualified:

Chris Hughes
Terry L. Clark
Bryan Atterbury
Teresa Byrd

IN WITNESS WHEREOF, the undersigned has executed this Action by Written Consent as of the 3rd day of March, 2010.

Chris Hughes

Terry L. Clark

MINUTES OF INITIAL

MEETING OF THE BOARD OF DIRECTORS

OF

General Sterling Price Days, Inc.
A Missouri Nonprofit Public Benefit Corporation

On _____ the Board of Directors of the General Sterling Price Days Festival, Inc met for its initial meeting. The following directors were present at the meeting:

Chris Hughes
Terry L. Clark
Bryan Atterbury
Teresa Byrd

Also present was _____ . _____ (insert name) acted as Chairman of the meeting and _____ (insert name) acted as Secretary.

ACTIONS BY INCORPORATORS

WHEREAS, the incorporators will file original Articles of Incorporation of the corporation (the "Articles") at the office of the Missouri Secretary of _____ (insert date of incorporation), and, as a result, the corporation will be incorporated on that date; and

WHEREAS, in an Action By Written Consent of the Incorporators (The Consent) , the incorporators appointed the initial directors;

NOW THEREFORE, BE IT:

ADOPTION OF ARTICLES

RESOLVED, that the Articles as adopted by the incorporators and as filed with the Secretary of State of the State of Missouri and bearing the file stamp and certification of the Secretary of State of the State of California be, and they hereby are, ratified and approved as the Articles of this corporation and that they be inserted in the Minute Book of this corporation;

ADOPTION OF BY-LAWS

RESOLVED FURTHER, that the By-Laws of this corporation hereby are, ratified and approved as the By Laws of this corporation and that such By-Laws and the Consent be inserted in the Minute Book of this corporation;

ELECTION OF OFFICERS

RESOLVED FURTHER, that the following officers be, and each of them hereby is, elected as officers of this corporation to serve until their respective successors are duly elected and qualified:

Title	Name
Chairman	Chris Hughes
Vice Chairman	Bryan Atterbury
Treasurer	Terry L. Clark
Secretary	Teresa Byrd

DATE, TIME AND LOCATION FOR REGULAR MEETINGS OF THE BOARD

RESOLVED FURTHER, that the Board shall meet at such time and place as shall be determined by the Board;

MINUTE BOOK

RESOLVED FURTHER, that this corporation shall maintain as part of its corporate records a Minute Book which shall include, but which shall not be limited to, a record of its Articles and amendments thereto, its By-Laws and amendments thereto, minutes of all meetings of its directors, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given and the proceedings thereto;

BANK ACCOUNT

RESOLVED FURTHER, that the President and Treasurer of this corporation, acting jointly on behalf of this corporation, are authorized to open, maintain and close accounts at any bank, trust company or similar financial institution as may be necessary or appropriate for the conduct of this corporation's business, that all resolutions required by such banks, trust companies or other financial institutions with respect to such accounts are hereby adopted, and that the Treasurer or Secretary of this corporation is authorized to certify to any bank, trust company or similar financial institution the adoption of the resolution in the form used by that bank, trust company or similar financial institution;

RESOLVED FURTHER, that the Chairman and Treasurer of this corporation be, and each of them hereby is, authorized to deposit, or cause to be deposited, funds of this corporation in any authorized account of this corporation, and, in accordance with these resolutions, to withdraw from, or charge to, or cause to be withdrawn from or charged to (such amount not to exceed \$1,000) said account at any time and from time to time funds of this corporation against checks, notes, drafts, bills of exchange, acceptances, undertakings, or other instruments or orders for the payment of money;

RESOLVED FURTHER, that the sole signature of either the President or Treasurer is sufficient to authorize the withdrawal of funds of this corporation (such amount not to exceed \$1,000) from any authorized account of this corporation at any time and from time to time against checks, notes, drafts, bills of exchange, acceptances, undertakings, or other instruments or orders for the payment of money, when made, drawn, accepted or endorsed on behalf of this corporation;

RESOLVED FURTHER, that the foregoing bank resolutions are standing resolutions and will remain in full force and effect until duly modified or rescinded, and that the Secretary of this corporation be, and each of them hereby is, authorized and directed to deliver a certified copy of these resolutions to each bank, trust company or similar financial institution at which an account from which funds can be withdrawn is or will be maintained;

ACCOUNTING YEAR

RESOLVED FURTHER, that this corporation hereby adopt an accounting year ending December 31 each year;

COMPLIANCE WITH LOCAL SOLICITATION ORDINANCES

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them hereby is, authorized to ascertain the legal requirements imposed on organizations soliciting funds for charitable purposes in the appropriate cities and counties;

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them hereby is, authorized and directed to make all necessary filings and obtain all necessary permits authorizing and allowing this corporation to make public solicitations for contributions for charitable purposes in the appropriate jurisdictions;

ORGANIZATIONAL EXPENSE

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them hereby is, authorized and directed to pay the expenses of incorporation and organization of this corporation and/or reimburse the incorporators therefor;

SOLE INCORPORATOR

RESOLVED FURTHER, that all actions taken or authorized by the incorporators of this corporation in respect of the organization of this corporation in what was deemed to be in the best interests of this corporation be, and they hereby are, confirmed and ratified;

RESOLVED FURTHER, that this corporation shall indemnify and hold the incorporators harmless from and against any and all loss, cost, damage, expense (including without limitation attorneys' fees and expenses) or liability caused by, resulting from or arising out of any action taken or authorized by the sole incorporator of this corporation in respect of the organization of this corporation;

STATEMENT BY DOMESTIC NONPROFIT CORPORATION

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them hereby is, authorized and directed to prepare any required information statement in compliance with the Missouri Nonprofit Corporation Law and submit it to the Missouri Secretary of State for filing;

RESOLVED FURTHER, that the Secretary of this corporation is directed to insert a copy of that statement in the Minute Book following filing of such information statement;

PRINCIPAL OFFICE LOCATION

RESOLVED FURTHER, that the principal office for the transaction of the business of this corporation shall be located at: 221 West Finnell Avenue, Keytesville, Missorui, unless and until changed by resolution of this Board;

EXEMPTIONS FROM FEDERAL AND STATE TAXES

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them hereby is, authorized to consult with legal counsel to ascertain the availability of exemptions from taxation under the federal and state tax laws and, if such exemptions are available, such officers be, and each of them hereby is, authorized and directed to execute and file all necessary applications for exemption from those taxes with the appropriate state and federal tax authorities, and to pay any necessary filing fees;

EMPLOYER IDENTIFICATION NUMBER

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them hereby is, authorized and directed to make such filings and applications as are necessary to secure for this corporation a federal employer identification number;

NONPROFIT MAILING PERMIT

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them hereby is, authorized and directed to make such filings and applications as are necessary to secure for this corporation a nonprofit mailing permit if deemed necessary or advisable by the officers of this corporation;

IMPLEMENTATION

RESOLVED FURTHER, that the proper officers of this corporation be, and each of them hereby is, authorized and directed to execute all documents and to take all such action as they may deem necessary or advisable in order to effectuate the purposes of the foregoing resolutions.

There being no further business, upon motion duly made and seconded, the meeting was adjourned.

Secretary of the Meeting

**WAIVER OF NOTICE AND CONSENT TO HOLDING
OF MEETING OF BOARD OF DIRECTORS**

We, the undersigned, being all of the directors of the _____(insert name of the organization), and desiring to hold the first meeting of the Board of Directors of the corporation, do hereby waive notice of the meeting, consent to the holding thereof, and do further agree that any business transacted at said meeting shall be as valid and legal and of the same force and effect as if the meeting were held after duly given notice.

Dated:_____.

