

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**CLAYTON CENTURY FOUNDATION**

**Effective July 29, 2015**

**ARTICLE ONE**  
**NAME, PURPOSE, AND OFFICES**

**Section 1. Amendment and Restatement.** The Corporation was formerly known as Clayton Parks Foundation and, by action of its members and Directors effective August 12, 2008, its Article of Incorporation and Bylaws were amended and restated. Such amendments included changing its name to the Clayton Century Foundation. Subsequent amendments have been made to the Bylaws. The 2008 Bylaws, together with subsequent amendments are restated as set forth herein.

**Section 2. Name.** The Corporation is known as the *Clayton Century Foundation*. The Corporation is formed under the Missouri Nonprofit Corporation Act, Chapter 355 of the Revised Statutes of Missouri, as amended (the "Act").

**Section 3. Purpose.** The purposes consist of assisting in the accomplishment of the mission of the City of Clayton, Missouri (the "City") by enhancing and supporting environmental, cultural, and wellness activities affecting the quality of life of the City and the citizens of the City of Clayton including, but not limited to creating significant opportunities for conservation, education, recreation, relaxation and other activities relating to Art, Parks, and History and Sustainability in order to assist in preserving and enhancing land, environment, and natural and cultural heritage. In pursuing these goals, the Corporation is authorized, but shall not be required, to make grants to other organization(s) (i) that are qualified tax-exempt organizations under section 501(c)(3) or section 170(c)(1) of the Internal Revenue Code of 1986, as amended, and (ii) the purposes of which are consistent with the purposes of the Corporation.

**Section 4. Principal Office.** The principal office of the Corporation in the State of Missouri shall be located at 10 N. Bemiston, Clayton, Missouri. The Corporation may have such other office(s), either within or without the State of Missouri, as the Corporation's Board may designate or as the business of the Corporation may require from time to time.

**Section 5. Registered Office.** The registered office of the Corporation required by the Act to be maintained in the State of Missouri may, but need not be, identical with the principal office in the State of Missouri, and the Corporation's Board may from time to time change the address of the registered office.

**Section 6. Manual of Procedures.** The Corporation's Board has adopted as of June 2015 a Manual of Procedures intended to detail concepts presented in these Bylaws. Said Manual is intended to be followed in concert with these Bylaws. To the extent of inconsistencies, if any, between the Manual and these Bylaws, the Bylaws shall prevail.

## **ARTICLE TWO BOARD OF DIRECTORS**

**Section 1. General Powers.** The business and affairs of the Corporation shall be managed by its Board of Directors (the “Corporation’s Board” or “Board of the Corporation”). Its functions shall include, although not be limited to, (i) a working board for organization, structure, planning, policy, finances, fund raising, program planning and public education, consistent with the purposes of the Corporation and the mission of the City of Clayton, and (ii) support, coordinate, and approve major actions and annual budgets.

**Section 2. Directors, Number, Term and Qualifications.** The Board of Directors at all times shall consist of at least three but not more than twenty-nine members and shall always be an odd number. The number of Directors may be altered from time to time by the vote of a majority of the Board of Directors of the Corporation. The terms shall be overlapping to the extent possible.

Directors shall be elected by the Board of the Corporation, each with the term set by the Board, not to be less than one year and not more than three years. At each annual meeting, the successors to the directors whose terms are expiring shall begin to serve.

All Board members shall be voting members, other than the two members of the Board of Aldermen of the City of Clayton who shall be designated to serve by the Board of Aldermen. They shall be non-voting members of the Board, but shall be board members in all other respects, including the establishment and maintenance of a quorum. The Board at all times shall endeavor to maintain as Directors representatives of Clayton’s business community as well as residential areas, striving to include at least one resident from each of the City’s three wards and to elect representatives in a manner consistent with the Foundation’s commitment to history, parks, art and sustainability.

**Section 3. Regular and Annual Meetings.** The Corporation’s Board shall hold regular meetings without notice thereof on the last Wednesday of January, April, July, and October of each year at 10 S. Brentwood Boulevard, Clayton, Missouri at 5:30 P.M, or at such other regularly scheduled times and at such places as the Board shall determine. The annual meeting shall be the January meeting, unless otherwise designated by the Board.

**Section 4. Special Meetings.** Special meetings of the Corporation’s Board may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Corporation’s Board may fix any place, within or without the State of Missouri, as the place for holding any special meeting of the Corporation’s Board called by them.

**Section 5. Annual Audit.** The Corporation’s Board may annually arrange for an audit of the Corporation. The audit shall be prepared for and reported directly to the Corporation’s Board.

**ARTICLE THREE**  
**SECTIONS AND SECTION BOARDS (intentionally deleted)**

**ARTICLE FOUR**  
**BOARD PROCEDURE**

**Section 1. Notice.** Notice of any meeting of the Corporation's Board, other than a regular meeting, shall be given not less than five (5) nor more than forty (40) days before the date of the meeting. Notice may be communicated in person, by telephone, telegraph, e-mail, or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated if communicated in a comprehensible manner. Notice by e-mail, if in a comprehensible form, shall be effective on the date sent so long as the sending party has no reason to know the e-mail was not received. Written notice by mail, if in a comprehensible form, is effective at the earliest of the following:

- (1) When received;
- (2) Five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed;
- (3) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee;
- (4) Thirty days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

**Section 2. Waiver of Notice.** A director of the Corporation's Board may at any time waive any required notice. Except as set forth below, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records of the Corporation. A Director's attendance at or participation in a meeting waives any required notice of the meeting unless the director upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with these Bylaws objects to lack of notice and does not vote for or assents to the objected-to action.

**Section 3. Quorum; Participation by Telephone.** A majority of the Directors in office of the Corporation's Board immediately preceding a meeting shall constitute a quorum for the transaction of business. Members of the Corporation's Board may participate in and act at any meeting of that Board, whether regular or special, through the use of a conference call or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in such a meeting in this manner shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes.

**Section 4. Manner of Acting.** The act of a majority of the directors present at a meeting of the Corporation's Board at which a quorum of directors of such Board is present shall be the act of that Board, unless the act of a different number is required by statute, the Articles of Incorporation or these Bylaws.

**Section 5. Resignations.** Any director of the Corporation's Board may resign at any time by giving written notice to that Board, and the President or the Secretary of the Board. Any written notice shall be effective upon its receipt by the Board and the President or Secretary, as the case may be, unless otherwise provided therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

**Section 6. Removal of Directors.** Any Director of the Board of the Corporation may be removed without cause by the vote of two-thirds of the Directors then in office. Any Director may be removed without cause by the vote of two-thirds of the Directors of the Corporation's Board. Notice of the proposed removal shall be given to all directors of the Corporation prior to action thereon. A Director may also be removed, at the discretion of the Board, if said Director has unexcused absences for more than three consecutive meetings; provided, however, that the Director may be removed only if a majority of the Directors then in office vote for the removal.

**Section 7. Vacancies.** In case of the death, removal, incapacity or resignation of one or more of the directors of the Corporation's Board, a majority of the directors of the Board remaining in office, although less than a quorum, may designate the person or persons who shall fill such vacancy or vacancies, to serve the remaining term of such director.

**Section 8. Presumption of Assent.** A director of the Corporation's Board who is present at a meeting of that Board at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by mail to the Secretary of the Corporation, as the case may be, immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

**Section 9. Committees.** The Corporation's Board, by resolution approved by a majority of all the Directors of such Board then in office, may designate two or more directors to constitute the Executive Committee, which committee shall have and exercise all of the authority of such Board in the management of the Corporation, or (b) any other committee which shall have the name, purpose, power and authority delegated to it by such resolution. Voting members of the Executive Committee shall include the officers of the Corporation identified in Article V(1) below as well as the Chairs of the other Standing Committees identified in this Section 9. The Board's Legal Advisor if not also an officer of the Corporation, shall be a non-voting member of the Executive Committee and the City's aldermanic representatives shall also be nonvoting members. The Executive Committee will keep a complete record of its activities and regularly report them to its Board at every meeting thereof. All action taken by the Executive Committee will be subject to revision, alteration or change by the Board, provided that rights of third persons will not be affected thereby.

A committee of the Corporation's Board may not (i) authorize distributions to any Director, officer, agent or employee except in exchange for value received; (ii) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; (iii) unless otherwise provided in these Bylaws or the Articles of Incorporation, elect, appoint or remove directors or fill vacancies on the Board or on any of its committees; or (iv) adopt, amend or repeal the Articles or Bylaws.

Each committee shall have a chairman and shall conduct business and take action in accordance with any rules set by the Board which created it, or otherwise by the rules regarding the operation of the Board as set forth in these Bylaws, including but not limited to meetings, notice of, and waiver of notice of meetings, committee actions without meetings, terms of office, removal and vacancies, and quorums. Although a committee may permit a non-Director or other person who is not a member of the committee to participate in a committee meeting, no person who is not a member of the committee will have any right to vote on any action taken by the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws, with rules adopted by the Board or the Manual of Procedures.

In addition to the Executive Committee, there shall be five (5) Standing Committees – Major Gifts, Community Building, Philanthropy, Board Development and Project Review. The composition, purpose and functions of all such committees is more fully detailed in the Manual of Procedures. The Community Building Committee is specifically authorized to include as its members multiple representatives of Core Initiative Groups representing one or more of the Corporation's initiatives – Arts, Parks, History and Sustainability – and as are more fully described in the Manual of Procedures. CCF History is the initiative group currently activated within the Corporation because of its on-going programming and its operation of the new Heritage Center at the Center of Clayton facility. All of the other initiatives are currently absorbed by the Corporation as a whole.

**Section 10. Action Without a Meeting.** Any action that may be taken at a meeting of the Corporation's Board or of a committee of any Board may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all of the members of that Board or of the committee, as the case may be. Such written consent shall be filed by the Secretary with the minutes of the proceedings of such Board or of the committee, as the case may be, and shall have the same force and effect as a unanimous vote at a meeting duly held.

**Section 11. Compensation.** All directors of the Corporation's Board shall serve without compensation; provided, however, that the Corporation shall be responsible for paying all reasonable expenses incurred by members of the Board in connection with attending meetings of the Board.

## **ARTICLE FIVE OFFICERS**

**Section 1. Number.** The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, an Immediate Past President and the Chairs of each of the Standing

Committees identified in Article Four, Section 9 above. All said officers shall be Directors presently serving on that Board. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Corporation's Board. Any two or more offices may be held by the same person, except the offices of President, and Secretary.

**Section 2. Election and Term of Office.** The officers of the Corporation and of each Section shall be elected annually at the Annual Meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be arranged. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

**Section 3. Removal.** Any officer of the Corporation may be removed by a vote of a majority of the entire Board of the Corporation whenever in its judgment the best interests of the Corporation will be served thereby.

**Section 4. Resignations.** Any officer of the Corporation's Board may resign at any time by giving written notice to such Board or the President or the Secretary of the Corporation, as the case may be. Any written notice shall be effective upon its receipt by the Board or President or Secretary, as the case may be, unless otherwise provided therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

**Section 5. Vacancies.** A vacancy in any office of the Corporation's Board because of death, incapacity, resignation, removal, disqualification or otherwise, may be filled by a vote of a majority of the Board for the unexpired portion of the term.

**Section 6. President.** The President shall preside at all meetings of the Corporation's Board. The President of the Board may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the such Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the such Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall in general perform all duties incident to the office of President and such other duties as may be prescribed by the Corporation's Board from time to time.

**Section 7. Vice-President.** In the absence of the President, whether due to resignation, incapacity or any other cause, or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice President shall exercise such powers only so long as the President remains absent or incapacitated, or until the Corporation's Board elects a new President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board but shall, in any event, include chairmanship of one of the five Standing Committees identified in Article IV, Section 9 above.

**Section 8. The Secretary.** The Secretary shall (a) keep the minutes of the proceedings of the meetings of the Corporation's Board or a Section Board in one or more books provided for that

purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each director and member which shall be furnished to the Secretary by such member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board. The Secretary may also, but is not required to, serve as the Legal Advisor to the Board.

**Section 9. The Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IV of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Corporation's Board. If required by the Corporation's Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Corporation's Board shall determine.

**Section 10. The Immediate Past President.** The Immediate Past President shall perform such duties as from time to time may be assigned to him or her by the President or by the Board.

**ARTICLE SIX**  
**DELEGATES – MEMBERS (Intentionally deleted.)**

**ARTICLE SEVEN**  
**CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 1. Contracts.** The Corporation's Board 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.

**Section 2. Loans and Indebtedness.** No loans or indebtedness shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Corporation's Board. Such authority may be general or confined to specific instances. In no event shall any loans be made by this Corporation to its officers or directors or any officer or director of any Section.

**Section 3. Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by

the President or Treasurer of the Corporation's Board or such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Corporation's Board. The Chief Financial Officer of the City of Clayton shall be an agent of the Corporation for these purposes.

**Section 4. Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Corporation's Board may select.

## **ARTICLE EIGHT FISCAL YEAR**

**Section 1. Fiscal Year.** The fiscal year of the Corporation shall be the calendar year or as otherwise fixed from time to time by the Corporation's Board by resolution.

## **ARTICLE NINE INDEMNIFICATION**

**Section 1. Indemnification.** The Corporation shall indemnify those persons required to be indemnified pursuant to any provision of the Articles of Incorporation. The Corporation shall indemnify (i) all members of the Corporation's Board, and (ii) other persons permitted to be indemnified under any provision of the Articles of Incorporation, as voted by the Corporation's Board. The Corporation shall purchase reasonable directors and officer insurance insuring all Directors of the Corporation's Board, and all Officers of the Corporation.

## **ARTICLE TEN CORPORATE SEAL (Intentionally deleted)**

## **ARTICLE ELEVEN WAIVER OF NOTICE**

**Section 1. Waiver of Notice.** Whenever any notice is required to be given under the provisions of these Bylaws or of the Articles of Incorporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE TWELVE RECORDS**

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

**Section 2. Records to be kept at Principal Office.** The Corporation shall keep a copy at the Corporation's principal office of (i) its articles or restated articles of incorporation and all amendments to them currently in effect; (ii) its bylaws or restated bylaws and all amendments to them currently in effect; (iii) resolutions adopted by the Corporation Board relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members; (iv) a list of the names and business or home addresses of the Corporation's; (v) its most recent annual report delivered to the secretary of state; and (vi) appropriate financial statements of all income and expenses.

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

## **ARTICLE THIRTEEN AMENDMENTS**

**Section 1. Manner of Amendment.** These Bylaws may be altered, amended or repealed and new Bylaws adopted by action of the Board of the Corporation. The Corporation shall provide notice of any meeting of members or directors at which an amendment is to be approved. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

## **ARTICLE FOURTEEN Powers, and Limitations**

**Section 1. Intent to be Charitable Corporation.** The Corporation is organized and will be operated exclusively for charitable, educational, and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future United States Internal Revenue Law (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described in Section 501(c)(3) and 170(c)(1) of the Code. The Corporation's

purposes include, but are not limited to, any purposes set forth specifically in its Articles of Incorporation, as may from time to time be amended (the “Articles”).

To further the Corporation’s purposes and mission, the Corporation will have and exercise all of the powers conferred by the provisions of the Missouri Nonprofit Corporation Act, as may from time to time be amended (the “Act”), not outside the scope of the Articles.

No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to its Directors, trustees, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles.

No substantial part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions herein, the Corporation will not carry on any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code; and/or (b) by an organization, contributions to which are deductible under sections 170(c)(1), 2055(a)(2) or 2522(a)(2) of the Code.

## **ARTICLE FIFTEEN DISSOLUTION OF THE CORPORATION**

**Section 1. Manner of Dissolution.** The Corporation may be dissolved in accordance with the procedure prescribed in the Act. At any time when the dissolution of the Corporation is authorized, the members of the Corporation’s Board then holding office shall distribute the assets of the Corporation remaining after the payment, satisfaction and discharge, or adequate provision therefore, of all liabilities and obligations of the Corporation, in accordance with the provisions of the Articles of Incorporation.

**Section 2. Distribution Upon Termination.** Upon dissolution of the Corporation and the winding up of its affairs, all remaining assets of the Corporation shall be distributed to as directed by the Directors of the Corporation to such organization(s) which shall use such assets exclusively for charitable, scientific, literary, or educational purposes and which shall then be qualified under the provisions of Section 501(c)(3) or Section 170(c)(1) of the Internal Revenue Code of 1986, as amended and for purposes which shall be consistent with the purposes of the Corporation and the mission of the City of Clayton, and if there are no such organizations, then to any such organization(s) which shall use such assets exclusively for charitable, scientific, literary, or educational purposes and which shall then be qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE SIXTEEN  
ADOPTION**

**Section 1. Effective Date.** These Bylaws shall become effective immediately upon their adoption by a vote of a majority of the Board of Directors of the Corporation.

Effective as of the 29th day of July 2015.

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Secretary

\_\_\_\_\_

President

**SECOND AMENDED BYLAWS**  
**OF**  
**CLAYTON CENTURY FOUNDATION**

**Effective July 26, 2017**

Pursuant to affirmative vote of the Corporation's Board of Directors at a regularly scheduled meeting thereof, held on July 26, 2017, the Amended and Restated Bylaws, effective as of July 29, 2015, are further amended as follows:

A. In furtherance of the Board's intent to increase the maximum number of Board members from twenty-nine (29) to thirty-one (31) and to also eliminate the requirement that the number of Board members be an odd number, the following amendment is adopted:

(1) Article Two, Section 2 (Directors, Number, Term and Qualification) is amended by deleting in its entirety its first sentence and inserting the following: "The Board of Directors shall consist of at least three but not more than thirty-one members."

B. In furtherance of the Board's intent to inform and energize community members not currently on the Corporation's Board or existing committees, an Advisory Council is established by the addition of a new Article Six to read as follows:

**ARTICLE SIX - ADVISORY COUNCIL**

Section 1. Goal. To mobilize community ambassadors, facilitate gift giving, further validate the Corporation's credibility, maintain valuable connections to prior supporters, and solicit new ideas helpful to further development of the Corporation, the Board appoints an Advisory Council.

Section 2. Selection Process. Members of the Advisory Council will be formally invited to an annual meeting with Board members in the fourth quarter of each calendar year and will also be encouraged to meet informally with member of the Corporation's Executive Committee. The term of service on the Advisory Council will be at the discretion of each Council member, subject to each member's notifying the Corporation's President in writing no later than June 30 of each calendar year should the member not wish to serve the following year.

Section 3. Membership Criteria. The Advisory Council will be composed of former Corporation Board members, former city officials and other residents and business/institutional leaders who have demonstrated prior support for the Corporation.

Section 4. Size of Advisory Council. No maximum number of members of the Advisory Council has been established.

Except to the extent specifically revised hereby, the Amended and Restated Bylaws of Clayton Century Foundation are hereby reaffirmed without additional amendment.

These Second Amended and Restated Bylaws of Clayton Century Foundation are effective as of the 26<sup>th</sup> day of July 2017, having been adopted by a vote of a majority of the Board of Directors of the Corporation.

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J. J. Flotken, President, Board of Directors

Date: July \_\_\_\_\_, 2017

**THIRD AMENDED BYLAWS**  
**OF**  
**CLAYTON CENTURY FOUNDATION**

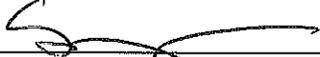
**Effective July 25, 2018**

Pursuant to affirmative vote of the Corporation's Board of Directors at a regularly scheduled meeting thereof, held on July 25, 2018, the Amended and Restated Bylaws, effective as of July 29, 2015, are further amended as follows:

A. In furtherance of the Board's intent to increase the maximum number of voting Board members to thirty-three (33), in addition to the two (2) non-voting members designated to serve by the Board of Aldermen, the following amendment is adopted:

(1) Article Two, Section 2 (Directors, Number, Term and Qualification) is amended by deleting in its entirety its first sentence and inserting the following: "The Board of Directors shall consist of at least three but not more than thirty-three voting members in addition to two non-voting members designated to serve by the Board of Aldermen."

These Third Amended Bylaws of Clayton Century Foundation are effective as of the 25<sup>th</sup> day of July 2018, having been adopted by a vote of a majority of the Board of Directors of the Corporation.

  
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Sarah Melinger, President, Board of Directors

Date: July 25, 2018

**FOURTH AMENDED BYLAWS**  
**OF**  
**CLAYTON COMMUNITY FOUNDATION**

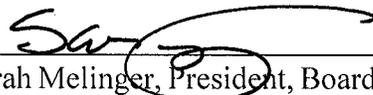
**Effective January 30, 2019**

Pursuant to affirmative vote of the Corporation's Board of Directors at a regularly scheduled meeting thereof, held on January 30, 2019, the Amended and Restated Bylaws, effective as of July 29, 2015, are further amended as follows:

A. In furtherance of the Board's intent that the Corporation possess a name that aligns with the purpose and mission of the Corporation, the following amendment is adopted:

(1) Article One, Section 2 is amended by deleting in its entirety its first sentence and inserting the following: "The Corporation is known as the Clayton Community Foundation."

These Fourth Amended Bylaws of Clayton Community Foundation are effective as of the 30<sup>th</sup> day of January 2019, having been adopted by a unanimous vote of the Board of Directors of the Corporation.

  
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Sarah Melinger, President, Board of Directors

Date: June 5, 2019