

RESTATEMENT OF THE BY-LAWS OF MISSOURI ORGANIZATION OF DEFENSE LAWYERS

ARTICLE I Name and Location

Section 1. Corporate Name. The name of this not-for-profit corporation (formed pursuant to § 355.010 et seq. R.S.Mo.) shall be: Missouri Organization of Defense Lawyers, or such other name as adopted by the members by amendment to the Articles of Incorporation.

Section 2. Location of Corporate Offices. The corporation shall have offices and places of business at such place or places either within or without the State of Missouri as may be determined from time to time by the Board of Directors.

ARTICLE II Corporate Purposes

Section 1: Commitment to Diversity.

As part of MODL's mission, we recognize the value of incorporating diverse perspectives in our organization and our law practices, including differences based on ethnicity, gender, color, age, race, religion, disability, national origin and sexual orientation.

Through a strong commitment to inclusiveness and diverse participation—in our membership, our leadership, our CLE events and all of our various activities—we will endeavor to better serve our business clients, our lawyer members, and our communities.

Section 2: The purposes of this corporation shall be:

(A) To bring together by association, communication and organization, the lawyers of the State of Missouri who devote a substantial amount of their professional time to the handling of civil litigation cases, and whose representation in such cases is primarily for civil defendants;

(B) To provide for the exchange among the members of this corporation of such information, ideas, techniques of procedure and court rulings relating to the handling of litigation as are calculated to enhance the knowledge and improve the skills of defense lawyers;

(C) To elevate the standards of trial practice and advocacy in the State of Missouri;

(D) To develop, establish, and secure court adoption or approval of a high-standard code of trial conduct and courtroom demeanor;

(E) To support and work for improvement of the civil adversary system of jurisprudence in our courts;

(F) To work for the elimination of court congestion and delays in civil litigation;

(G) To promote improvements in the administration of justice;

(H) To increase the quantity and quality of legal service and community participation which the defense bar of the State of Missouri renders to the community, state and nation; and

(I) To provide a unified medium for civil defense lawyers, those involved in the civil defense practice and their clients whereby their collective interests may be safeguarded and advanced.

ARTICLE III Membership

Section 1. In General. This corporation, through its Board of Directors, shall be the sole judge of the qualifications of a prospect applicant for membership in this corporation, as well as of the continuing qualifications of its individual and firm members.

Section 2. Voting Membership. To be eligible (a) for election to voting membership in this corporation; and, (b) to continue to enjoy voting membership herein a lawyer must qualify under subsection (A) or (B) of this Section 2 as follows:

A. Private Practice Counsel:

(1) Must be a member in good standing of the bar of at least one State (or the District of Columbia) of the United States of America;

(2) Must be in private practice and engaged in private trial or litigation work (or have an interest in trial or litigation primarily for civil defendants), and devote a majority (over 50%) of his professional trial or litigation practice to the representation of civil defendants; and,

(3) Must have manifested a genuine interest in, and commitment to, the purposes of this corporation as expressed in Article II of these By-Laws.

B. Corporate and/or Governmental Counsel:

(1) Must be a member in good standing of the bar of at least one State (or the District of Columbia) of the United States of America;

(2) Must be employed by or affiliated as counsel with a corporation, partnership, limited liability company, governmental agency, or other legal entity as may be deemed qualified by the Board of Directors; and

(3) Must have manifested a genuine interest in, and commitment to, the purposes of this corporation as expressed in Article II of these By-Laws.

Section 3. Law Student Membership. To be eligible (a) for election to law student membership in this corporation, and (b) to continue to enjoy law student membership herein, a law student:

A. Must be currently enrolled in an accredited law school; and

B. Must have manifested a genuine interest in, and commitment to, the purposes of this corporation as expressed in Article II of these By-Laws.

Section 4. Nomination for Membership. Any member of this corporation may nominate any eligible lawyer or law student for membership by submitting his name and qualifications in writing to the Secretary who shall promptly refer such nomination to the Membership Committee for investigation. Each applicant shall submit a written application for membership to the Executive Director in the form adopted by the corporation. The Membership Committee shall inquire into the character, professional and/or academic standing and qualifications of the applicant and shall reports its findings and recommendations as soon as practicable to the Secretary. Thereafter, the Board of Directors shall vote upon such nomination. Two (2) unfavorable votes shall be sufficient to decline membership to the applicant. If the membership vote is favorable, the President shall promptly extend to the applicant an invitation to membership in this corporation.

Section 5. Acceptance and Vesting of Membership. Upon acceptance of such invitation to membership by the applicant, and the payment of the required fees, dues and/or assessment, the applicant shall be vested with all the rights, privileges and prerogatives of membership in this corporation. Acceptance of membership by the applicant shall be deemed an acknowledgment by him of his commitment to the purposes of this corporation and of his prospective compliance with all provisions of these By-Laws.

Section 6. Continuation of Eligibility for Membership. If, in the event of a substantial change in circumstances, the eligibility for membership under these By-Laws of a member shall become questionable or cease to exist, such member shall, within a reasonable time, notify the Board of Directors with respect thereto. In the absence of such timely notification, any member in good standing may raise the question of continued eligibility of another member by submitting the question to the Membership Committee, which shall relate its assessments of the issue to the Board of Directors. The Board of Directors shall thereupon determine whether such person shall be eligible for continued membership in this corporation.

Section 7. Conversion of Law Student Membership. Upon admission to The Missouri Bar, a law student member in good standing may apply for conversion to voting membership pursuant to Article III, Section 2.

ARTICLE IV Suspension and/or Termination of Membership

Section 1. For Non-Payment of Dues.

(a) Any member who shall be in default in payment of his annual dues or other fees or assessments for a period of six (6) months after the same shall have become due and payable shall be automatically suspended from membership. During the period of his suspension, a suspended member shall not be permitted to hold any office in this corporation, to attend any meetings, or to exercise any of the privileges of membership. Payment by a suspended member of delinquent fees, dues and assessments prior to the expiration of twelve (12) months after the same shall have become due and payable shall automatically restore the suspended member to full membership, and to all the rights, privileges and prerogatives thereof.

(b) Any member who shall be in default in payment of his annual dues or other fees or assessments for a period of more than twelve (12) months after the same shall become due and payable shall be automatically deleted from the membership roll. A member whose membership has been so cancelled shall thereafter be restored to membership only upon invitation of the Board of Directors, resubmission of an application for membership, and payment of the fees, dues and assessments required of all new members.

Section 2. For Other Causes.

(a) Whenever, in the judgment of the Board of Directors, a member shall cease to possess the eligibility qualifications set forth in Article III of these By-Laws, the Board of Directors, by a majority vote, may suspend or terminate the membership. Thereafter, the member shall be notified in writing of such suspension or termination, and may, within ten (10) days after receipt of such notice, request a hearing before the Board of Directors under the circumstances and in the manner provided in Section (b) of this Section 2.

(b) After extension to the respondent member of a reasonable opportunity to be heard, the Board of Directors may suspend or expel any member for grossly unprofessional or immoral conduct, or for any action or conduct grossly inconsistent with, or inimical or injurious to, the purposes of this corporation; provided, however, that a copy of the charges made against him (together with written notice of the time and place of hearing thereon by the Board of Directors), shall have been served upon the respondent member (in the manner authorized by Mo.R.Civ.P. 54) at least fifteen (15) days prior to said hearing, and that the accused member shall have full opportunity to be heard at such hearing in his own defense. A majority vote of the Board of Directors shall be required for re-affirmation of membership suspension or termination. A member suspended shall be automatically reinstated at the expiration of the period of his suspension. A member expelled may reapply for membership after the lapse of one (1) year following the date of his expulsion.

ARTICLE V Dues, Fees and Assessments

Section 1. Accrual of Payment Obligation. At the time of his admission to membership, each member shall pay the annual dues for the fiscal year for which he is seeking admission to membership. Thereafter, timely payment of annual dues, (and other fees/assessments, if any) shall be a condition precedent to continued membership in good standing in the corporation.

Section 2. Amount of Annual Dues. The annual dues shall be such amount as shall be fixed by the Board of Directors at each annual meeting of the Board of Directors, and shall become due and payable on or before the first day of each new fiscal year.

Section 3. Levy of Fees and Assessments. The Board of Directors shall have authority to levy periodically such fees and/or assessments as shall be necessary to meet unusual expenditures, or to finance a special project or program in furtherance of the purposes of this association; provided, however, that any such proposed fee or assessment may be nullified by a majority vote of the members of this corporation present and voting at a meeting called for such purpose, and held within thirty (30) days after notice of such proposed fee or assessment shall have been given by the Board of Directors to the members.

ARTICLE VI Fiscal Year

The Fiscal Year of this corporation shall be January 1 through December 31, commencing with the 2015 calendar year.

ARTICLE VII Annual and Special Meetings of Membership

Section 1. Date of Annual Meeting of Membership. The annual meeting of the members of this corporation for the election of directors and the transaction of such other business as may properly come before such meetings shall be held on such date and at such location within each fiscal year as shall be determined by the Board of Directors.

Section 2. Special Meetings of Membership. Special meetings of the members may be called at any time by the President, Board of Directors or not less than one-fifth (1/5) of the voting members of this corporation.

Section 3. Location of Meetings. Annual and special meetings of the members shall be held at the then registered office of the corporation, or at such other place within or without the State of Missouri as the notice of such meeting shall specify, or as the members may agree.

Section 4. Notice of Meetings. Written notice of each meeting of the members stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or given not less than thirty (30) or more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary or the officer or persons calling the meeting, to each member entitled to vote at such meeting.

Section 5. Adjournment of Meetings. Any members' meeting may be adjourned from time to time until its business is completed, and the members present at any meeting, or any adjourned meeting, though less than a quorum, may adjourn from time to time to a specified date not longer than ninety (90) days after such adjournment, without notice other than announcement at the meeting, until a quorum shall be obtained.

Section 6. Quorum of Membership. At all meetings of the members of this corporation, twenty-five (25) members entitled to vote shall constitute a quorum. Every decision of a majority of such quorum shall be valid as a corporate act unless a larger vote is required by the Articles of Incorporation, these By-Laws or the laws of the State of Missouri then in effect.

Section 7. Member Vote by Proxy. At any meeting of the members, any member entitled to vote at such meeting may be represented by proxy, evidence of which shall be in writing and exhibited to the proper officers prior to the vote on any issue at any such meeting.

Section 8. Inspectors of Election. At any meeting of the members, inspectors of election shall be required only upon the request of a majority voting members represented at such meeting (in person or by proxy).

Section 9. Waiver of Notice. Any member may waive notice of any members' meeting either in writing or by facsimile or telegram, before or after the time of such meeting and whether he attends the meeting or not, and the

presence of the member in person or by proxy at any members' meeting shall be a waiver of any notice required herein or by law; except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Whenever all persons entitled to vote at any meeting of the members' consent, either by a writing in the records of the meeting or filed with the Secretary or by presence at such meeting, and oral consent is entered on the minutes, or by taking part in the deliberations at such meeting without objection, the proceedings at such meeting shall be as valid as if had a meeting regularly called and noticed, and at such meeting any business, including the election of directors, may be transacted unless excepted from the written consent or unless objected to at the time for want of notice. If any meeting of the members be irregular for want of notice, or of such consent, provided a quorum was present at such meeting, the proceedings of said meeting may be ratified and approved and rendered likewise valid, and the irregularity or defect therein waived, by a writing signed by all persons having the right to vote at such meeting. Such consent or ratification and approval may be by proxy or by attorney, but all such proxies and powers of attorney must be in writing and delivered to the Secretary.

Section 10. Unanimous Written Consent to Action. Any action required by the members to be taken at a meeting of the members of the corporation or any action which may be taken at a meeting of the members, may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the members at a meeting duly held and may be stated as such in a certificate or document filed by the corporation. The Secretary shall file such consent with the minutes of the meeting of the members.

ARTICLE VIII Board of Directors

Section 1. Historical Note. Pursuant to the initial By-Laws of the corporation, the original Board of Directors consisted of fifteen (15) members, four (4) of whom were elected for a term of one (1) year; four (4) of whom were elected for a term of two (2) years; and seven (7) of whom were elected for a term of three (3) years. During the course of 1988 annual meeting of the membership, amendments to the By-Laws of the corporation which had been previously approved by the Board of Directors were ratified by the membership, increasing the number of members on the Board of Directors from fifteen (15) to twenty-one (21) in number. The initial increase in the number of members on the Board of Directors was effective with the 1989-90 fiscal year.

During the course of 2004 annual meeting of the membership, amendments to the By-Laws of the corporation which had been previously approved by the Board of Directors were ratified by the membership, increasing the number of members on the Board of Directors from twenty-one (21) to twenty-nine (29) in number. The initial increase in the number of members on the Board of Directors was made retroactively effective with the June 1, 2004 commencement of the 2004-05 fiscal year

Section 2. Number, Election and Term of Directors.

A. Number And Geographic Allocation Of Director Seats On Board:

The Board of Directors shall consist of thirty (30) persons, or such number of persons as set forth in the amendments to the Articles of Incorporation made from time to time, which persons shall be elected at the annual meeting or at a special meeting of the membership called for that purpose. Each director shall be a member in good standing of the corporation. To ensure balanced representation for all geographic areas of the State of Missouri, ten (10) directors elected from the St. Louis Metropolitan area (i.e., the Twenty-first and Twenty-second Judicial Circuits; "St. Louis Venue"), ten (10) directors elected from the Kansas City Metropolitan area (i.e., Sixth, Seventh and Sixteenth Judicial Circuits; "Kansas City Venue"), and nine (9) directors elected from the remaining Judicial Circuits of the State of Missouri ("Out-State Venue") shall simultaneously serve as directors of the corporation. In addition, the immediate past president may serve as an ex-officio member of the board. Commencing with the 2004-05 fiscal year of the corporation, one (1) director from each of the three (3) venues shall be a "Junior Director" as defined in Section C of this Article. The President, Vice-President, Secretary and Treasurer of the corporation shall be voting members of the Board of Directors. A majority vote of the members present and voting shall be necessary to elect each director.

B. Senior Directors:

Each senior director shall be of an age at the commencement of his term that would be in excess of the age allowed for qualification as a "Young Lawyer" under the criteria established by The Missouri Bar and in effect at the commencement of the director term. Each such senior director shall hold office for a term of three (3) years, unless he resigns or is removed from office at an earlier date.

C. Junior Directors:

Each junior director shall be of an age at the commencement of his term that would allow for qualification as a “Young Lawyer” under criteria established by The Missouri Bar and in effect at the commencement of the director term. Each such junior director shall hold office for a term of two (2) years, unless he resigns or is removed from office at an earlier date.

D. Death, Resignation And/Or Removal Of Directors:

The directors shall hold office at the pleasure of the members and may be removed at any time, with or without cause, by a majority vote of the membership. In case of the death, resignation or removal of one or more of the directors of the corporation, a majority of the survivors or remaining directors may fill the vacancy or vacancies until the successor or successors are elected at the next annual meeting of the membership or until a special members' meeting shall be called and held to fill such vacancy or vacancies.

Section 3. Director Nominating Committee. The President, either before or at the opening session of the annual meeting of the membership, shall appoint a Nominating Committee consisting of not less than three (3) members in good standing of the corporation, whose duties shall be the recommendation to the membership of qualified candidates eligible for election at such meeting to fill vacancies on the Board of Directors.

Section 4. Director Term Limitations. No senior director shall serve more than two (2) consecutive three (3) year terms, and no junior director shall serve more than two (2) consecutive two (2) year terms. This term limitation shall not apply to the President, Vice-President, Secretary, or Treasurer. Any director first elected to one of those offices before the expiration of ten (10) days following the end of his three (3) year or two (2) year term may continue to hold such office, be re-elected thereto, or be elected to a higher office for any subsequent, consecutive year. Any director appointed to fill the unexpired term of any director who has died, resigned or been removed shall be eligible to election to two (2) consecutive director term following expiration of the term of the director who has died, resigned or been removed from office.

A junior director who ceases to qualify as a “Young Lawyer” under criteria established by The Missouri Bar during the executory term of election as a junior director may serve the unexpired portion of his elected term. A junior director who ceases to qualify as a “Young Lawyer” under criteria established by the Missouri Bar and in effect at the expiration of his term as a junior director may not be elected to a subsequent three (3) year term as a senior director earlier than the expiration of a period of one (1) year following expiration of the junior director term in which the “Young Lawyer” disqualification occurred.

Effective with the 2004-05 fiscal year election of directors, additional directors shall be elected as follows: one (1) senior director each from Out-State and St. Louis venues for a three (3) year term; one (1) senior director each from the St. Louis and Kansas City venues for a one (1) year term; one (1) senior director the from Kansas City venue for a two (2) year term; one (1) junior director from the St. Louis venue for a one (1) year term; and one (1) junior director each from the Out-State and Kansas City venues for a two (2) year term. All subsequent elections to fill vacancies in director shall be in accordance with the provisions of Sections 2 and 4 of this Article.

Section 5. Ex-Officio Members of the Board of Directors. All former Presidents of the corporation and (if a member of the corporation in good standing) the State Representative (for the State of Missouri) of The Defense Research Institute, Inc. shall be ex-officio members of the Board of Directors, but shall not have the voting privileges vested in the elected members of the Board of Directors.

Section 6. Annual and Special Meetings of the Board of Directors. All meetings of the Board of Directors of this corporation may be held within or without the State of Missouri as may be provided in the resolution or notice calling such meeting. The annual meeting of the directors for the purpose of electing officers and transacting such other business as may come before the meeting shall be held on the same days of each year as the annual meeting of the membership and immediately following its adjournment. No notice of such annual meeting of the directors need be given. If for any reason such annual meeting of the directors is not or cannot be held as herein prescribed, the officers may be elected at the first meeting of the directors thereafter called pursuant to these By-Laws. Regular meetings of the Board of Directors shall be held at such times as the Board of Directors may from time to time provide and without any notice other than the resolution or action providing for such meetings. Special meetings of the Board of Directors may be called at any time upon the call of the President or any five (5) members of the Board of Directors.

Section 7. Notice of Meetings. Written notice of all special meetings of the Board of Directors shall be given to each director, which notice shall state the time, place and purpose of such meeting, and shall be personally served upon each director at least five (5) days before such meeting by mail, facsimile or telegram addressed to the last-known residence or place of business of each director. Attendance constitutes 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. Whenever all persons entitled to vote at any meeting of the directors consent, either by a writing in the records of the meeting or filed with the Secretary, or by presence at such meeting and oral consent entered on the minutes, or by taking part in the deliberations at such meeting without objection, the proceedings at such meeting shall be as valid as if had at a meeting regularly called and noticed, and at such meeting any business may be transacted which is not excepted from the written consent or objected to at the time for want of notice. If any meeting of the directors be irregular for want of notice, or of such consent, provided a quorum was present at such meeting, the proceedings of such meeting may be ratified and approved and rendered likewise valid, and the irregularity or defect therein waived, by a writing signed by all persons having the right to vote at such meeting. Whenever any notice is required to be given to any director under any provision of the By-Laws, a waiver thereof in writing, signed by the person entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 8. Meeting Attendance by Directors. Directors are expected to attend all meetings of the Board of Directors. In the event that a director is absent from three (3) consecutive meetings for other than medical reasons, the director is to be notified by the Secretary that his attendance is required at the next meeting of the Board of Directors, and that in the event he fails to so attend, his directorship position shall be deemed abandoned. In the event a director is absent from four (4) consecutive meetings of the Board of Directors, his position on the Board of Directors shall be deemed abandoned, and he shall be replaced by a substitute director pursuant to the provisions of Section 10 of Article VIII of these By-Laws. In the event that a director is absent from six (6) meetings of the Board of Directors during two (2) consecutive calendar years for other than medical reasons, his directorship shall be deemed abandoned, and a substitute director shall be elected pursuant to the provisions of Section 10 of Article VIII of these By-Laws.

Section 9. Quorum of the Board of Directors. A majority of the Board of Directors shall constitute a quorum for the transaction of business, and the act of the majority of the directors present at a meeting at which a quorum is present shall be valid as a corporate act, except as may be otherwise specifically required by law or by the Articles of Incorporation or by these By-Laws; and if less than a quorum be present at any meeting, those present may adjourn from time to time and fix dates for subsequent meetings until a quorum shall all be present.

Section 10. Powers of the Board of Directors. The property and business of the corporation shall be controlled and managed by the Board of Directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these By-Laws directed or required to be exercised or done by the membership. The authority of the Board of Directors shall specifically include the following powers and authority:

- (A) To fix the annual dues of members;
- (B) To levy special fees and/or assessments on the members to provide for unusual expenditures or to finance a special project or program in furtherance of the purposes of this corporation, but any such levy shall be subject to the vote of the members, as provided in Section 3 of Article V of these By-Laws;
- (C) To appoint officers to fill any vacancies which may occur in any elective office or on the Board of Directors by reason of the abandonment of office, death, disability or resignation of the incumbent thereof, and any officer or director so appointed to fill any such vacancy shall serve until the end of the unexpired term of such office;
- (D) To retain, establish the compensation paid and determine the duties of an Executive Director or such other employee or employees as the Board of Directors deems necessary to conduct the work and activities of this corporation. None of these ministerial management personnel shall be members of the corporation;
- (E) In the interval between meetings of the membership of this corporation to do all acts and perform all functions which this corporation itself might do or perform; and

(F) To remove members of the Board of Directors from office by a vote of at least two-thirds (2/3) of all members of the Board of Directors.

Section 11. Participation by Telephone. Members of the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

Section 12. Unanimous Written Consent to Action. Any action required by the Board of Directors to be taken at a meeting of the Board of Directors of the corporation or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed by all of the Board of Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors at a meeting duly held and may be stated as such in a certificate or document filed by the corporation. The Secretary shall file such consent with the minutes of the meeting of the Board of Directors.

ARTICLE IX Officers

Section 1. Corporate Officers. The officers of the corporation shall be members of the corporation in good standing, and (subject to the provisions of Article VIII, Section 4 of these By-Laws) shall be members of the Board of Directors in good standing. The officers of the corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers as may be deemed necessary to carry out the purposes for which the corporation was formed. The Board of Directors may choose and appoint additional Vice-Presidents, and one or more Assistant Secretaries and Assistant Treasurers, and such additional officers and agents, if any, as it may deem necessary from time to time. Any two or more offices may not be held by one and the same person.

Section 2. Election of Officers. The officers shall be elected at the annual meeting of the Board of Directors. A majority of the votes cast shall be necessary for the election of any person to an office of the corporation. The officers shall hold office at the pleasure of the Board of Directors and may be removed at any time and from time to time with or without cause by a majority vote of all of the directors. Each officer shall assume the duties and be vested with the powers of the office to which he is elected immediately upon conclusion of the annual (or special) meeting of the Board of Directors at which his election occurred. Absent prior removal by the directors, each officer shall continue in office from the date he takes office until the first meeting of the Board of Directors after the next annual meeting of the membership and until his successor is duly elected and qualified.

Section 3. Powers and Duties of President. The President of the corporation shall be the corporation's principal executive officer and shall exercise general supervision and control over all the business and affairs of the corporation. The President shall have the following specific powers and duties:

(A) To preside at all meetings of the members and of the Board of Directors at which he is present;

(B) To have general and active management of the business of the corporation;

(C) To see that all orders and resolutions of the Board of Directors are carried into effect;

(D) To execute bonds, mortgages, deeds of trust, and other contracts requiring a seal, under the seal of the corporation;

(E) To ensure the safekeeping of the seal of the corporation, and when authorized by the Board of Directors, to affix the seal to any instrument requiring it;

(F) To vote the shares of stock of any other corporation that are held by this corporation, or to appoint proxies for such purpose, unless other provisions are made by the Board of Directors;

(G) To have general superintendence and direction of all the other officers of the corporation and of the agents and employees thereof and to see that their respective duties are properly performed;

(H) To operate and conduct the business and affairs of the corporation according to the orders and resolutions of the Board of Directors, and according to his own discretion whenever and wherever it is not expressly limited by such orders and resolutions;

(I) To submit periodic reports of the operations of the corporation to the Board of Directors, and an annual report thereof to the members at the annual meeting; and

(J) To report to the Board of Directors all matters within his knowledge that should be brought to its attention in the best interests of the corporation;

In addition to the foregoing, the President may sign membership certificates and shall have such other powers, duties, and authority as may be set forth elsewhere in these By-Laws and as may be prescribed by the Board of Directors from time to time.

Section 4. Powers and Duties of Vice-President. The Vice-President shall exercise the powers and perform the functions that are from time to time assigned to him by the President or the Board of Directors. The Vice-President shall have the power and shall exercise the duties of the President whenever the President, by reason of illness or other disability, or absence, is unable to act, and at other times when specifically, so directed by the Board of Directors.

Section 5. Powers and Duties of Secretary. The Secretary of the corporation shall be the custodian of and shall maintain the corporate books and records and shall be the recorder of the corporation's formal actions and transactions. The Secretary shall have the following specific powers and duties:

(A) To record or see to the proper recording of the minutes and transactions of all meetings of the directors and the members, and to maintain separate minute books at the principal office of the corporation, or such other place as the Board of Directors may order, of all such meetings in the form and manner required by law;

(B) To keep at the principal office of the corporation, record books showing the details required by law with respect to the membership certificates of the corporation, including ledgers and books showing all memberships issued, and the date of each issuance; and also all other books of the corporation excepting books of account;

(C) To keep at the principal office, open to inspection by members at all reasonable times, the original or a certified copy of the By-Laws of the corporation as amended or otherwise altered to date;

(D) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same;

(E) To attend to the giving and serving of all notices of the corporation required by law or these By-Laws to be given; and

(F) To attend to such correspondence and make such reports as may be assigned to him.

In addition to the foregoing, the Secretary shall have such other powers, duties, and authority as may be set forth elsewhere in these By-Laws and as may be prescribed by the President or Board of Directors from time to time.

Section 6. Powers and Duties of Treasurer. The treasurer of the corporation shall be its chief fiscal officer and the custodian of its funds, securities, and property. The treasurer shall have the following specific powers and duties:

(A) To keep and maintain, open to inspection by the President and any director at all reasonable times, adequate and correct accounts of the properties and business transactions of the corporation, which shall include all matters required by law and which shall be in form as required by law;

(B) To have the care and custody of the funds and valuables of the corporation and deposit the same in the name and to the credit of the corporation with such depositaries as the Board of Directors may designate;

(C) To maintain accurate lists and descriptions of all capital assets of the corporation, including land, buildings, and plants;

(D) To see to the proper drafting of all checks, drafts, notes, and order for the payment of money as required in the business of the corporation, and to sign such instruments;

(E) To disburse the funds of the corporation for proper expenses and dividends, and as he may be ordered by the Board of Directors, to take proper vouchers for such disbursements; and

(F) To render to the president and secretary or to the Board of Directors, whenever they may require it, an account of all his transactions as treasurer, and a financial statement in form satisfactory to them, showing the condition of the corporation.

In addition to the foregoing, the treasurer shall have such other powers, duties and authority as may be set forth elsewhere in these By-Laws and as may be prescribed by the President or the Board of Directors from time to time.

Section 7. Powers and Duties of Executive Director. There shall be an Executive Director retained by the Board of Directors for contract periods not to exceed one (1) year, at an annual rate of compensation to be established by the Board of Directors. The Executive Director shall be in charge of and shall exercise general management and control over ministerial business affairs of the corporation with such specific powers and functions as the Board of Directors may from time to time direct. The Executive Director shall not be a member of the corporation and may be the employee of a business entity undertaking the contractual obligation to furnish the management services required by the Board of Directors.

ARTICLE X

Executive, Standing, Substantive Law Section, and Special Committees

Section 1. Executive Committee -- Appointment of Duties. The Board of Directors shall, by resolution adopted by a majority of the Board of Directors, constitute a general Executive Committee for the Board of Directors, appoint the members thereof, and specify their authority and responsibility. Such committee shall be composed of the President (who shall act as Chairman of the Committee), Vice-President, Secretary and Treasurer of the corporation and not less than three (3) non-officer members of the Board of Directors who shall serve at the pleasure of the Board of Directors. The Executive Committee shall have the powers and shall perform the duties of the Board of Directors during the intervals of time between annual/special meetings of the Board of Directors, including the immediate oversight and management of the business affairs of the corporation; except that the committee shall have no power to adopt, amend or repeal the Articles of Incorporation or the By-Laws of the corporation.

The Executive Committee shall perform its functions, and shall report periodically to the Board of Directors. The committee shall act by a majority of the members thereof, and any action duly taken by the Executive Committee within the course and scope of its authority shall be binding on the corporation.

Section 2. Standing Committees -- Appointment and Duties. The President, by and with the advice and consent of the Board of Directors, shall constitute and appoint the following Standing Committees, in addition to the Executive Committee, to assist in the supervision, management and control of the affairs of the corporation, with responsibilities and powers appropriate to the nature of the several committees, and as provided by the Board of Directors in the resolution of appointment or in subsequent resolutions or directives. Each Standing Committee so constituted and appointed shall serve at the pleasure of the Board of Directors, and the members thereof shall include at

least one (1) member of the Board of Directors, at least one (1) member of the corporation who was not a member of the Board of Directors, and such other persons as the President may designate. Each Standing Committee shall be headed by a Chairperson and at least one (1) Vice-Chairperson who shall be selected by the Executive Committee in conjunction with the annual meeting of the membership of the corporation. In the event that a Chairperson or Vice-Chairperson shall resign during his one (1) year term appointment, the Executive Committee shall promptly designate a successor to fill the unexpired term of appointment.

In addition to such obligations and functions as may be expressly provided for by the Board of Directors, each Standing Committee so constituted and appointed by the Board of Directors shall from time to time report to and advise the Board of Directors on corporate affairs within its particular area of responsibility and interest. The Standing Committee of the corporation and a general declaration of their areas of responsibility and interest are as follows:

(A) **Ad Hoc Committee:** The general responsibility of the Ad Hoc Committee shall be the investigation, analysis, evaluation and consideration of transient, non-recurring and/or isolated matters not within the particular area of responsibility or interest of any other standing committee, and the formulation and communication of observations, opinions, recommendations and/or responses with regard to such matters to the Board of Directors.

(B) **Amicus Committee:** The general responsibility of the Amicus Committee shall be the investigation, analysis, evaluation and consideration of pending appellate proceedings involving legal issues, the resolution of which will have a material impact upon substantive and/or procedural law and the general practice of civil litigation within the State of Missouri; the formulation and communication of observations, opinions, recommendations and/or responses to the Board of Directors with regard to such pending appellate proceedings; and the creation of liaison between the corporation and the third-parties with regard to the preparation and filing of amicus briefs in pending appellate proceedings.

(C) **By-Laws & Resolutions Committee:** The general responsibility of the By-Laws & Resolutions Committee shall be the investigation, analysis, evaluation and consideration of existing and proposed modifications to the By-Laws of the corporation, the formulation, drafting and submission to the Board of Directors of resolutions regarding the policy proclamations of the corporation; and the formulation and communication of observations, opinions, recommendations and/or responses to the Board of Directors with regard to such matters.

(D) **Continuing Legal Education Committee:** The general responsibility of the Continuing Legal Education Committee shall be the investigation, analysis, evaluation and consideration of matters pertaining to the continuing legal education of members of the legal profession, and the formulation, staffing, presentation, supervision and sponsorship of continuing legal education seminars and programs designed to inform and educate civil practitioners regarding recent changes and developments in the substantive and procedural laws of the State of Missouri and of the U.S. Court of Appeals for the Eighth Circuit. The Continuing Legal Education Committee shall be responsible for the formulation and communication of observations, opinions, recommendations and/or responses to the Board of Directors with regard to legal education matters.

(E) **Judicial Committee:** The general responsibility of the Judicial Committee shall be the investigation, analysis, evaluation and consideration of matters directly and indirectly relating to the election, appointment and/or retention of circuit judges and appellate judges presiding over the Courts of the State of Missouri, as well as the appointment of District Judges presiding over the United States District Courts for the Eastern District and the Western District of the State of Missouri. Implicit in the duties of the Judicial Committee are matters relating to the retirement, removal and discipline of Judges and the implementation and execution of the plan for non-partisan selection of Judges under Article V, Sections 24 and 25 of the Constitution of the State of Missouri.

(F) **Legislative Committee:** The general responsibility of the Legislative Committee shall be the investigation, analysis, evaluation and consideration of existing state statutes, state regulations, municipal ordinances and court rules and the potential impact of the same upon the legal/judicial system of the State of Missouri; the formulation, drafting, endorsement and promotion of proposed legislation supported by the Board of Directors; the identification, solicitation, procurement and

presentation of expert witnesses willing to present testimony to legislative committees of the Missouri House of Representatives and the Missouri Senate in support of, or in opposition to, proposed legislation; and the formulation and communication of observations, opinions, recommendations and/or responses to the Board of Directors with regard to such matters.

(G) Membership Committee: The general responsibility of the Membership Committee shall be the investigation, analysis, evaluation and consideration of applications and nominations for membership in the corporation; the promotion and expansion of membership in the corporation; and the formulation and communication of observations, opinions, recommendations and/or responses to the Board of Directors with regard to such matters.

(H) Political Action Committee: The general responsibility of the Political Action Committee (PAC) shall be the investigation, analysis, evaluation and consideration of partisan political election or appointment of individuals to state, county and municipal offices, the exercise of executive, legislative and/or judicial authority from which may potentially impact substantive and/or procedural laws of the State of Missouri, or the practice of civil litigation therein. The PAC Committee shall additionally be responsible for the formulation and communication of observations, opinions, recommendations and/or responses to the Board of Directors with regard to such matters.

(I) Publications Committee: The general responsibility of the Publications Committee shall be the investigation, analysis, evaluation and consideration of matters relating to publication of the "MODL Quarterly Newsletter" and other periodic publications authorized by the Board of Directors, as well as the formulation and communication of observations, opinions, recommendations and/or responses to the Board of Directors with regard to such matters.

(J) Trial Academy Committee: The general responsibility of the Trial Academy Committee shall be the investigation, analysis, evaluation and consideration of matters relating to the annual sponsorship by the corporation of a trial academy designed to develop and enhance the trial advocacy skills of attorneys engaged in the practice of civil litigation within the State of Missouri. The Trial Academy Committee shall be additionally responsible for the formulation and communication of observations, opinions, recommendations and/or responses to the Board of Directors with regard to such matters.

(K) Director Nominating Committee: The general responsibility of the Director Nominating Committee shall be the identification and evaluation of qualified candidates for director positions, as provided under Article VIII, Section 3 of these By-Laws.

(L) eDiscovery Committee: The general responsibility of the eDiscovery Committee shall be the investigation, analysis, evaluation and consideration of matters relating to electronic discovery, cyber security, technology in the law (as used in practice and at trial), and information governance as it relates to civil litigation practice within the State of Missouri. The eDiscovery Committee shall additionally be responsible for the investigation, analysis, evaluation and consideration of proactively engaging the Missouri Supreme Court in the formation of eDiscovery rules as part of the Missouri Rules of Civil Procedure. The eDiscovery Committee shall be responsible for providing, in conjunction with the Continuing Legal Education Committee, legal education on the aforementioned topics through judicial lunches, the Annual Meeting, and other appropriate venues. The eDiscovery Committee shall be responsible for providing, in conjunction with the Legislative Committee, the formation, drafting, endorsement and promotion of proposed legislation supported by the Board of Directors as it relates to issues impacted by eDiscovery. The eDiscovery Committee shall identify and develop opportunities for education of the judiciary on these topics. The eDiscovery Committee shall also be responsible for providing educational content regarding these topics through MODL's *Quarterly Report*, and shall be an available resource on these issues as they arise. The eDiscovery Committee shall be additionally responsible for the formulation and communication of observations, opinions, recommendations and/or responses to the Board of Directors with regard to such matters.

(M) Diversity Committee: The general responsibility of the Diversity Committee shall be to carry out the mission of MODL's Diversity Commitment, as articulated in ARTICLE II, Section 1 of these

By-Laws. The Diversity Committee shall identify and develop opportunities for education and outreach in furtherance of the Diversity Commitment, and provide educational content regarding these topics through MODL's *Quarterly Report*. The Diversity Committee shall be additionally responsible for the formulation and communication of observations, opinions, recommendations and/or responses to the Board of Directors with regard to such matters.

Section 3. Substantive Law Section Committees -- Appointment and Duties. The Board of Directors, at its discretion, may constitute and appoint Substantive Law Section Committees to assist in the supervision, management, and control of the affairs of the corporation, with responsibility and powers appropriate to the nature of the several committees and as provided by the Board of Directors and the resolution of appointment or in subsequent resolutions and directives. Each committee so constituted and appointed by the Board of Directors shall serve at the pleasure of the Board of Directors, and the members thereof shall consist of at least two (2) members of the corporation, regardless of whether they are members of the Board of Directors.

In addition to such obligations and functions as may be expressly provided for by the Board of Directors, each committee so constituted and appointed by the Board of Directors shall from time to time report to and advise the Board of Directors on corporate affairs within its particular area of responsibility and interest. The Standing Substantive Law Section Committees may include one or more of the following:

- (a) Alternate Dispute Resolution Committee;
- (b) Business Litigation Committee;
- (c) Construction Law Committee;
- (d) Corporate Counsel Committee;
- (e) Drug and Medical Device Committee;
- (f) Economics of Law Practice Committee;
- (g) Employment Law Committee;
- (h) Fidelity & Surety Law Committee;
- (i) Governmental Liability Committee;
- (j) Hospital Law Committee;
- (k) Insurance Law Committee;
- (l) Lawyers Professional Responsibility/
Liability Committee;
- (m) Life, Health, Accident & Disability Insurance
Committee;
- (n) Medical Professional Liability Committee;
- (o) Product Liability Committee;
- (p) Professional Liability Committee;
- (q) Railroad and Admiralty Law Committee;
- (r) Trial Tactics & Procedures Committee;
- (s) Workers' Compensation Law Committee.

Section 4. Special Committees -- Appointment and Duties. The Board of Directors, at its discretion, may constitute and appoint Special Committees, in addition to the Executive Committee, to assist in the supervision, management, and control of the affairs of the corporation, with responsibilities and powers appropriate to the nature of the several committees and as provided by the Board of Directors in the resolution of appointment or in subsequent resolutions and directives. Each committee so constituted and appointed by the Board of Directors shall serve at the pleasure of the Board of Directors and the members thereof shall include at least one (1) member of the Board of Directors, one (1) member who is not a member of the Board of Directors, and such additional persons as the Board of Directors may designate.

In addition to such obligations and functions as may be expressly provided for by the Board of Directors, each committee so constituted and appointed by the Board of Directors shall from time to time report to and advise the Board of Directors on corporate affairs within its particular area of responsibility and interest.

ARTICLE XI
Compensation for Services and Reimbursement of Expenses

Section 1. Compensation of Directors. No member of the Board of Directors shall receive a salary for his services or any other compensation therefor, nor shall he receive any per diem allowance for his attendance at duly-called and held meetings of the Board of Directors or of any committee of the corporation.

Section 2. Compensation of Officers. No officer of the corporation shall receive a salary for his services or any other compensation therefor, nor shall he receive any per diem allowance for his attendance at duly-called and held meetings of the Board of Directors or of any committee of the corporation.

Section 3. Compensation of Committee Members. No member of the Executive Committee, any Standing Committee, any Substantive Law Section Committee, or any Special Committee of the corporation shall receive a salary for his services or any other compensation therefor, nor shall he receive any per diem allowance for his attendance at duly-called and held meetings of the Board of Directors or of any committee of the corporation.

Section 4. Reimbursement of Expenses. Each member of the Board of Directors shall be entitled to and shall be paid his reasonable and necessary travel expenses between his regularly established place of residence and the place of the meetings of the Board of Directors of the corporation. Such request for reimbursement of reasonable and necessary travel expenses, supported by invoices, receipts and other reasonable verifying documentation, shall be submitted to the Executive Director of the corporation who shall evaluate the reasonableness of each such request and make recommendations as to allowance or disallowance to the Executive Committee. Each request for reimbursement regardless of whether allowed or disallowed, shall constitute part of the books and records of the corporation. Pursuant to Section 355.185 R.S.Mo. 1986, as amended, such request for reimbursement shall be subject to inspection by any member of the corporation (or his agent or attorney) for any proper purpose at any reasonable time.

Section 5. Compensation of Executive Director. The Executive Director (or his designate) shall receive compensation for services rendered in conjunction with the conduct of the business affairs of the corporation. The amount of such compensation shall be determined by the Board of Directors of the corporation.

ARTICLE XII
Certificates of Membership

Section 1. Certificates of Membership. The certificates of membership of this corporation shall be in such form, not inconsistent with the Articles of Incorporation, as shall be prepared or approved by the Board of Directors. Such certificates shall be signed by the President or a Vice-President and by the Secretary or Assistant Secretary and shall bear the corporate seal.

Section 2. Member Voting Privileges. The corporation shall be entitled to treat the holder of record of any certificate as the holder in fact thereof, and accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Missouri.

Section 3. Loss of Certificate. In the case of the loss or destruction of any certificate, a new certificate may be issued.

ARTICLE XIII
Seal

Section 1. Corporate Seal. The seal of the corporation shall be in circular form with the following words thereon: "MISSOURI ORGANIZATION OF DEFENSE LAWYERS -- CORPORATE SEAL".

Section 2. Seal Impression. The corporate seal may be affixed to any instrument by impression only, unless by resolution of a majority of the Board of Directors specific authorization is given to attach the corporate seal to multiple instruments by reproduction, by engraving, printing or other facsimile process.

ARTICLE XIV
Agents and Attorneys

Section 1. Appointment of Agents, Attorneys and Attorneys-In-Fact. The Board of Directors may appoint such agents, attorneys and attorneys-in-fact of the corporation as it may deem proper and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead and for its use and benefit to transact any and all business which said corporation is authorized to transact and do by its Articles of Incorporation and in its name, place and stead as its corporate act and deed, to sign, acknowledge and execute any and all contracts or instruments in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as said corporation might or could do if it acted by or through its regularly elected and qualified officers.

Section 2. Board of Director Empowering Resolution. The appointments, authorizations and powers referred to in Section 1 of this Article XIV shall not be valid unless authorized or permitted by resolution passed by a majority of the Board of Directors at any meeting of the Board of Directors, regular or special.

ARTICLE XV
Indemnification

Section 1. Indemnification of Officers and Directors Against Third-Party Lawsuits. The corporation shall 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, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that he is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Indemnification of Officers and Directors Against Derivative Lawsuits. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Discretionary Indemnification of Employees. The Board of Directors of the corporation may extend, on a case-by-case basis, the indemnification provided in Sections 1 and 2 of this Article XV to 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 by reason of the fact that he is or was an employee or agent of the corporation other than a director or officer of the corporation. Notwithstanding the foregoing, however, the corporation shall be obligated to indemnify against expenses, including attorneys' fees, actually and reasonably incurred by an employee or agent as a result of an action, suit or proceeding (described in Sections 1 or 2 of this Article XV) to the extent said employee or agent has successfully defended such action, suit or proceeding on the merits or otherwise.

Section 4. Determination of Indemnitee's Compliance with Standard of Conduct. Any indemnification under Sections 1, 2 and 3 of this Article XV, unless ordered by a court, shall be made by the corporation only as

authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in the foregoing Sections. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the membership.

Section 5. Advance Payment of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of the action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized by this Article XV.

Section 6. Survival of Indemnification. The indemnification provided by this Article XV shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. The indemnification provided hereunder shall not be deemed exclusive of any other rights to which those seeking indemnification may be otherwise legally entitled.

Section 7. Insurance on Indemnitees. In order to satisfy its obligations hereunder, the corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation and who is indemnified against liabilities under the provisions of this Article XV.

Section 8. Definitions. For the purpose of this Article, references to "the corporation" include all constituent corporations absorbed in a consolidation or merger as well as this corporation, so that any person who is or was a director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article XV with respect to this corporation as he would if he had served this corporation in the same capacity.

For purposes of this Article, the term "other enterprise" shall include employee benefit plans; the term "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and the term "serving at the request of the corporation" shall include any service as a director officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article XV.

ARTICLE XVI

Exempt Organization Status Under Internal Revenue Code

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation may be authorized and empowered to pay reasonable compensation for services rendered.

Notwithstanding any other provisions of the By-Laws or Articles of Incorporation, the corporation shall not carry on any activity not permitted to be carried on: (a) by a corporation exempt from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code, or any future corresponding law; or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provisions of any future law.

Upon the dissolution of the corporation, the Board of Directors shall, after paying and making provision for the payment of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in the manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt association or organization under the provisions of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future law, as the then Board of Directors may determine. Any assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively to an association or organization (as such court shall determine) which is organized or operated exclusively for purposes philosophically consistent with those of this corporation (such as The Defense Research Institute, Inc.).

ARTICLE XVII
Amendments To By-Laws

These By-Laws may be amended at any time by a vote of the majority of the Board of Directors present at any meeting at which such amendment is proposed. However, no such amendment shall be voted upon unless all members of the Board of Directors shall have at least fourteen (14) business days' notice of such proposed amendment (including a complete text of any proposed amendment); provided further, that in the announcement of the annual meeting of the members all amendments to these By-Laws made in the preceding year shall be presented in summary form to the membership, and shall be subject to ratification by a majority vote of the members at such annual meeting. In the event any such amendment shall be rejected, any action taken pursuant to that amendment shall nonetheless be valid and binding on the corporation.

Amended June 11, 2004
Amended June 9, 2012
Amended June 11, 2016