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**RESTATED BYLAWS**

**of**

**The Travelers Protective Association of America**

**Last revised and amended at the**

**One Hundred and Twenty Eighth Annual Meeting**

**Gatlinburg, Tennessee**

**June 17-21, 2018**

**In Effective July 1, 2018**



**Restated Bylaws**

**of**

**The Travelers Protective Association of America**

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121 **Travelers Protective Association**

122 **Restated Bylaws**

123

124 **ARTICLE I: Name**

125 The name of this association shall be THE TRAVELERS PROTECTIVE ASSOCIATION OF  
126 AMERICA.

127

128 **ARTICLE II: Object**

129 The object shall be to operate as a fraternal benefit society.

130

131 **ARTICLE III: Members**

132 **Section 1. Classification.**

133 The Travelers Protective Association (TPA) shall have the following membership  
134 classifications:

135 A. Fraternal member.

136 B. Benefit member.

137 **Section 2. Membership in posts.**

138 A member of either class shall be a member of a post in accordance with the provisions of  
139 these bylaws.

140 **Section 3. Initiation rites.**

141 Members shall be initiated and admitted to a post as prescribed in the ritual of the  
142 association.

143 **Section 4. Dues, premiums, or assessments.**

144 A. Annual dues: Annual dues shall be established by the board of directors. Dues shall not  
145 be increased by more than ten percent (10%) in any one year.

146 B. Dues Payment: Members shall pay dues to their respective division secretary/treasurer or  
147 National Headquarters at the discretion of each division board of directors. No division or post  
148 may charge dues or make assessments of the members of the division or post. This procedure  
149 will not apply to online applications.

150 C. Dues payment dates: The dues and/or premiums of all members shall be due from and  
151 paid as stipulated in each contract. A grace period as stated in the contract will be granted for the  
152 payment of dues, falling due after the initial payment, during which grace period the membership  
153 and certificate issued in evidence thereof shall continue in force.

154 **Section 5: Membership Certificate:**

155 A. The certificate of membership together with the bylaws, *Plan of Benefits*, and the  
156 application for membership signed by the member and all amendments to these or any of these  
157 shall constitute the contract between TPA and said member and shall govern the payment of  
158 benefits.

159 B. Any changes, additions or amendments to the *Plan of Benefits*, articles of incorporation,



160 bylaws duly made shall bind said member and their beneficiary or beneficiaries, and shall govern  
161 and control the contract in all respects the same as though the changes, additions, or amendments  
162 had been made prior to, and were in force at the time said member's application for membership.

163 **ARTICLE IV: Divisions and Posts**

164 **Section 1. Divisions.**

165 A. Composition: TPA members within a state may apply to charter a division of TPA. There  
166 shall be only one division per state.

167 B. Eligibility: A division of TPA may be chartered upon the petition to the board of  
168 directors of this association signed by ten persons who are members or who are eligible as  
169 members of this association, and who are residents of the state where said division is desired,  
170 provided that the division's bylaws have been approved by the TPA bylaws committee.

171 C. Division purpose: Divisions shall promote the mission, purpose and programs of the  
172 TPA.

173 D. Division membership: Posts in a chartered state shall automatically be constituent units of  
174 the division.

175 E. Bylaws of a division: A division shall adopt bylaws that do not conflict with TPA bylaws  
176 and standing rules. Before going into effect, a division's bylaws must be approved by the TPA  
177 bylaws committee.

178 F. Division officer reporting and bonding: Officers of a division shall submit minutes of all  
179 meetings, monthly financial reports and monthly bank statements to TPA headquarters. They  
180 shall be subject to additional reporting and bonding requirements as may be established from  
181 time to time by the TPA board of directors.

182 G. Probation: A division that is being considered by the National TPA Board of Directors  
183 for revocation of its charter may be placed on probation by two-thirds vote of the National TPA  
184 Board. The National Board will then provide an opportunity for the division to correct their  
185 actions and avoid revocation of their charter. The National Board may move at any time to  
186 proceed with revocation of the charter if they believe the division is not complying with the  
187 National Board of Directors' request.

188 H. Charter revocation: The charter of a division may be revoked by the TPA board of  
189 directors by a two-thirds vote by ballot for cause, which shall include, but not be limited to  
190 failure to do one or more of the following:

- 191 1. Maintain the required minimum membership as established by the TPA board of  
192 directors;
- 193 2. Comply with the mission, object, and purpose of TPA;
- 194 3. Bring its bylaws into compliance with requirements of the TPA and provide a copy of the  
195 current bylaws to TPA headquarters;
- 196 4. Hold regular meetings as provided in its bylaws;
- 197 5. File reports as required by the TPA headquarters or the TPA board of directors;
- 198 6. Promote TPA membership, its mission, purpose, and programs.

199 I. In the event of dissolution of a division or revocation of its charter, the assets of a  
200 division shall be disbursed as directed by the National Board of Directors.

201



202 **Section 2. Posts.**

203 A. Application: A post of TPA may be chartered upon the petition to the division board of  
204 directors signed by five persons who are members or who are eligible as members of the  
205 division, and whose permanent addresses are in the city or community where said post is desired,  
206 provided that the division in which the post is located consents to the charter.

207 B. Post purpose: The purpose of a post is to bring into close association the TPA members in  
208 a city or community for the purposes of promoting the mission, purpose, and programs of the  
209 TPA

210 C. Bylaws of a post: A post shall adopt bylaws provided that they do not conflict with TPA  
211 or division bylaws and standing rules. Before going into effect, a post's bylaws must be  
212 approved by the TPA bylaws committee.

213 D. Post officers reporting and bonding: Officers of a post shall submit minutes of all  
214 meetings, quarterly financial reports and quarterly bank statements to TPA headquarters.  
215 Quarterly financial reports and quarterly bank statements shall be filed to include balances  
216 ending on March 31, June 30, September 30, and December 31. They shall be subject to  
217 additional reporting and bonding requirements as may be established from time to time by the  
218 division board of directors or the TPA board of directors.

219 E. Probation: A post that is being considered by the Division or National TPA Board of  
220 Directors for revocation of its charter may be placed on probation by a two-thirds vote of the  
221 Division or National TPA Board. The Division or National Board will then provide an  
222 opportunity for the post to correct their actions and avoid revocation of their charter. The  
223 Division or National Board may move at any time to proceed with revocation of the charter if  
224 they believe the post is not complying with the Division or National Board of Directors' request.

225 F. Charter revocation: The charter of a post may be revoked by the division board of  
226 directors by a two-thirds vote by ballot for cause, which shall include, but not be limited to  
227 failure to do one or more of the following:

- 228 1. Maintain the required minimum membership as established by the TPA board of  
229 directors;
- 230 2. Comply with the mission, object, and purpose of TPA;
- 231 3. Bring its bylaws into compliance with requirements of the TPA and provide a copy of the  
232 current bylaws to TPA headquarters;
- 233 4. Hold regular meetings as provided in its bylaws;
- 234 5. File reports and maintain bond as required by the TPA headquarters, TPA board of  
235 directors, or division board of directors;
- 236 6. Promote TPA membership, its mission, purpose, and programs.

237 G. In the event of dissolution of a post, or revocation of its charter, the assets of the post  
238 shall revert to the division.

239

240 **ARTICLE V: Officers**

241 **Section 1. Officers.**

242 The officers of TPA shall be a president, a vice president, a chief administrative officer, and  
243 eight directors.

244



245 **Section 2. Qualifications.**

246 A. President and Vice president: In order to be eligible to serve as president or vice  
247 president, one shall be a member of the TPA and shall have served at least one term as a director  
248 on the TPA board of directors.

249 B. Directors: In order to be eligible to serve in the office of director, one shall be a TPA  
250 member, and shall have been such for three preceding years, their membership classification  
251 shall be “Benefit Member” at the time of election, and shall have previously attended at least one  
252 national TPA convention and possess a broad business background with knowledge and  
253 experience in management, finance, leadership, and communications.

254 C. Consent to serve: No person shall accept any nomination, nor assume elective office in  
255 TPA unless and until they have consented in writing to give the time and effort required to serve  
256 in that office.

257 D. In addition, for a member to be eligible to run for National President, National Vice  
258 President or National Board Members, he/she must have been on the membership Honor Roll  
259 (sponsor 5 members) for the previous TPA membership year ending April 30.

260 E. Communications: For members to be eligible to run for National President, National  
261 Vice President, or National Board Member, he/she must have access to a computer and be able to  
262 communication through email and other forms of electronic communication.

263 **Section 3. Term of office.**

264 A. President and Vice President: The president and vice president shall assume office at the  
265 end of the annual convention at which elected and shall serve for one year or until their  
266 successors assume office. No person shall be eligible to be elected by the membership to the  
267 office of president more than twice.

268 B. Chief Administrative Officer: The chief administrative officer shall serve at the discretion  
269 of the National Board of Directors.

270 C. Directors: The directors shall assume office at the end of the annual convention at which  
271 they are elected and shall serve until the close of the convention two years there from or until  
272 their successors assume office. No person shall be eligible to be elected by the membership to  
273 the office of director more than twice unless he or she vacates the office for at least two years  
274 after serving their second term. No person shall be eligible to be elected by the membership to  
275 the office of director more than four terms.

276 **Section 4. Vacancy in office.**

277 A. President: In the event of the death or resignation of the president, the vice president shall  
278 automatically become president. However, this service shall not count as a term for the purposes  
279 of determining eligibility for future service in the office of president.

280 B. Vice President: A vacancy in the office of vice president shall be filled by the board of  
281 directors.

282 C. Directors: A vacancy in the office of director shall be filled within thirty days by the  
283 division of which the original director was a member at the time of his election. Should that  
284 division fail to submit a qualified member for service within thirty days, then the board of  
285 directors may fill the vacancy with any available and qualified member without regard to  
286 prohibitions on service of more than one director from a division. A director elected or appointed  
287 to fill a vacancy shall serve for the remainder of the term of the seat he is elected to fill, and this



288 service shall not count as a term for the purposes of determining eligibility for future service in  
289 the office of director.

290 **Section 5. Duties of officers.**

291 A. President: The president shall be a salaried officer of the Association, and shall perform  
292 the following duties in addition to the usual duties of president as described in the parliamentary  
293 authority, and such other duties as may be prescribed in these bylaws:

- 294 1. Preside at all meetings of this association and of the board of directors;
- 295 2. Appoint all committees ordered by this association;
- 296 3. Report annually to the membership at the annual convention.

297 B. Vice President: The vice president shall perform the duties of the president in the absence  
298 of the president, and shall assist the president as requested.

299 C. Chief Administrative Officer: The chief administrative officer is a salaried officer of the  
300 TPA who shall be bonded in favor of the association at its expense in a sum determined by the  
301 board of directors. It shall be the duty of this officer to keep the minutes and transactions of all  
302 business meetings of this association and of the board of directors. This officer shall keep the roll  
303 of membership, receive all moneys paid to this association and be the custodian of all its records,  
304 papers, and funds. This officer will be actively involved in membership recruitment and  
305 retention.

306 D. Directors: The directors sit as members of the board of directors and perform such duties  
307 as the bylaws or any standing rules and policy may require, serving in a position of trust to  
308 represent the best interest of all the members of the association. The duty to attend meetings is a  
309 solemn duty. The National Board of Directors has the right to recommend to the convention  
310 delegates the removal of any national board member that misses two meetings during their term  
311 in office.

312

313 **ARTICLE VI: Nominations and Elections**

314 **Section 1. Nominations.**

315 Nominations for any office to be filled at the annual convention shall be by the written  
316 petition of any five members of the TPA. Nominees shall be qualified to serve in the office for  
317 which they are nominated. Nominations shall be in order until the hour for the election for the  
318 office to be filled for group and area chairpersons. For the offices of president, vice president,  
319 and directors, nomination forms are required to be filed with the chief administrative officer no  
320 later than the close of the second business session of the annual convention.

321 **Section 2. Publication of announcement of candidacy.**

322 Announcement of candidacy of all whose nominating petitions are submitted to the chief  
323 administrative officer at least 90 days prior to the annual meeting shall be published with the call  
324 of the meeting.

325 **Section 3. Elections.**

326 Elections shall be by ballot. Should there be no more nominees for any office or position than  
327 positions to be filled the presiding officer shall declare the nominee(s) elected.

328

329





330 **Section 4. Limitation on directors.**

331 No more than one member from a division may hold office as a director. This restriction is  
332 intended only for those titled as national director and excludes the chief administrative officer,  
333 president and vice president.

334 **Section 5. Plurality voting.**

335 Should there be more nominees for an office than positions to be filled the vote may be by  
336 plurality ballot, and the candidates receiving the most votes would be elected. The vote shall be  
337 counted and only the elected officers named in alphabetical order shall be announced with no  
338 vote count, if no objections votes shall be destroyed after the end of the meeting.

339

340 **ARTICLE VII: Meetings**

341 **Section 1. Regular meetings.**

342 Membership meetings shall be held annually in accordance with the requirements of the  
343 statute under which TPA is incorporated. The membership meetings shall be the conventions, at  
344 which the delegates shall have all the authority of members.

345 A. Venue: Conventions shall be held between June 1 and August 1 of each year, the place,  
346 time, and date to be fixed by the board of directors, for the purpose of electing officers, receiving  
347 reports, and transacting such other business as may properly come before it.

348 B. Call to convention: The call to convention giving notice of the place, date, and time, shall  
349 be published in the TPA Travelers Magazine and in accordance with the requirements of the  
350 statute under which TPA is incorporated, notice of the place, date, and time of the convention  
351 shall be mailed no fewer than forty-five days before the meeting date.

352 C. Postponement or change of venue: In the event of an emergency, the board of directors  
353 may postpone an annual convention. All members shall be notified of the postponement in a  
354 manner determined by the board of directors to be fair and reasonable under the circumstances.

355 D. Voting body: The voting body of the convention shall be composed of the following  
356 delegates who shall be current members of the TPA:

- 357 1. Members, past and present, of the TPA national board of directors, current  
358 national communications, safety and community service chairpersons and national safety  
359 and community service area chairpersons.
- 360 2. Current division presidents;
- 361 3. Current division secretaries;
- 362 4. Past TPA national presidents;
- 363 5. Past TPA national secretaries/chief administrative officers;
- 364 6. In addition, representation from each division elected by their membership as follows:
  - 365 a. Each division shall be entitled to at least eight elected delegates. However, there may  
366 be as many as one such delegate for each 100 division members or fraction thereof.
  - 367 b. Any member may be elected to serve as such delegate.
  - 368 c. An alternate may be elected for each such delegate.

369 E. Independence of delegates: All delegates shall have the full, exclusive, continuing, and  
370 absolute control over their preference and votes. No state division meeting, caucus, or other



371 gathering of officers or delegates shall invoke any plan whereby a delegate would not be allowed  
372 to vote his choice or preference.

373 F. Eligibility to serve as delegate: Delegates shall be required to register their credentials  
374 issued by their division secretary/treasurer or the chief administrative officer attesting to their  
375 qualification to serve as a convention delegate prior to being admitted as a delegate to the  
376 convention.

377 G. Quorum: A majority of the total delegates who have been registered with the credentials  
378 committee shall be a quorum for any business meeting at the convention.

379 **Section 2. Voting.**

380 No delegate shall have more than one vote, nor vote in more than one capacity. There shall  
381 be no absentee voting or voting by proxy. Delegates who serve by virtue of current or past office  
382 may not transfer their vote to an alternate.

383

384 **ARTICLE VIII: Board of Directors**

385 **Section 1. Composition.**

386 The board of directors shall be composed of the president, the vice president, the chief  
387 administrative officer, and the directors. The chief administrative officer shall have no vote.

388 **Section 2. Duties.**

389 A. Power and authority: The board of directors shall be authorized and empowered to  
390 exercise full management and supervision over the affairs of the TPA except as otherwise  
391 provided in these bylaws. It may adopt special rules of order and standing rules to govern its  
392 proceedings and the affairs of TPA.

393 B. Duties: The duties of the board of directors shall include but not be limited to the  
394 following:

- 395 1. Prescribe the form of application for membership;
- 396 2. (This number intentionally left blank)
- 397 3. Approve an annual budget;
- 398 4. Authorize the disbursement of funds consistent with the budget;
- 399 5. Exercise supervision over the books, accounts, money and property of this  
400 association;
- 401 6. Order all meetings of this association as provided in these bylaws;
- 402 7. Make an annual report at each convention;
- 403 8. Approve the minutes of the convention;
- 404 9. Appoint the chief administrative officer, a legal counsel, and a physician for the  
405 association;
- 406 10. Evaluate the chief administrative officer annually;
- 407 11. Annually order an independent audit of the books of account of the association by a  
408 certified public accountant;

409 C. Conflicts of Interest: It shall be the duty of any member of the board of directors to  
410 refrain from voting on any matter in which he has a direct personal or pecuniary interest not  
411 common to the other members of the board.



412 **Section 3. Meetings.**

413 A. Regular Meetings:

- 414 1. A meeting of the new board of directors shall be held immediately following  
415 adjournment of the convention for the purposes of establishing the dates of the  
416 regular meetings and any other business that may be necessary. Thereafter, regular  
417 meetings of the board of directors shall be held in July, October, January, April, and  
418 June. The president and the board may revise its schedule as it may require.
- 419 2. Notice of the regular schedule adopted by the board, or any change in the schedule of  
420 the regular meetings shall be transmitted immediately in writing to each officer,  
421 director, and division of the association.

422 B. Special meetings: Special meetings of the board may be called by the president or shall  
423 be called on the written request of six board members. Notice of special meetings shall be  
424 transmitted in writing at least seventy-two (72) hours prior to the meeting. The purpose(s) for  
425 which the meeting is called shall be stated in the notice. Electronic mail (email) voting is  
426 acceptable for minor matters, provided the vote is unanimous.

427 **Section 4. Quorum.**

428 A quorum at any meeting of the board of directors shall be a majority of its members entitled  
429 to vote.

430 **Section 5. Vote required.**

431 In accordance with the requirements of the statute under which TPA is incorporated,  
432 adoption of a main motion and any election shall require the affirmative vote of a majority of the  
433 members of the board of directors present and entitled to vote.

434

435 **ARTICLE X: Committees**

436 **Section 1. Standing committees.**

437 Standing committees of the TPA shall be those that are authorized in these bylaws or by the  
438 board of directors, and are at all times subject to the authority of the board of directors. They  
439 include: Finance, Membership, Bylaws, Communications, Convention, Community Service, and  
440 Safety, which are constituted and charged as follows:

441 A. Finance: The finance committee shall be composed of the chief administrative officer and  
442 no less than three members appointed by the president with the approval of the board. Its duty  
443 shall be to present a budget for adoption by the board, to recommend on amendments to the  
444 budget from time to time, and to work cooperatively with the auditors during the annual audit of  
445 the books of account of the association.

446 B. Membership: The membership committee shall be appointed by the president with the  
447 approval of the board to develop, implement, administer, and monitor programs of membership  
448 retention and recruitment, including the development of new divisions and posts.

449 C. Bylaws: The bylaws committee shall be appointed by the president with the approval of  
450 the board to review any submitted amendments to the bylaws and standing rules and edit for  
451 composition; consolidate similar amendments into a single proposition subject to the approval of  
452 the proposers; be authorized to originate bylaw and standing rule amendments; consider and  
453 report its recommendation on any proposed amendments submitted to the members; provide  
454 model bylaws for divisions and posts subject to the approval of the board of directors; approve or



455 reject proposed divisions and post bylaws.

456 D. Communications: The communications committee shall be appointed by the president  
457 with the approval of the board to develop, implement, administer, and monitor internal and  
458 external communications programs including generating publicity and media coverage for TPA  
459 events at the national, division, and post level.

460 E. Convention: The convention committee shall be appointed by the president with the  
461 approval of the board to plan the annual convention of the TPA. The committee shall appoint,  
462 with the approval of the president, the following subcommittees: Convention Arrangements,  
463 Convention Standing Rules, Convention Credentials, Resolutions, and the Sergeant-at-arms, all  
464 of which shall perform the functions set forth in the parliamentary authority of the association  
465 under the coordination and direction of the convention committee.

466 F. Community Service: The community service committee shall be composed of a  
467 chairperson and six area chairs elected at the annual convention by the delegates. It shall be the  
468 duty of this committee to coordinate a national program to foster membership welfare and active  
469 involvement of TPA members in service to churches, schools, and community projects in the  
470 local communities.

471 G. Safety: The safety committee shall be composed of a chairperson and six area chairs  
472 elected at the annual convention by the delegates. It shall be the duty of this committee to  
473 coordinate a national program to promote programs of safety in the local communities by  
474 members of TPA.

475 **Section 2. Special committees.**

476 Special committees may be created as necessary by the convention or the TPA board of  
477 directors.

478

479 **ARTICLE XI: Electronic Meetings and Correspondence**

480 **Section 1.** The board of directors, standing committees, and special committees, are  
481 authorized to meet by telephone conference, or through other electronic communications media  
482 as long as all the members may simultaneously hear each other and participate during the  
483 meeting.

484 **Section 2.** National, Divisions and/or Posts shall be able to communicate with their members  
485 through email and other electronic forms of communication provided the member has given  
486 permission to accept these forms rather than standard forms of mail.

487

488 **ARTICLE XII: Parliamentary Authority**

489 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall  
490 govern the proceedings of TPA in all cases to which they are applicable and in which they are  
491 not inconsistent with these bylaws, any special rules of order that TPA may adopt, and any  
492 statutes applicable to this organization that do not authorize the provisions of these bylaws to  
493 take precedence. The parliamentary authority of TPA shall be adopted by each division and post  
494 chartered by the TPA.

495

496 **ARTICLE XIII: Amendment of Articles of Incorporation and Bylaws**

497 **Section 1. Correlation with articles of incorporation.**



498 Article I and Article II of these bylaws shall be identical to the corresponding articles of the  
499 Articles of Incorporation.

500 **Section 2. Convention Action.**

501 The Articles of Incorporation and bylaws may be amended at any annual convention as  
502 follows:

503 A. Amendment with notice before convention: By a two-thirds vote, provided that the  
504 amendment:

505 1. Has been submitted by the bylaws committee, the TPA board of directors, a standing  
506 or special committee, a division or its board of directors, a post, or at least five TPA  
507 members;

508 2. All proposed amendments shall be submitted on or before January 15 to the bylaws  
509 committee; properly indicating the article, section, line and page from the current  
510 Bylaws and

511 3. Has been mailed to the members no later than 45 days prior to the convention  
512 together with identification of proposer(s) and the bylaws committee's  
513 recommendations for action and rationale and, in accordance with the requirements of  
514 the statute under which TPA is incorporated, a summary or copy of the amendment  
515 has been included in the official call of the convention.

516 B. Amendment with notice at the convention: By a nine-tenths vote, provided previous  
517 notice has been given at an earlier meeting of the same session of the convention.

518 **Section 3. Revision.**

519 These bylaws may be revised only upon authorization by the convention as follows:

520 A. Preparation of revision: Preparing and presenting an authorized revision shall be the duty  
521 of the bylaws committee.

522 B. Notice of proposed revision: The proposed revision shall be mailed to the members no  
523 later than 45 days prior to the annual convention.

524 C. No amendment to existing bylaws: If a proposed revision is authorized there shall be no  
525 other amendments proposed to the existing bylaws.

526 **Section 4. Board Action.**

527 In accordance with the requirements of the statute under which TPA is incorporated, an  
528 amendment to the articles of incorporation or bylaws adopted at a convention under Section 2 of  
529 this article or a bylaws revision adopted at a convention under Section 3 of this article must  
530 thereafter be approved by the board of directors by an affirmative vote of a majority of those  
531 members present in order to take effect, except to the extent that the amendment or revision  
532 relates to the number of directors, the composition of the board, the term of office of directors, or  
533 the method or way in which directors are elected or selected. Before approving any amendment  
534 to the articles of incorporation or bylaws, or any bylaws revision, the board of directors shall  
535 determine that it does not violate any applicable provision of the Missouri Nonprofit Corporation  
536 Act or its successor statute. Any vote under this section shall be taken by roll call.

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The entire Bylaws as printed herein were duly adopted as and for the Bylaws of The Travelers Protective Association of America by vote of the Annual Meeting of this Association held in Gatlinburg, Tennessee, June 17-21, 2018.

I hereby certify the above to be a true duplicate original copy of the Bylaws with all amendments to this date as adopted by the Annual Meeting of this Association.

ALBERT M. SHOEMAKER, JR.  
Chief Administrative Officer



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The entire Bylaws as printed herein were duly adopted as and for the Restated Bylaws of The Travelers Protective Association of America by the unanimous vote of the Annual Meeting of this Association held in Gatlinburg, Tennessee, June 18-21, 2018.

I hereby certify the above to be a true duplicate original copy of the Bylaws with all amendments to this date as adopted by the Annual Meeting of this Association.

  
**Albert M. Shoemaker, Jr.**  
*Chief Administrative Officer*

July 19, 2018

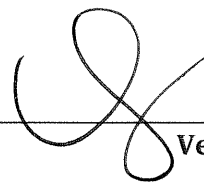
Date

State of Missouri

(SS)

County of Saint Charles

On this 19<sup>th</sup> day of July in the year 2018, before me, the undersigned notary public, personally appeared Albert M. Shoemaker Jr., known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged that he/she/they executed the same for the purposes therein contained. In witness whereof, I hereunto set my hand and official seal.



**Venita Sedodo**  
*Notary Public*

Commission Expires: **December 11, 2021**

