

BYLAWS
OF
MISSOURI ALLIANCE FOR PROFESSIONAL BAIL AGENTS, INC.

ARTICLE I
NAME, SEAL, AND OFFICES

ADOPTED: January 10, 2026

1.1 Name. The name of this corporation is “Missouri Alliance for Professional Bail Agents, Inc.”

1.2 Seal. If the Board of Directors shall determine that the corporation shall have a corporate seal, it shall be circular in form and shall bear on its outer edge the words “Missouri Alliance for Professional Bail Agents, Inc.” and in the center, the words and figures “Incorporated 2026 Missouri.” The Board of Directors may change the form of the seal or the inscription thereon at its pleasure.

1.3 Offices. The principal office of the corporation shall be located in West Plains, Missouri. The corporation may move the location of its principal office and have other offices at such other places as the Board of Directors from time to time may determine.

ARTICLE II

PURPOSES

2.1 Purposes. The corporation is organized and shall be operated as and for the purposes of a nonprofit trade association, within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986 and the Regulations thereunder as they now exist or as they may hereafter be amended (collectively, the “Code”). The purposes of the corporation are set forth in the Articles of Incorporation as well to include: 1. Promoting positive legislation and rules to

advance the profession and continuing betterment of our industry in Missouri; 2. To provide the membership an open and positive forum from which to give input towards the betterment of our profession; 3. To provide representation for our profession to our regulators and promote positive legislation for the continuing betterment of our industry in Missouri; 4. To promote a closer working relationship with the Judiciary of Missouri and assist the Courts in a more efficient manner; 5. To provide Education to our members, Law Enforcement, and others we work together with on a daily basis; 6. Promoting and maintaining professional and ethical standards to insure members adhere to a Professional Code of Ethics to promote a more Ethical and Professional presence of our industry, and to perform any other lawful activity permit by the Missouri Nonprofit Corporation law.

ARTICLE III

MEMBERS, DIRECTORS AND CORPORATE POWERS

3.1 Members: The corporation shall have non-voting members as more particularly described in Article IV of these Bylaws.

3.2 Directors. The number of Directors constituting the Board of Directors shall be between three (3) and fifteen (15), the specific number of which shall be determined from time to time by resolution of the Board of Directors. The Board of Directors shall have authority to increase or decrease the number of Directors (but not below three (3)) by resolution of the Board from time to time without amendment of this section of these Bylaws.

3.3 Corporate Powers. All of the corporate powers of the corporation shall be exercised by the Board of Directors, except to the extent specifically provided otherwise by law or by these Bylaws.

ARTICLE IV

MEMBERS

4.1 Membership. The corporation shall have non-voting members (“Members”). Membership shall be open to business, nonprofit organizations and other entities or persons interested in advancing and supporting the purposes of the corporation.

4.2 Voting. Members shall not have the right to vote for any reason, including without limitation for any purpose under the Missouri Nonprofit Corporation Act, as may be amended from time to time (the “Act”), and including without limitation the right to vote under the Act as a non-voting member. Rather, the Members shall have the qualifications, duties and privileges only as set forth in these Bylaws.

4.3 Admission. The Board of Directors shall assess the qualifications of the applicants for membership, and shall determine whether to admit a Member. The Board of Directors may establish written criteria, qualifications and other policies regarding membership.

4.4 Termination of Membership. Any Member may be removed at any time by a majority vote of the Board of Directors. A Member may terminate its membership in the corporation at any time upon written notice to the corporation.

4.5 Membership Dues. The Board of Directors shall determine whether the Members shall pay annual dues to the corporation, and if so, the amount and payment terms of such dues.

4.6 Special Assessments. Members shall pay any special assessments to the corporation in the amount and payment terms as determined by the Board of Directors from time to time.

4.7 Meetings. Meetings of the Members, if any, shall be called by the Board of Directors or the President at such time and place, and in such manner as determined by the

person calling the meeting. All meetings shall be conducted using the Revised Roberts Rules of Order.

ARTICLE V

TERM AND ELECTION OF DIRECTORS

5.1 Terms of Office. There shall be one class of Directors. The terms of each of the initial Directors of the corporation shall be deemed to have begun on the date of the corporation's incorporation. The Directors shall serve for terms of one (1) year each. The term of each Director shall expire at the close of the annual meeting of the corporation in the last year of such Director's term, provided, however, that a Director shall remain in office, beyond the expiration of his or her term, until such time as a successor shall be duly elected or appointed and shall have assumed office. A Director shall leave office prior to the expiration of his or her term, and immediately upon death, incapacity, removal or resignation, or if he or she becomes ineligible to serve as Director. There shall be no limit on the number of terms a Director may serve.

5.2 Eligibility and Election of Directors. Directors must be good standing with the corporation, eighteen years of age or older, and shall be selected for their willingness to serve the corporation and for the knowledge and skills they may contribute to the conduct of the affairs of the corporation. Further, the Director, if a bail agent, their license must be in good standing.

The Directors shall be elected by the Board of Directors at the annual meeting.

5.3 Assumption of Office. Newly-elected Directors shall assume office upon the expiration of their predecessor's term, if any, and if there is no predecessor a newly-elected Director shall assume office immediately unless otherwise determined by the Board of Directors

5.4 Removal of Directors. Any Director of the corporation may be removed from office with cause by the affirmative vote of a majority of the other Directors then in office.

5.5 Vacancies. The Board of Directors may fill any vacancy among the Directors, including a vacancy caused by death, incapacity, removal, resignation, ineligibility, or otherwise, by appointing a successor Director to serve the remainder of the vacating Director's term. The Directors may fill a vacancy even if they lack a quorum to decide other matters. Any person elected or appointed to fill a vacancy on the Board of Directors shall hold office until the later of the expiration of his or her predecessor's term or the date on which a successor is duly elected and assumes office. Notwithstanding the foregoing, the Board of Directors may authorize the President to make interim appointments to fill vacancies of Directors which occur during unexpired terms, to serve until elections can be held at the next annual meeting or appointments can be made.

ARTICLE VI

MEETINGS OF THE DIRECTORS

6.1 Annual Meetings. The annual meeting of the Directors for the election of Directors and officers, and for the transaction of such other business as may properly come before the meeting, shall be held at the principal office of the corporation, or at such other place within or outside the State of Missouri as the Board of Directors shall designate, and on such date and time as the Board of Directors shall determine.

6.2 Regular Meetings. Regular meetings of the Directors shall be held no less than annually, and may otherwise be scheduled by the Board of Directors, at the principal office of the corporation or at such other place within or outside the State of Missouri as the Board of Directors shall designate, on such dates and at such times as the Board of Directors may determine.

6.3 Special Meetings. Special meetings of the Directors may be called at any time by the President and must be called by the President upon receipt of a written request from at least twenty-five (25%) of the Directors, and shall be held at the principal office of the corporation or at such other place as the President shall designate.

6.4 Notice of Meetings. Notice of the time, place, manner, and purpose or purposes of annual, regular or special meetings shall be given or served personally, by mail, by email (to those persons who are able to receive email), by fax or by telephone, upon each person who appears upon the books of this corporation as Director; provided, however that the business which may be transacted at any meeting shall not be limited to the purpose or purposes set forth in such notice. Notice of any annual, regular or special meeting shall be given not less than five (5) or more than sixty (60) days prior to the date of the meeting. Such notice, if mailed, shall be directed to each Director at the Director's address as it appears on the books of the corporation, unless the Director shall have filed with the Secretary of the corporation a written request that such notice be mailed to some other address, in which case the notice shall be mailed to the address designated in such request. The President shall send, or cause to be sent, notice of meetings.

6.5 Waiver of Notice. Whenever under the provisions of any law or under the provisions of the Certificate of Incorporation or Bylaws of this corporation, the corporation or the Board of Directors or any committee thereof is authorized to take any action after notice to the Directors of the corporation or to the members of a committee or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time if at any time before or after such action is completed the notice requirement is

waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken, or by his, her or their duly authorized attorney.

6.6 Quorum. At any meeting of the Directors, the presence of a majority of the Directors serving at that time shall constitute a quorum for all purposes except as otherwise provided by law or these Bylaws. The act of a majority of those Directors present at any meeting at which there is a quorum shall be the act of the corporation except as otherwise may be provided specifically by law or by these Bylaws. At any committee meeting, the presence of a majority of the committee members serving at that time shall constitute a quorum and the act of a majority of those present at any committee meeting shall be the act of the committee, except as otherwise may be provided specifically by law or by these Bylaws. Either in the absence of a quorum or when a quorum is present, a Director or committee meeting may be adjourned from time to time by vote of the majority of those present in person, without notice to those in attendance other than by announcement at the meeting. At least twelve (12) hours' notice of the date of the postponement shall be given to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting.

6.7 Voting. At every meeting of Directors, each Director entitled to vote by these Bylaws shall be entitled to one (1) vote in person and not by proxy.

6.8 Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if prior or subsequent to such action, a written consent to such action is signed by all Directors or by all members of such committee, as the case may be, and if such written consent is filed with the minutes of proceedings of the Board of Directors or the committee.

6.9 Meetings by Conference Call. Meetings by telephone conference call or by any means of communication by which all persons are able to hear each other shall be permitted, upon proper notice, provided that a quorum of Directors participates in any such conference call.

6.10 Contracts and Services. The Directors and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they also may be acting as individuals, or as Directors of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, directors, Directors, or otherwise. However, any contract, transaction, or act on behalf of the corporation in a matter in which any Director or officer is personally interested as a stockholder, director, Director, or otherwise shall be disclosed to the Directors, conducted at arm's length, and shall not violate the proscription in the corporation's Certificate of Incorporation against the corporation's use or application of its funds for private benefit. In addition, no contract, transaction, or act shall be taken on behalf of the corporation if such contract, transaction or act is a prohibited transaction or an act of self-dealing as those terms are defined in the Code, or would result in the denial of any tax exemption, deduction, or benefit under any provision of the Code. In no event, however, shall any person or other entity dealing with the Directors or officers be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, transaction, or other action. In addition, the Board of Directors may adopt a separate Conflicts of Interest Policy and if there is any conflict between this Section and such policy, the terms of such policy shall govern.

ARTICLE VII

COMMITTEES OF THE BOARD OF DIRECTORS

7.1 Committees. From time to time the Board of Directors may authorize by resolution such standing committees and ad hoc committees as the Board of Directors shall deem necessary.

7.2 Appointment. All committee members and committee chairpersons shall be appointed by the Board of Directors. Non-Directors shall be eligible for appointment as members of committees (except as members of the Executive Committee, if any), but may not serve as the chairperson of any committee in the absence of specific authorization by the Board of Directors. In addition, non-Director committee members may not vote in connection with any action that may bind the corporation.

7.3 Sanction Review Committee. The Board of Directors shall establish a Sanction Review Committee for the purpose of reviewing and addressing any reported violations of the Code of Ethics as established in the bylaws. Members of this Sanction Review Committee may be a Professional Bondsman, Judge, Law Enforcement Official, or other as agreed upon by the Board of Directors. This committee may establish their own procedural process consistent with these Bylaws. This committee shall review reported violations of the Code of Ethics and may then recommend sanctions (by unanimous decision) as deemed appropriate by them, such as: written warning of violating activity, suspension for thirty (30) days from the Organization, or permanent revocation of membership from this Organization. Any member found in violation of the Code of Ethics by this committee shall have a copy of the sanction forwarded to the Presiding Judge of the Judicial District in which said member resides. The districts shall be established by Resolution of the Board.

ARTICLE VIII

OFFICERS

8.1 Officers; Term; Election. The officers of the corporation shall consist of a President, a Secretary and a Treasurer. The President, Secretary and the Treasurer shall all be Directors. In addition, the Directors may appoint or elect assistant officers and other officers, who need not be Directors. Assistant officers and other officers shall have such duties and powers as are determined by the Board of Directors, provided that such powers and duties are consistent with these Bylaws. Any person may hold more than one office. The officers other than the President shall be elected by the Board of Directors at its annual meeting. All officers other than the President shall be elected for a term of one year, and shall hold office until their successors are duly elected and assume office. There shall be no limit on the number of terms an officer may serve. The President's appointment and term of office shall be determined by the Board of Directors.

8.2 Vacancies. In case any office of the corporation becomes vacant by death, resignation, incapacity, retirement, removal, disqualification or any other cause, the Board of Directors may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the later of the next annual meeting or the date on which a successor is elected and assumes office; provided, however, that if the office of President becomes vacant, the Secretary of the Board shall serve as President until the next annual election takes place. In the event that any officer cannot conduct the duties of their office for a period exceeding sixty (60) days, the Board of Directors has the authority to determine the position to be vacant.

8.3 President. The President shall be the chief presiding officer of the corporation and the Board of Directors, and shall preside at all meetings of the Directors of the corporation.

The President shall develop the agenda for meetings with the assistance of the officers and shall be a nonvoting member of all committees. The President shall do and perform such other duties as may be assigned by the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

8.6 Secretary. The Secretary shall be in charge of such of the corporation's books, documents and papers as the Board of Directors may determine, and shall have custody of the corporate seal, if any. In the absence of a recording secretary, the Secretary shall keep the minutes of all meetings. The Secretary may sign any contracts or agreements authorized by the Board of Directors, in the name and on behalf of the corporation, and when so authorized or ordered by the Board of Directors, the Secretary may affix the seal of the corporation. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors.

8.7 Treasurer. The Treasurer shall oversee all funds, property, and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. When necessary or proper the Treasurer, or his designee as approved by the Board of Directors, may endorse for collection on behalf of the corporation checks, notes and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks or depository as the Board

of Directors may designate. The Treasurer shall sign all receipts and vouchers and, together with the other officer or officers, if any, designated by the Board of Directors, the Treasurer shall sign all checks of the corporation, except in cases where the authority to sign or execute checks has been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the corporation. The Treasurer shall oversee the process for making such payments as may be necessary or proper to be made on behalf of the corporation. The Treasurer shall oversee the process for keeping the financial books of the corporation for the purpose of a full and accurate account of all moneys and obligations received and paid or incurred by the Treasurer for or on account of the corporation and, upon request by any Director, shall exhibit such books to such Director at a reasonable time at the offices of the corporation. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

8.8 Removal. Any officer of the corporation may be removed from office with or without cause by the affirmative vote of a majority of the Board of Directors.

ARTICLE IX

AGENTS AND REPRESENTATIVES

9.1 Authority. The Board of Directors may appoint additional agents and representatives of the corporation to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, and to the extent authorized or permitted by law.

ARTICLE X

CONTRACTS AND ADMINISTRATION OF FUNDS

10.1 Contracts and Administration of Funds. The Board of Directors, except as these Bylaws otherwise provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to a specific instance.

ARTICLE XI

FISCAL YEAR

11.1 Fiscal Year. The fiscal year of the corporation shall be such year as determined by resolution of the Board of Directors.

ARTICLE XII

PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS; DISSOLUTION

12.1 No Private Inurement. No Director, officer, employee, committee member, or other person connected with the corporation, or any other private individual, shall receive any of the net earnings or pecuniary profit from the operations of the corporation at any time, provided, however, that this shall not prevent the payment to any such person of reasonable compensation, as determined by the Board of Directors, for services rendered to or for the corporation and/or for reimbursement of reasonable expenses incurred in connection with such services.

12.2 Procedure Upon Dissolution. In the event of a liquidation, dissolution, termination, or winding up of the corporation, the Board of Directors shall, after provision for all liabilities, distribute any remaining assets or property of the corporation for one or more exempt purposes within the meaning of Code section 501(c)(3) to such organization or organizations then located in the United States and qualified under Code section 501(c)(3), or to a state or local government for a public purpose, as the Board of Directors shall deem appropriate. Any such

assets not so disposed of shall be disposed of pursuant to the Missouri Nonprofit Corporation Law.

ARTICLE XIII

INVESTMENTS

13.1 Reinvestment. The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make or any similar restriction. However, no action shall be taken by or on behalf of the corporation if such action would result in the denial of the corporation's income tax exemption under Code section 501(c)(6).

13.2 Commingling. The Board of Directors shall incorporate as assets of the corporation all property received and accepted by the corporation and, subject to any limitations, conditions, or requirements which may be a part of any gift, may commingle any assets of the corporation with any other of the corporation's assets, or may maintain any asset or assets in segregated funds or accounts whenever in their sole discretion they shall determine such segregation to be in the best interest of the corporation or when the conditions, limitations, or instructions of any gift, grant, bequest, or devise shall require such segregation.

ARTICLE XIV

EXEMPT ACTIVITIES

14.1 Preservation of Exempt Status. Notwithstanding any other provision of these Bylaws, no Director, officer, employee, or representative of this corporation shall take any action

or carry on any activity by or on behalf of the corporation which is not permitted to be taken or carried on by an organization exempt from federal income tax under Code section 501(c)(6).

ARTICLE XV

INDEMNIFICATION

15.1 Indemnification by Corporation. Each present and future Director of the corporation, each present and future officer of the corporation and each present and future member of any committee of the Board of Directors, and the legal representatives of such persons, shall be indemnified by the corporation to the fullest extent permitted by the Act.

15.2 Indemnification Not in Restriction of Other Privileges. The right of indemnification described in section 15.1 above shall be in addition to, and not in restriction or limitation of, any other privilege or power with respect to indemnification or reimbursement which the corporation or the individual seeking indemnification may have.

ARTICLE XVI

AMENDMENTS

16.1 Amendments to Bylaws. The Board of Directors shall have the power to make, alter, amend, and repeal the Bylaws of the corporation by affirmative vote of a two-thirds (2/3) majority of the entire Board of Directors at any duly-convened meeting (except where a greater majority is required by law), or by unanimous consent of all Directors without a meeting; provided, however that unless adopted by unanimous written consent, the proposed alteration,

amendment, or repeal shall be specified in the notice of the meeting of this corporation provided for in Article VI of these Bylaws.

16.2 Amendments to Certificate of Incorporation. The Board of Directors shall have the power to alter and amend the Certificate of Incorporation of the corporation by affirmative vote of a two-thirds (2/3) majority of the entire Board of Directors at any duly-convened meeting (except where a greater majority is required by law), or by unanimous consent of all Directors without a meeting; provided, however that unless adopted by unanimous written consent, the proposed alteration or amendment shall be specified in the notice of the meeting of this corporation provided for in Article VI of these Bylaws.