

**FIRST AMENDED AND RESTATED BYLAWS**  
**OF**  
**SOTOS SYNDROME SUPPORT ASSOCIATION**

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BE IT ADOPTED as a by-law of the Corporation as follows:

## **ARTICLE I: INTERPRETATION**

**1.01. Definitions.** In the by-laws of the Corporation, unless the context otherwise requires:

“Act” means the Missouri Nonprofit Corporation Act, Chapter 355 of the Missouri Revised Statutes, or any statute that may be substituted therefore, as from time to time amended;

“appoint” includes “elect” and vice versa;

“board” means the board of directors of the Corporation;

“by-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“Corporation” means Sotos Syndrome Support Association, a Corporation without share capital incorporated under a predecessor of the Act by articles of incorporation dated January 31, 1991;

“Articles of Incorporation” or “Articles” means the articles of incorporation of the Corporation, as from time to time amended and supplemented by articles of amendment;

“meeting of members” includes an annual meeting of members and a special meeting of members; and

“member” means any person admitted to membership in the Corporation in accordance with section 6.0 of this by-law.

Words importing the singular number include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing a person include an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

## **ARTICLE II: NAME**

**2.01.** The name of this organization shall be Sotos Syndrome Support Association.

## **ARTICLE III: POWERS AND PURPOSES**

**3.01.** Sotos Syndrome Support Association is a not-for-profit corporation whose purpose is to provide awareness and a better understanding of Sotos syndrome through education and to provide family support, within the meaning of Section 501(c)(3) of the Internal Revenue Code and as set forth in the corporation’s Articles of Incorporation.

**3.02.** The Corporation shall not engage in any activities not permitted for a Corporation exempt from income tax under Section 501(c)(3) of the Internal Revenue Code.

**3.03.** Except as specifically limited by its Articles of Incorporation or Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes and as are or may hereafter be conferred on nonprofit corporations under the Act.

#### **ARTICLE IV: OFFICES**

**4.01. Registered Office and Registered Agent.** The location of the registered office and the name of the registered agent of the Corporation in the State of Missouri shall be such as shall be determined from time to time by the Board of Directors and on file in the appropriate office of the State of Missouri pursuant to applicable provisions of law. Provided, however, that the Corporation shall continuously maintain such registered office in the State of Missouri. Unless otherwise permitted by law, the address of the registered office of the Corporation and the address of the business office of the registered agent shall be identical.

**4.02. Principal Office.** The Corporation may have such corporate offices anywhere within or outside the State of Missouri as the Board of Directors from time to time may determine or the business of the corporation may require. The principal place of business of the Corporation may be fixed and so designated from time to time by the Board of Directors, but the location or residence of the Corporation in Missouri shall be deemed for all purposes to be in the county in which its registered office in Missouri is maintained.

#### **ARTICLE V: RECORDS**

**5.01. Records.** The Corporation shall keep at its registered office, or principal place of business, original or duplicate books in which shall be recorded the names and addresses of all current members of the Board of Directors. The Corporation shall otherwise maintain its records in accordance with the following provisions:

(a) The Corporation shall keep as permanent records minutes of all meetings of its members and board of directors, a record of all actions taken by the members or directors without a meeting, and a record of all actions taken by committees of the board of directors as authorized by the Act.

(b) The Corporation shall maintain appropriate accounting records, and a record of its Members.

(c) The corporation shall keep a copy of the following records at its principal office: (1) its articles or restated articles of incorporation and all amendments to them currently in effect; (2) its bylaws or restated bylaws and all amendments to them currently in effect; (3) resolutions adopted by its board of directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members; (4) the minutes of all meetings of members and records of all actions approved by the members for the past three years; (5) all written communications to all members or any specific class of members generally within the past three years, including the financial statements furnished for the past three years under the Act; (6) a list of the names and business or home addresses of its current directors and officers; (7) its most

recent annual report delivered to the secretary of state under the Act; and (8) appropriate financial statements of all income and expenses.

**5.02. Inspection of Records.** The records of the Corporation shall be available to the directors, the members and a member's agents and attorneys for inspection and copy in the manner and to the extent prescribed by the Act.

## **ARTICLE VI: MEMBERSHIP**

**6.01. Members.** Subject to the Act and the Articles of Incorporation, the members shall consist of such persons interested in furthering the objects of the Corporation as are admitted as members by or under the authority of the board.

**6.02. Classes of Members.**

(a) Subject to the Act and the Articles of Incorporation, the membership of the Corporation shall be divided into three (3) classes, namely Individual Membership, Family Membership and Honorary Membership.

(b) Individual Membership shall consist of those individuals over the age of eighteen (18) years, who, having an interest in the furtherance of the objects of the Corporation have applied for and are admitted to membership by or on the authority of the board of directors upon payment of such membership fees and/or compliance with such conditions of membership as are imposed by the board of directors from time to time.

(c) Family Membership shall consist of the household members of a family unit of any description who reside together at the same address, who are over the age of eighteen (18) years and which families, having an interest in the furtherance of the objects of the Corporation have applied for and are admitted to membership by or on the authority of the board of directors on payment of such membership fees and/or compliance with such conditions of membership as are imposed by the board of directors from time to time.

(d) Honorary Membership shall consist of those individuals over the age of eighteen (18) years, organizations and Corporations, who by virtue of their expertise, training, position, resources or otherwise can assist the Corporation in the implementation of its programs, as shall be admitted as honorary members by or on the authority of the board of directors.

**6.03. Qualifications and Rights.** Any person may be admitted to membership if such person complies with the requirements of section 6.02 hereof. Each member shall be entitled to receive notice of and to attend all meetings of members. Each individual member shall be entitled to one vote on any vote taken at any meeting of members. Each family membership shall entitle the persons in such family collectively to one vote on any vote taken at any meeting of members. Honorary members shall not be entitled to vote on any matter.

**6.04. Termination of Membership.** The Board of Directors may expel, suspend or terminate a member for cause after giving fifteen (15) days prior notice to such member in writing of the allegations constituting cause and affording the member an opportunity to respond orally or in writing to the Board not less than five (5) days before the effective date of the expulsion, suspension or termination by a person or persons authorized to decide that the proposed expulsion, termination or suspension not take place. For purposes of this paragraph "Cause" shall include such actions of the member as are unlawful or contrary to the objectives of the

Corporation or its Bylaws or otherwise as would, in the opinion of the Board, tend to bring the Corporation into disrepute. The Board of Directors may also terminate a member for failure to pay the annual dues for such period and upon such notice as the Board of Directors may from time to time determine. Any written notice given by mail must be given by first class or certified mail sent to the last address of the member shown on the corporation's records.

**6.05. Resignation.** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. The Corporation shall not be responsible for the refund or offset of any dues, assessments or charges.

**6.06. Reinstatement.** Upon the request of a member who has been suspended or terminated, such member may be reinstated by or on the authority of the Board of Directors on such terms as the Board may deem appropriate.

**6.07. Transfer.** No member may transfer a membership or any right arising therefrom.

## **ARTICLE VII: DUES**

**7.01. Annual Dues.** The Board of Directors may determine from time to time the amount of the annual dues, if any, payable in U.S. dollars to the Corporation by members.

**7.02. Payment of Annual Dues.** Annual dues shall be payable in advance on the first day of January in each year for the ensuing year provided that if a new member takes out membership and pays the annual dues on or after October 1 in any year, such dues shall be applicable to the next ensuing year.

**7.03. Waiver of Annual Dues.** Payment of annual dues may be waived by or on the authority of the Board of Directors if, after reviewing an application for membership dues assistance, it is determined that the payment of annual dues is a financial burden to the member. Applications for such assistance shall be made and reviewed annually unless otherwise determined by the Board.

## **ARTICLE VIII: MEETINGS OF MEMBERS**

**8.01. Annual Meeting.** The annual meeting of members shall be held at the time and at the place of the Corporation's annual conference or at such other place and time inside or outside the United States as the Board of Directors or the President may from time to time determine, for the purpose of receiving the reports of the President and the Treasurer on the activities and financial condition of the Corporation, electing directors, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.

**8.02. Special Meeting.** Special meetings of the members may be called by the President, the Board of Directors, or not less than five percent (5%) of the members having voting power of the Corporation. Only those matters that are within the purpose or purposes described in the meeting notice required by the Act may be conducted at a special meeting of the members.

### **8.03. Place of Meeting.**

**(a) Annual Meeting.** The Board of Directors or the President may designate any place, either within or outside the State of Missouri, as the place of meeting for any annual meeting. If no place is designated for the annual meeting by the Board of Directors or the President, the annual meeting shall be held at the time and at the place of the Corporation's annual conference.

**(b) Special Meetings.** The Board of Directors may designate any place, either within or outside the State of Missouri, as the place for any special meeting called by the Board of Directors. The members may designate any place, either within or outside the State of Missouri, as the place of meeting for any special meeting called by the members.

### **8.04. Notice of Meeting.**

**(a)** The Corporation shall provide notice of meetings, other than those involving matters requiring member approval under the Act, by telephone, telegraph, teletype, or other form of wire or wireless communication, or by mail or private carrier, no fewer than ten (or if notice is sent by mail other than first-class or registered mail no fewer than thirty) nor more than sixty days before the meeting date. However, notice of any matter or matters which must be approved by the members under the Act must be sent in accordance with the Act's requirements therefore. Notice of an annual or regular meeting shall include a description of any matter or matters which must be approved by the members under the Act. Notice of a special meeting shall include a description of the matter or matters for which the meeting is called.

**(b)** Written notice, if comprehensible in form, shall be deemed effective upon the earliest of the following times: (i) when received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt required, and the receipt is signed by or on behalf of the addressee; or (iv) thirty days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed. Written notice is correctly addressed if it is addressed to the member's address shown in the corporation's current list of members.

**8.05. Action by Written Ballot.** Any action which may be taken at an annual or special meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. The terms of the solicitation for votes by ballot, the contents of the ballot and the number of votes required to approve any particular action shall be as specified by the Act.

**8.06. Quorum.** Members present in person or represented by proxy and holding in the aggregate five percent (5%) of the votes entitled to be cast at the meeting shall constitute a quorum at any meeting of members and on any matter to be voted upon thereat. Unless there are members present in person or represented by proxy holding in the aggregate one-third (1/3) of the votes entitled to be cast at the meeting, the only matters which may be voted upon by the meeting of members shall be those matters that are described in the Notice of Meeting. If a quorum is not present at any meeting of members, the majority of the members present in person or represented by proxy may adjourn the meeting from time to time without giving notice, if the new date, time

or place is announced at the meeting before adjournment. If, however, a new record date for the adjourned meeting is or must be fixed under the Act, notice of the adjourned meeting must be given to the members of record as of the new record date.

**8.07. Proxies.** At any meeting of members, a member entitled to vote may vote by a proxy executed in writing by the member or by his duly authorized attorney-in-fact. The proxy shall only be valid for the purpose and for the timeframe specified in the proxy. If no time period is expressly provided in the appointment form, the proxy shall be valid for eleven months, but no proxy shall be valid for more than three years from the date of the appointment's execution.

**8.08. Persons Entitled to be Present.** The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, honorary members, the directors and auditor of the Corporation and those present at the invitation of the meeting.

**8.09. Right to Vote.** Subject to the Act, the Articles of Incorporation and the Section 6.03 of these Bylaws, at any meeting of members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as a voting member.

**8.10. Show of Hands.** Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every individual member and family member, within the meaning of 6.03, who is present shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or not carried shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against any resolution or other proceeding in respect on the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

**8.11. Ballots.** On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the chair may require or any member may demand a ballot thereon. A ballot so required or demanded shall be taken in such manner as the chair shall direct

**8.12. Act of the Members.** Unless the Act, the Articles of Incorporation or these bylaws require a greater vote or voting by class, if a quorum is present, the affirmative votes of the votes represented and voting, which affirmative vote also constitutes a majority of the required quorum, is the act of the members.

## **ARTICLE IX: BOARD OF DIRECTORS**

**9.01. General Power.** The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of Missouri or members of the corporation. In no event shall this corporation, as a substantial part of the activities thereof, carry on propaganda or otherwise attempt to influence legislation nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate

for public office, or be organized for any purposes which shall cause it to fail to qualify or to continue to qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time. All net earnings, property or assets of this corporation shall be distributed to Sotos Syndrome Support Association only as long as Sotos Syndrome Support Association is incorporated as a not-for-profit corporation under the laws of the State of Missouri, and also has obtained recognition of exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time.

**9.02. Number of Directors.** The board of directors shall consist of a minimum of three (3) directors and a maximum of ten (10) directors. The President of the Corporation shall, ex officio, be a director of the Corporation. The balance of the directors shall be elected by the Members at the annual meeting of the membership. The board shall determine the number of directors within the minimum and maximum to be elected at each annual meeting.

**9.03. Qualification.** No person shall be qualified for election as a director if such person is less than 18 years of age; is of unsound mind and has been so found by a court of competent jurisdiction; is not a natural person; or has the status of a bankrupt. A director may but need not be a resident of Missouri or the United States but shall be a Member in good standing of the Corporation.

**9.04. Terms of Office.** Each Director shall hold office for a term of three (3) years. Each Director may serve two (2) consecutive terms. The terms shall be staggered so that no more than 1/3 of the elected members of the Board of Directors shall be up for election in any given year. Members who have served the maximum number of consecutive terms are not eligible for re-election until at least one year has elapsed.

**9.05. Vacancies.** Except as otherwise provided by the Bylaws and the Act, any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, may be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. If the replacement chooses to run for election to the Board after the expiration of the term, if elected, that member's term will be considered to be his or her first three-year term of office.

**9.06. Compensation.** No Director shall receive compensation or salary in any form for his/her services but may be reimbursed for authorized and documented expenses when so authorized by the board.

**9.07. Election of Board Members.** Regular elections of members of the Board of Directors shall take place at the annual meeting.

**9.08. Regular Meeting.** A regular meeting of the Board shall be held without other notice than this bylaw, immediately before or after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Missouri, for the holding of additional regular meetings of the Board without other notice than such resolution.

**9.09. Special Meeting.** Special meetings of the Board may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Missouri, as the place for holding any special meetings of the Board called by them.

**9.10. Manner of Giving Notice.**

(a) Special meetings of the board of directors shall be preceded by at least two (2) days' notice to each director of the business to be transacted at the meeting, and the date, time and place of the meeting. Such notice shall be delivered personally or sent by mail, fax or email to each director at his physical address, fax number or email address as shown by the records of the Corporation. The attendance of a director at any meeting shall constitute 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.

(b) Written notice, if comprehensible in form, shall be deemed effective upon the earliest of the following times: (i) when received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt required, and the receipt is signed by or on behalf of the addressee; or (iv) thirty days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed. Written notice is correctly addressed if it is addressed to the member's address shown in the corporation's current list of members.

**9.11. Meeting by Telephone.** A director may participate in any meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

**9.12. Quorum.** The greater of one-third (1/3) of the directors in office immediately before the meeting begins or two directors, shall constitute a quorum at any meeting of the board of directors; but if less than a quorum of the directors is present at the said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**9.13. Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or these bylaws.

**9.14. Informal Actions by Directors.** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors. An electronically delivered (email) consent shall be considered valid written consent. The written and signed consent shall be included in the minutes filed with the corporate records reflecting the action taken.

**9.15. Limitation of Liability.** Every director and officer of the Corporation in exercising the powers and discharging the duties of a director or officer shall act honestly and in good faith with a view to the best interest of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the director or officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any director or any officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

**9.16. Authority to Act or Speak on Behalf of Sotos Syndrome Support Association.** No member of the corporation or of Board of Directors shall have authority to speak on behalf of the corporation, nor develop any program to be carried out by the corporation without the approval of the Board of Directors and the express written consent of the President. Any proposed program or activity shall be submitted in writing to the Board of Directors prior to a vote of approval.

**9.17. Conflict of Interest Transactions.** No transaction with the Corporation in which a director of the Corporation has a material interest shall be void, voidable or the basis for imposing liability on a noncompensated director if:

- (a) the transaction was not unfair to the Corporation at the time it was entered into; or
- (b) the transaction receives the affirmative vote of a majority of the directors on the board or on the committee (such majority must be more than one (1) director), who have no direct or indirect interest in the transaction if: (1) the material facts of the transaction and the director's interest are disclosed or known to the board or committee of the board; and (2) the directors approving the transaction in good faith reasonably believe that the transaction is not unfair to the corporation; or
- (c) the transaction, before or after it is consummated, is approved by the attorney general or the circuit court in an action in which the attorney general is joined as a party.

## **ARTICLE X: OFFICERS**

**10.01. Officers.** The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Any two or more offices may be held by the same person, except the offices of President and Secretary.

**10.02. Appointment and Term of Office.** The Board of Directors shall elect or appoint the officers of the Corporation from time to time. Officers shall be appointed and serve at the pleasure of the board.

**10.03. Removal.** Any officer of the Corporation may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the officers so removed.

**10.04. Resignation.** An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a future effective date. If a resignation is made effective at a future date and the corporation accepts the future effective date, its board of directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date. An officer's resignation does not affect the corporation's contract rights; if any, with the officer.

**10.05. Vacancies.** A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors.

**10.06. President.** The President shall be the principal executive officer of the corporation and shall be an ex-officio voting member of the board of directors. The President shall in general supervise and control all the business and affairs of the corporation and shall preside at all meetings of the members and of the Board of Directors. The President may sign, with the Secretary and any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board have 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 officers or agent of the corporation; and in general he or she 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.

**10.07. Vice-President.** The Board of Directors may from time to time appoint one (1) or more Vice-Presidents. In the absence of the President or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President and when so acting shall have all the powers of and shall be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as may be assigned by the President or the board of directors from time to time.

**10.08. Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositaries as shall be selected in accordance with the provisions of Article XI of these bylaws; and in general perform all the duties as from time to time may be assigned to him by the President or by the Board of Directors.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

**10.09. Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for the purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation, and affix the seal of the corporation to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws, keep a register of the post office address of each member which shall be furnished to the Secretary by each member; authenticate the records of the Corporation; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**10.10. Assistant Treasurer and Assistant Secretary.** The Assistant Treasurer and Assistant Secretary in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors. If required by the Board of Directors, the Assistant Treasurer shall give a bond for the faithful discharge of his duties in such sums and with such sureties as the Board of Directors shall determine.

**10.11. Agents and Attorneys.** The Corporation, by or under the authority of the board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside the United States for such purposes the Board may deem advisable.

## **ARTICLE XI: COMMITTEES AND ADVISORY BOARDS**

**11.01. Executive Committee.** Whenever the Board of Directors consists of more than six directors, the board, with the approval of the greater of a majority of all the directors in office when the vote is taken or the number of directors required by Section 9.12 to take action, may elect from its members an Executive Committee consisting of not less than three directors. Each member of the Committee shall serve at the pleasure of the Board of Directors, and shall continue as a member of the Committee until the next annual meeting of the members of the Corporation and until the member's successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. The Executive Committee shall have the power to fix its quorum at not less than a majority of its number, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee. The Executive Committee may exercise all the powers of the Board of Directors in the management of the Corporation, subject to any regulations imposed from time to time by the board, except that the Executive Committee may not authorize distributions to members, directors, officers, agents or employees except in exchange for value received; approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; elect, appoint, or remove directors or fill vacancies on the board or on any of its committees; or adopt amend or repeal the articles of bylaws. Notice of the time and place of each meeting of the Executive Committee or other committee of the board shall be given in the manner provided in Section 9.10 to each committee member not less than seven days (and not

less than fourteen days if sent by mail) before the date of the meeting and such notice need not specify the purpose of or the business to be transacted at the meeting. The board may by resolution remove any member of the Executive Committee and may fill the vacancy created by such removal. Executive Committee members shall serve as such without remuneration. However, Executive Committee members shall be entitled reimbursement for traveling and other expenses properly incurred by them in attending meetings of committees when so authorized by the board.

**11.02. Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adoption a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by the Board or a Director by law.

**11.03. Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provide in such resolution, members of each such committee may consist of members of the Corporation, subject to the approval of the Board of Directors. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

**11.04 Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until the member's successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof. The Board of Directors may by resolution remove any member of any committee.

**11.05. Remuneration.** Committee members shall serve as such without remuneration. However, committee members shall be entitled reimbursement for traveling and other expenses properly incurred by them in attending meetings of committees when so authorized by the board.

**11.06. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the manner as provided in the case of the original appointments, or by the Board of Directors.

**11.07. Procedures.** Unless otherwise provide in the resolution of the Board of Directors designating a committee, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair, and to regulate its procedure in a manner not inconsistent with these bylaws.

**11.08. Business and Professional Advisory Board.** The Board of Directors may appoint a Business and Professional Advisory Board for the purposes of advising the Board of Directors regarding their respective duties and obligations in carrying out the goals and objectives of the corporation. The Business and Professional Advisory Board shall have no legal responsibilities to the corporation, and shall have no voting authority with respect to any decisions regarding the corporation.

**11.09. Medical Advisory Board.** The Board of Directors may appoint a Medical Advisory Board for the purpose of providing professional medical advice to the board, the officers and the members. The Medical Advisory Board shall have no legal responsibilities to the corporation, and shall have no voting authority with respect to any decisions regarding the corporation.

## **ARTICLE XII: CONTRACTS, CHECKS, DEPOSITS**

**12.01. Contracts.** The Board of Directors may authorize one or more officers, directors or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

**12.02. Checks and Drafts.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by one or more officers, directors or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer.

**12.03. Authorization for Expenditure.** Reimbursement for expenses or expenditure over an amount determined by the Board of Directors, shall require an authorization signed by two or more officers, one being the Treasurer, prior to payment being issued.

**12.04. Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the Board of Directors may select.

**12.05. Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the corporation.

**12.06. Loans.** Loans shall be prohibited. The corporation shall not loan money to any person, organization, or corporation.

**12.07. Electronic Transactions.** The Board may authorize the use of various electronic banking transactions methods for the acceptance or remittance of funds, such as Pay Pal, Merchant Card

Services and the like. The Treasurer will be responsible for the procurement and maintenance of any approved electronic transaction methods.

### **ARTICLE XIII - BORROWING**

**13.01. Borrowing Power.** Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the Articles of Incorporation, the board may from time to time on behalf of the Corporation, without authorization of the members:

- (a) borrow money upon the credit of the Corporation;
- (b) increase or limit the amount to be borrowed;
- (c) issue bonds or other securities of the Corporation, whether secured or unsecured;
- (d) pledge or sell such bonds or other securities at such prices as may be deemed expedient; and
- (e) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, notes or other present or future indebtedness, liability or obligation of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

### **ARTICLE XIV: FISCAL YEAR**

**14.01. Fiscal Year.** The fiscal year of the corporation shall begin January 1 of each year and end on December 31 of each year.

### **ARTICLE XV: ANNUAL REVIEW**

**15.01. Annual Review of Financials.** The members shall at each annual meeting appoint a member of the Corporation, who may but need not be a public accountant, to review the accounts and annual financial statements of the Corporation for presentation to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor.

### **ARTICLE XVI: WAIVER OF NOTICE**

**16.01. Waiver.** Whenever any notice is required to be given under the provisions of the Missouri Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records shall be deemed equivalent to the giving of such notice.

## ARTICLE XVII: AMENDMENTS TO BYLAWS

### 17.01. Amendments.

(a) These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting, and such alteration, amendment, repeal or new bylaw is approved by the members of the Corporation in accordance with the requirements of the Act as set forth below. .

(b) Any alteration, amendment or repeal of existing bylaws, or any adoption of new bylaws, must be approved: (1) by the Board of Directors, if the amendment does not relate to the number of directors, the composition of the Board of Directors, the term of office of directors or the method or way in which directors are elected; and (2) by the members by two-third (2/3) of the votes cast at a meeting at which a quorum is present or a majority of the members, whichever is less.

## ARTICLE XVIII: DISSOLUTION

**18.01. Dissolution.** In the event this Corporation is dissolved or liquidated, or in the event it shall cease to carry out the objects and purposes herein set forth, any and all property and assets of the Corporation, not otherwise encumbered, shall be distributed to a lawfully established Missouri Not For Profit Corporation exempted under Section 501 (c)(3) of the Internal Revenue code of 1954, as amended from time to time, for the purpose of supporting family services to the disabled, but in no event shall property and assets of the Corporation be distributed in such a way as to cause the failure of the Corporation to qualify under Section 501 (c)(3) of the Internal Revenue code of 1954, as amended from time to time, or the failure to qualify under the Act, as amended from time to time. In the event there shall not be in existence such a Missouri Not For Profit Corporation, then all assets shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located to those organizations which are organized and operated exclusively to provide supporting family services to the disabled, as the said court shall determine.

## XIX – LIMITATION OF LIABILITY, INDEMNIFICATION & INSURANCE

**19.01. Limitation of Liability.** Subject to the Act and so long the Corporation operates under the standards of Section 501(c) of the Internal Revenue Code, no director or officer who is not compensated for his or her services on a salary or prorated equivalent basis, shall be personally liable for civil damages arising from acts performed in his or her official capacity for which the director would not otherwise be liable, but for his or her affiliation with the Corporation. Provided, however, that such immunity shall not apply to intentional conduct, wanton or willful conduct, or gross negligence.

### 19.02. Indemnity.

(a) The Corporation shall indemnify its directors and officers to the fullest extent provided by the Act. Such indemnification shall include, but not be limited by, the following:

(i) The Corporation shall indemnify a director who was successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the director is or was a director of the corporation against reasonable expenses actually incurred by the director in connection with the proceeding.

(ii) The Corporation shall indemnify any director or officer 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 or she is or was a director or officer of the Corporation, or, while a director or officer of the Corporation, 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 attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she 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 or her 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 or her conduct was unlawful.

(iii) The Corporation shall indemnify any director or officer 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, while a director or officer of the Corporation, 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 attorney's fees, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of the action or suit if he or she acted in good faith and in a manner he or she 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.

(iv) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 19.02(a)(ii)-(iii), or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including

attorney's fees, actually and reasonably incurred by him or her in connection with the action, suit or proceeding.

(v) Any indemnification under Section 19.02(a)(i)-(ii), 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 or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this section. 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 a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

(vi) The Corporation shall hereby have the power to give any further indemnity, in addition to the indemnity authorized in the above sections, to any person who is or was a director or officer of the Corporation or, while a director or officer, 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, provided, however, that the Corporation shall not indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

(b) To the extent that an employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 19.02(a)(i)-(ii), or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the action, suit or proceeding.

(c) The indemnification provided in these Bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the law or any agreement, vote of disinterested directors to otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and 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.

**19.03. Insurance.** To the extent permitted by law, the Corporation may, but need not, purchase and maintain insurance for the benefit of all directors or officers against any liability incurred by the individual in the individual's capacity as a director or officer of the Corporation or of another entity in which the director or officer acted at the Corporation's request.

## XX - GENERAL

**20.01. Omissions and Errors.** The accidental omission to give any notice to any member, director, officer or auditor or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**20.02. Limitations.** 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 shall be authorized and empowered to pay reasonable compensation for services

rendered and to make payments and distributions in furtherance of the purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

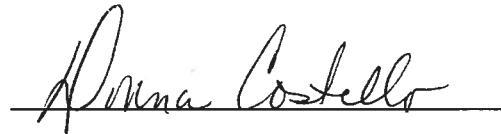
**20.03. Repeal.** Upon these First Amended and Restated Bylaws being approved by the Board and ratified by the Membership, any and all prior bylaws of the Corporation are repealed, provided that such repeal shall not affect the previous operation of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal.

**20.04. Approval, Adoption and Effective Date.** These First Amended and Restated Bylaws were adopted by a qualified quorum of the directors of the Corporation on the 9<sup>th</sup> day of July 2010 and approved by the membership of the Corporation at the annual membership meeting held on the 11<sup>th</sup> day of July 2010, and became effective immediately on approval by the Corporation's members. Subject to the provisions of the Act this by-law shall come into force when adopted by the directors and approved by the members.

ATTESTED:



Secretary



President

(Seal)