

**BYLAWS
OF
KIDS' CHANCE, INC. OF MISSOURI
A NONPROFIT CORPORATION**

ARTICLE 1

PURPOSES AND RESTRICTIONS

The purposes of the corporation shall be:

- (a) To provide scholarships for tuition, educational materials, living expenses and other , related incidental expenses for education to children of employees who have been seriously injured or killed in work related accidents which have been either judicially determined to be, or accepted as, compensable under the Missouri Workers' Compensation Law, or any corresponding provisions of any future Missouri law. The Corporation may also accomplish such other purposes and perform such other duties as may be required from time to time with respect to such children and their families as may be determined by the Board of Directors.
- (b) Those other nonprofit purposes stated in the Articles of Incorporation, as may be amended.
- (C) No part of the net earnings or other assets of the Corporation shall inure to the benefit of or be distributed to or among, or revert to, any director, officer, contributor or other private individual having directly or indirectly, any personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated in the Articles of Incorporation.

ARTICLE II

OFFICES

The principal office of the Corporation in the State of Missouri shall be located in St. Louis County. The corporation may have such other offices within or without St. Louis County as may be required.

The registered office of the corporation required under the laws of the State of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time in conformity with the laws of the State of Missouri. The Corporation shall maintain a registered agent whose address shall be the same as that of the required office of the Corporation.

ARTICLE III

MEMBERS

The Corporation shall have no members.

ARTICLE IV

BOARD OF DIRECTORS

(A) **Management of Corporation.** The affairs of the Corporation shall be managed, supervised and controlled by a Board of Directors, such Board not to exceed thirty-four (34) Directors, with the Directors to be elected or appointed in the manner specified in Section B hereof.

(B) **Term and Election of Directors.** The full term of office of elected Directors shall be three years, and to the extent practicable, taking into account increases or decreases in the number of Directors constituting the Board of Directors, one third of the Directors shall be elected each year, in a self-perpetuating manner, at the Annual Meeting of the Board of Directors, the Directors so elected filling the place of retiring Directors. In the event of a change in the number of Directors or in the case of the first full Board of Directors, the resolution effectuating such change or electing the first full Board of Directors shall specify the years in which the terms of the directorships thereby created shall first expire. Vacancies occurring in the Board of Directors, including vacancies due to an increase in the number of Directors may be filled by the Directors then in office. Any Director may succeed himself or herself indefinitely.

In addition to those Directors elected to the Board pursuant to this Section B, the President of the Corporation, upon completion of such person's term as President, shall automatically become a member of the Board of Directors, unless such person declines to accept such position, to serve for a term of two (2) years following such an appointment. Any person appointed to the Board of Directors pursuant to the preceding sentence shall enjoy the same voting rights, privileges and duties as those Directors elected to the Board of Directors in the above-described manner.

(C) **Removal and Resignation.** Any Director may resign at any time by giving written notice to the Board of Directors, the President or Secretary of the Corporation; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed, with or without cause, by the affirmative vote of at least two-thirds of the whole board. Any such resignation or removal shall take effect at the time specified therein.

(D) **Annual Meetings.** The Annual Meeting of the Board of Directors shall be held on the third Friday of each May or at such other time within 60 days of that date as determined by the Executive Committee. Written notice as provided in Article IV, Section G of these bylaws, stating the place, day and hour of the annual meeting shall be delivered to each Director not less than thirty (30) days before the date of the meeting. The Annual Meeting shall be held for the purpose of electing new directors and officers and transacting such other business as may come

before the meeting. The first order of business shall be the election of new members of the Board, who may participate in the meeting immediately upon their election.

(E) **Regular Meetings.** In addition to the annual meeting, the Board of Directors shall hold regular meetings as may be determined by the Board of Directors. These meetings shall be designated by the President or determined by the Board of Directors.

(F) **Special Meetings.** Special meetings of the Board of Directors maybe called by or at the request of the President, any four Directors or any two officers.

(G) **Notice.** Written notice stating the place, day and hour of a special meeting shall be delivered to each director not less than ten (10) days before the date of the meeting, either personally, by telegraph, facsimile, or other form of wire or wireless communication, or by mail, by or at the direction of the officer(s) or the Directors calling the meeting. Written notice shall be deemed effective at the earliest of the following: (i) when received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly and with first class postage affixed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of any 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

(H) **Quorum.** Seven of those duly elected and acting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than seven of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

(I) **Manner of Acting.** The act of the majority of the directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors unless a greater number is required under the Articles of Incorporation, these Bylaws, or under any applicable laws of the State of Missouri.

(J) **Attendance at Meetings.** It is recognized by these Bylaws that attendance at Board meetings is an important function of a director in the discharge of his or her fiduciary obligation to the Corporation. Therefore, if any director fails to attend three (3) consecutive meetings without requesting, through the Secretary of the Board or the President of the Corporation and receiving from the Board or the President an excused absence, said director shall, upon proper motion duly passed by a majority of the Board then sitting, forfeit his or her office as a director of the Corporation.

(K) **Executive Committee.** There shall be an Executive Committee of the Board of Directors, consisting of the President, two immediate Past-Presidents, President-Elect, Secretary, Treasurer, Chair of the Scholarship Committee and two (2) members of the Board of Directors as the Board shall designate or elect. The Executive Committee shall meet at frequent or regular intervals as determined by resolution from time to time adopted by the committee or as called the President. and shall have and exercise all of the authority the Board of Directors in the management of the Corporation; provided, that (i) the Executive Committee shall report all of its discussions and actions the Board of Directors at the next meeting of the Board thereafter occurring; (ii) the Executive Committee shall at all times be subject to the general supervision and control of the Board of Directors; (iii) members of such committee may be removed, and new members appointed, at any meeting by the majority vote of a quorum of the board; (iv) the Executive Committee shall have no authority to (1) authorize distributions to directors, officers, agents or employees in exchange for value received, (2) approve dissolution, merger or the sale, pledge or transfer of all or substantially of the Corporation's assets, (3) elect, appoint or remove officers, (4) adopt, amend or repeal the Bylaws or the Articles of Incorporation, or (5) increase or decrease the number of members of the Board of Directors; and (v) the presence of a majority of all members of the Executive Committee shall constitute a Quorum for the transaction of business at any meeting of the Executive Committee.

(L) **Nominating Committee.** Members of the Nominating Committee shall consist of President, President-Elect, Secretary, Treasurer, the Immediate Past President, and Two (2) Board Members appointed by the President.

(M) **Other Committees.** The Board of Directors may by resolution establish such other committees under such terms and with such powers as shall be specified in such resolution. The President shall be a voting member of each such committee. Each committee shall have two or more members who are also members of the Board of Directors.

(N) **Presence at board meetings; teleconferencing.**
For all purposes, a director is present at a meeting when, by means of a conference telephone, videoconferencing or any other means of communication all persons participating in the meeting can hear each other simultaneously. On any question, the names of those directors voting each way shall be entered on the record of the proceeding if any director at that time so requests.

(O) **Actions of board which may be taken without a board meeting.**

(i) Actions required or permitted by these by laws to be taken at a board of directors meeting may be taken without a meeting if:

(a) the action is taken by all members of the board; and

(b) the action is evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken.

(ii) Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date, Such a consent signed under this section has the effect of a meeting vote and may be described as such in any document. For purposes of this section, a consent signed under this section may be:

(a) a document signed by a director and delivered or mailed to the place where consents are specified to be sent;

(b) a facsimile transmission of such a document to the telephone number where consents are specified to be sent; or

(c) an electronic mail message bearing the electronic mail address of a director, containing the consent and electronically mailed to the electronic mail address where consents are specified to be sent.

ARTICLE V

OFFICERS

A. **Number and Election.** The officers of the Corporation shall be a President, a President-Elect, a Secretary, and a Treasurer. The Board of Directors may also elect an Assistant Secretary and Assistant Treasurer. All officers shall be elected at the Annual Meeting of the Board by a majority of those Board members present including newly elected members, and said officers shall hold office at the pleasure of the Board until the next Annual Meeting and until their successors shall have been elected and qualified. Where a vacancy occurs in an office, it shall be filled by the Board for the unexpired term. The President, President Elect, Secretary, Treasurer and two immediate past Presidents shall be members of the Board of Directors. The remaining officers may or may not be Directors.

B. **President.** The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and Committees at which he or she is present, and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

C. **President Elect.** The President Elect shall be the chief officer in charge of fundraising and development of the Corporation; and shall act as chief executive officer in the absence of the President and, when so acting, shall have all the power and authority of the President. Further, the President Elect shall have such other and further duties as may from time to time be assigned by the Board of Directors.

D. **Secretary.** The Secretary shall record and preserve the minutes of the meeting of the Board of Directors and all committees of the Board, shall be responsible for authenticating records of the Corporation, shall cause notices of special meetings of the Board of Directors and committees to be given to the members thereof, shall serve as the corporation's historian and parliamentarian, and shall perform all other duties incident to the office of the Secretary or as

from time to time directed by the Board of Directors or by the President. The Secretary shall also act as CEO in absence of the President and President Elect.

E. **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds of the Corporation, shall deposit such funds in such bank or banks as the Board of Directors may from time to time determine, and shall make reports to the Board of Directors as requested by the Board. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of the Corporation, that reports of such transactions are presented to the Board of Directors, that all expenditures are presented promptly to the Board of Directors, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment. The Treasurer shall further perform such other duties incident to his or her office and as the Board of Directors or the President may from time to time determine. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

F. **Removal and Resignation.** Any officer may be removed, with or without cause, by the vote of a majority of the entire Board of Directors at any meeting of the Board. Any officer may resign at any time by giving written notice to the Board of Directors, the President or Secretary. Any such resignation or removal shall take effect at the time specified therein; and unless otherwise specified within, the acceptance of a resignation shall not be necessary to make it effective.

ARTICLE VI

GENERAL PROVISIONS

A. **Contracts, Etc., How Executed.** Except as otherwise provided or restricted in these Bylaws, the Board of Directors or Executive Committee may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniary for any purposes or in any statement.

B. **Loans.** No loans shall be contracted on behalf of the Corporation and no negotiable paper shall be issued in its name, unless and except as authorized by the Board of Directors or Executive Committee in accordance with the provisions of these Bylaws. To the extent so authorized, any officer or agent of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company, or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other evidences of indebtedness of the corporation, and when authorized as aforesaid, may pledge, hypothecate or transfer any and all stocks, securities and other personal property at any time held by the Corporation as security for the payment of any and all loans, advances

indebtedness and liabilities of the Corporation, and to that end may endorse, assign and deliver the same.

C. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with such banks, bankers, trust companies or other depositories as the Board of Directors may select or may be selected by any officer or officers, agent or agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors.

D. **Checks, Drafts, etc.** All checks, drafts or other order for the payment of money, notes, acceptances or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors in accordance with the provisions of these Bylaws. Endorsement for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature, by the President, Vice President or Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Directors.

E. **General and Special Bank Accounts.** The Board of Directors from time to time may authorize the opening and keeping of general and special bank accounts with such banks, trust companies or other depositories as the Board of Directors may select and make such rules and regulations with respect thereto, not inconsistent with the provisions of these Bylaws. as they deem expedient.

ARTICLE VII

CONFLICT OF INTEREST

No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or organization in which one or more its Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for that reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or her or their votes are counted for such purposes, if the material facts as to his or her relationship or interest as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith, taking into account the fairness of the contract or transaction, authorizes the contract or transition by the affirmative votes of a majority of the disinterested Directors present.

ARTICLE VIII

INDEMNIFICATION

(A) **Mandatory Indemnification.** The Corporation shall indemnify any Director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director was a party because he or she is or was a Director of the Corporation against reasonable expenses actually incurred by the Director in connection with the proceeding.

(B) Permissive Indemnification.

(1) The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the Request of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent or another Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amount paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or process 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 interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was fully 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 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 reasonable cause to believe that his or her conduct was unlawful.

(2) The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expense, including attorney's fees, and amount 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 to 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 or her 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 indemnification for such expenses which the court shall deem proper.

(3) 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 subsection (1) and (2) of this section, or in defense of any claim, issue or matter therein, he or

she shall be indemnified against expenses, including attorneys fees, actual]y and reasonably incurred by him or her in connection with the action, suitor proceeding.

(4) Any indemnification under subsections (1) and (2) of this section, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he 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 direct, by independent legal counsel in a written opinion.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this section.

(6) The indemnification provided by this section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under Section 537.1 17, Mo, Rev. Stat. 1986, any other provision of law, the Articles of Incorporation of the Corporation or these Bylaws or any agreement, vote of disinterested Directors or 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 administer of such a person.

(7) The Corporation shall have the power to give any further indemnity, in addition to the indemnity authorized or contemplated under other subsections of this section, including subsection (6), to any person who is or was a Director, officer, employee or agent, or to any person who is or was serving at the request of the Corporation as a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, provided such further indemnity is either (i) authorized, director, or provided for in the Articles of Incorporation of the Corporation or any duly adopted amendment thereof or (ii) is authorized, directed, or provided for in these Bylaws or agreement of the Corporation which has been adopted by a vote

of the Board of Directors or the Corporation, and provided further that no such indemnity shall 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.

(8) For the purpose of this section, references to "the Corporation" include all constituent corporations absorbed in a consolidation or merger as well as the resulting or surviving corporation so that any person who is or was a Director, officer, employee or agent of such a constituent corporation or is or was serving at the request of such constituent corporation is a Director, officer, employee or agent of another corporation, partnership, joint venture, trust

or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity.

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

(C) **Insurance.** The Corporation may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee, or agent of the Corporation, or who, while a Director, officer, employee, or agent of the Corporation is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director, officer, employee, or agent, whether or not the Corporation would have power to indemnify the person against the same liability under section (A) or (B) above.

ARTICLE IX

AMENDMENTS

A. **Articles of Incorporation.** The Board may alter, amend, repeal or restate the Articles of Incorporation at any time. Such action may be taken at a regular or special meeting for which written notice shall be given. Such action must be approved by the affirmative vote of at least two-thirds (2/3) of the Board of Directors present and voting.

B. **Bylaws**. The Board may alter, amend, repeal or restate these Bylaws at any time. Such action may be taken at a regular or special meeting for which written notice shall be given. Such action must be approved by the affirmative vote of at least two-thirds (2/3) of the Board of Directors present and voting.