

AMENDED BYLAWS **of** **OPERATION BBQ RELIEF**

ARTICLE ONE

Name

The name of this Corporation, incorporated pursuant to Missouri Law and the Missouri Nonprofit Corporation Act, a nonstock corporation, shall be Operation BBQ Relief. (the “Corporation”).

ARTICLE TWO

Board of Directors

Section 2.1. **Powers and Duties.** All corporate powers and the activities and affairs of the Corporation shall be exercised and managed by or under the direction and control of its governing body, which is herein referred to as the Board of Directors (the “Board”).

Section 2.1(A) Pursuant to the Missouri Nonprofit Corporation Act, the Board shall have a minimum of three (3) directors.

Section 2.2. **Qualifications and Number.** Each director shall be a natural person, but a director need not be a citizen or resident of the United States or a resident of the State of Missouri. The Board shall consist of at least three (3) Directors and not more than eleven (11) Directors. Subject to the preceding sentence, the number of Directors may be increased or decreased from time to time by a two-thirds vote of the Directors then in office, but no decrease shall shorten the term of any Director then in office.

Section 2.3. **No Compensation.** The Directors shall receive no compensation for serving on the Board, but may receive reimbursement for approved expenses that are incurred in performance of voluntary activities in accordance with the Corporation’s policies and the Missouri Nonprofit Corporation Act.

Section 2.4. **Structure of the Board.** The Board shall consist of three (3) classes of Directors, which shall be designated as Class A, Class B, and Class C.

Section 2.5. **Election and Term of Office.** Each Director shall be nominated by a Director and elected by the Board, by majority vote of the Directors then in office. The Directors in each Class shall be as defined herein:

Class A Directors shall hold office for a term of six (6) years.

Class B Directors shall hold office for a term of 3 (3) years.

Class C Directors shall hold office for a term of one (1) year.

Section 2.6. Chairman of the Board. The Board shall elect a Chairman by majority vote at any annual meeting pursuant to this Section 2.6 and these Bylaws. The Chairman must be a Director. The Chairman shall be elected for a three (3) year term and shall continue in office until his or her successor shall have been elected by the Board at an annual meeting either during or after the end of the three (3) year term or until his or her death, resignation, or removal. Except as may otherwise be provided by the Missouri Nonprofit Corporation Act, the Chairman may be removed as Chairman with or without cause by a two-thirds vote of the Directors then in office at a regular meeting or special meeting of the Board, provided, that a statement of the reason or reasons shall have been mailed by registered mail to the Chairman proposed for removal at least sixty (60) days before any final action is taken by the Board. This statement shall be accompanied by a notice of time when, and the place where, the Board is to take action on the removal. The Chairman shall be given an opportunity to be heard on the matter considered by the Board at the time and place mentioned in the notice. Removing a Chairman by such a vote will not remove him as a Director, which must be accomplished separately pursuant to Section 2.7. The Chairman may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the Corporation. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of the Chairman. In case of any vacancy in the office of Chairman, a successor may be elected by the Board to fill the unexpired portion of the term. The Chairman shall preside at all meetings of the Board. The Chairman shall perform all the duties customarily incidental to the office of the Chairman, subject to the direction of the Board, and shall perform such other duties as from time to time may be assigned by the Board.

Section 2.7. Removal. The Board may remove any Director with or without cause as set forth herein:

Class A Directors: can be removed from the Board by a unanimous vote of the Directors (other than the one who is under consideration for removal) then in office at a regular meeting or special meeting of the Board, provided, that a statement of the reason or reasons shall have been mailed by registered mail to the Director proposed for removal at least sixty (60) days before any final action is taken by the Board. This statement shall be accompanied by a notice of time when, and the place where, the Board is to take action on the removal. The Director shall be given an opportunity to be heard on the matter considered by the Board at the time and place mentioned in the notice. The Class A Director being removed shall not have a vote in an election regarding his/her removal from the Board.

Class B & C Directors: can be removed by a two-thirds vote of the Directors then in office at a regular meeting or special meeting of the Board, provided, that a statement of the reason or reasons shall have been mailed by registered mail to the Director proposed for removal at least sixty (60) days before any final action is taken by the Board. This statement shall be accompanied by a notice of time when, and the place where, the Board is to take action on the removal. The Director shall be given an opportunity to be heard on the matter considered by the Board at the time and place mentioned in the notice. The Class B or Class C Director being removed shall have a vote in an election regarding his/her removal.

Section 2.8. **Resignation.** Any Director may resign from the Board at any time by delivering written notice of resignation to the Board and either the President or Chairman. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the Corporation. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 2.9. **Vacancies and Newly Created Directorships.** Any newly created Directorships and any vacancies on the Board, arising at any time and from any cause, may be filled by the Board pursuant to these Bylaws for the remainder of the unexpired term of the outgoing Director, in the case of a vacancy. In the case of a newly created Class B or Class C directorship, the elected Director will serve for a term of three or one years, respectively, as laid out in Section 2.5 of these Bylaws. The Board may not create any new Class A Directorships. The Board may take action pursuant to this Section at any meeting of the Board.

Section 2.10 **Establishment of Advisory Boards and Board Committees.** The Board may establish one or more Advisory Boards or Advisory Committees, from time to time, as it may deem necessary or appropriate. Each committee shall only have and exercise the authority granted to it by the Board of Directors; provided, however, that the designation of a committee and the delegation of authority to it shall not operate to relieve that Board of Directors, or any individual Board member, of any responsibility imposed on it or him/her by law.

Section 2.11 **Size, Duration, Composition and Responsibilities of Advisory Boards and Committees.** The size, duration, composition, and responsibilities of such Advisory Boards and Advisory Committees shall be established by the Board. A committee member may be removed or discharged at any time, with or without cause, by the vote of a majority of the Directors. Upon a vacancy on an Advisory Board or Advisory Committee for any reason, the Board may choose a successor who shall replace such member or the Board may defer the appointment of another member until a successor is appointed by the Board. Notwithstanding anything contained herein to the contrary, an Advisory Board or Advisory Committee may not: (a) authorize distributions or payments to Directors, Officers, agents or employees; (b) approve the dissolution or merger of the Corporation, or the sale, pledge or transfer of all or substantially all of the Corporation's assets or recommend to the Board that the Corporation be dissolved, merge, sell, pledge or transfer of all or substantially all of the assets of the Corporation; (c) elect, appoint or remove Directors or fill vacancies on the Board or on any Advisory Board or Advisory Committee; or (d) adopt, amend or repeal the Articles of Incorporation or these Bylaws.

ARTICLE THREE

Members

The Corporation will have no Members, pursuant to and in accordance with the Missouri Nonprofit Corporation Act.

ARTICLE FOUR

Meetings

Section 4.1. **Meetings.** Meetings of the Board may be held at any place (within or outside of the State of Missouri) as the Board may from time to time fix. The annual meeting of the Board shall be held in the final quarter of each fiscal year at a date, time, and place fixed by the Board. The Board shall receive an annual report at the annual meeting. In addition to the annual meeting, there shall be at least three (3) other regular meetings of the Board per year as set by the Board at the previous annual meeting of the Board. Special meetings of the Board may be called by the twenty five percent (25%) of the Directors, the Chairman, the President, or the Secretary, and in each case the meeting shall be held at such time and place as shall be fixed by the person or persons calling the meeting. Each meeting of the Board shall be presided over by the Chairman, or in his absence, by the person designated in writing by the Chairman, or, if no such person is present, then by a person designated by the members of the Board present at the meeting.

Section 4.2. **Notice of Meetings.** Regular meetings may be held without notice of the time and place if such meetings are fixed by the Board at the previous annual meeting of the Board. Notice of the time and place of the any meeting not fixed by the Board, which notice shall be accompanied by a written description of the purpose or purposes thereof shall be delivered to each Director by email, facsimile, or mail at least five (5) business days before such meeting. To discuss matters requiring prompt action, notice of special meetings may be sent to each Director by email, facsimile, or telephone, or given personally, no less than forty-eight (48) hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight (48) hours. Any Director may waive notice of any meeting (in advance or subsequently) by submitting a written waiver of notice signed by such Director. The attendance of a Director at any meeting also 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.

Section 4.3. **Quorum.** The quorum shall be a majority of the Directors, but never less than the greater of (i) one third of the number of Directors or (ii) three (3) Directors. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

Section 4.4. **Voting.** Except as otherwise provided by these Bylaws, at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors present at the time of the vote shall be the act of the Board. Each Director present at any meeting of the Board at which a quorum is present shall be entitled to one vote. The quorum and voting provisions set forth in these Bylaws (whether in this Section 4.4 or in another provision herein) shall not be construed as conflicting with any provisions of the Missouri Nonprofit Corporation Act or other applicable law.

Section 4.5. **Action without a Meeting.** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all Directors of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. For purposes of this Section 4.5, emails shall constitute "writings," and the Directors' or committee members' consent may be expressed in counterparts that, taken together, shall constitute a single

written consent. Any action by unanimous written consent shall have the same force and effect as a unanimous vote of the Directors and shall be filed with the minutes of the proceedings of the Board or committee.

Section 4.6. **Participation by Conference or Video Call.** Any member or members of the Board, or of any committee designated by the Board, may participate in a meeting of the Board, or any such committee, as the case may be, by means of conference telephone, Skype, FaceTime, or any similarly effective communications equipment, so long as such means of communications permits all persons participating in the meeting to hear each other and be heard.

ARTICLE FIVE

Officers, Employees and Agents

Section 5.1. **Number and Qualifications.** The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and any such other Officers, if any, as the Board may from time to time appoint or hire. One person may hold more than one office in the Corporation, except that no one person may hold the offices of President and Secretary simultaneously. All Officers may, but need not, be Directors. No instrument(s) required to be signed by more than one Director or Officer, may be signed by one person in more than one capacity.

Section 5.2. **Election and Term of Office.** The Officers of the Corporation shall be elected at the annual meeting of the Board, and each shall continue in office until his or her successor shall have been elected or until his or her death, resignation, or removal.

Section 5.3. **Removal.** Any Officer of the Corporation may be removed with or without cause by a majority vote of the Directors then in office.

Section 5.4. **Resignation.** Any Officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the Board, the Chairman or the President. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of an Officer.

Section 5.5. **Vacancies.** In case of any vacancy in any office, the Board may elect a successor to fill the office or may delegate the duties to another officer or a Director until a successor is elected at the next annual meeting of the Board.

Section 5.6. Powers and Duties.

(a) **President:** The President shall have general supervision of the affairs of the Corporation and shall keep the Board fully informed about the activities of the Corporation. He or she has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President (or any other Officer designated by the Board) shall have the power to execute and file on behalf of the Corporation all tax returns and all documents needed to obtain and maintain an exemption from any federal, state or local taxes, including, but not limited

to, Internal Revenue Service Forms 1023, SS-4, 990 and 2848 and to cause to be paid all fees and expenses incident thereto. The President shall perform all the duties customarily incidental to the office of the President, subject to the direction of the Board, and shall perform such other duties as from time to time may be assigned by the Board.

(b) **Secretary:** The Secretary shall prepare or cause to be prepared and keep the minutes of all meetings and actions in writing of the Board and any committees thereof. He or she shall be responsible for the giving and serving of all notices of the Corporation and shall perform all the duties customarily incidental to the office of the Secretary, subject to the direction of the Board, and shall perform such other duties as shall from time to time be assigned by the Board.

(c) **Treasurer/Chief Financial Officer:** The Treasurer/CFO shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. The Treasurer shall perform all the duties customarily incidental to the office of the Treasurer, subject to the direction of the Board, and shall perform such other duties as shall from time to time be assigned by the Board.

Section 5.7. **Compensation.** Nothing contained herein prohibits an individual from serving as a member of the Board or an Officer while at the same time holding a position as an employee or consultant. Any Officer or employee, including Officers or employees who are Directors, may receive a reasonable salary or other reasonable compensation for services rendered to the Corporation as an employee or agent when authorized by the Board.

ARTICLE SIX

Contracts, Checks, Bank Accounts And Investments

Section 6.1. **Checks, Notes and Contracts.** The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments. The President and Treasurer/CFO shall always have this power subject to the direction of the Board, and shall perform such other duties as shall from time to time be assigned by the Board.

Section 6.2. **Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

ARTICLE SEVEN

Books

There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Amended Bylaws, and all minutes of meetings of the Board or any committee of the Board. A identical copy of the aforementioned Books shall be saved and available on the Corporation's shared document service, to the extent reasonable.

ARTICLE EIGHT

Fiscal Year

The fiscal year of the Corporation shall be January 1 – December 31.

ARTICLE NINE

Indemnification and Insurance

Section 9.1. **Indemnification.** Every present and former Director or Officer of the Corporation shall be indemnified and held harmless by the Corporation to the fullest extent permitted by law against all expenses, liabilities, and losses, including counsel fees, reasonably incurred or imposed upon such present or former Director or Officer in connection with any threatened, pending, or completed action, suit, or proceeding to which he or she may become involved by reason of his or her being or having been a Director or Officer of the Corporation, or any settlement thereof. Subject to the provisions of the Missouri Nonprofit Corporation Act, the right to indemnification shall include the right to be paid by the Corporation the expenses (including attorneys' fees) incurred in defending any such action, suit, or proceeding in advance of final disposition. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which such present or former Director or Officer is entitled.

Section 9.2. **Insurance.** The Corporation shall have the power to purchase and maintain all insurance policies deemed to be in the best interest of the Corporation including insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors or Officers pursuant to Section 9.1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 9.1 above.

ARTICLE TEN

Amendments

Pursuant to Article 4 of these Bylaws specifically and the totality of the Bylaws more generally, and in compliance with the Missouri Nonprofit Corporation Act, these Bylaws may be amended or repealed by a two-thirds vote of the Directors then in office at any Board meeting or by unanimous vote of all the Directors then in office without a Board Meeting as evidenced by their signature and/or vote.

ARTICLE ELEVEN

Articles of Incorporation

In the event of a conflict between the Articles of Incorporation and the Bylaws, the Bylaws shall govern.

ARTICLE TWELVE

Miscellaneous

Section 12.1. **Number and Pronouns.** Wherever from the context it appears appropriate, each term stated in either the singular or the plural shall include the singular and the plural, and pronouns shall include the masculine and feminine.

Section 12.2. **Titles and Headings.** Titles and headings contained in these Bylaws are inserted only as a matter of convenience and in no way define, limit, or extend the scope or intent of these Bylaws or any provision hereof.

Section 12.3 **Statement of Totality.** These Amended bylaws are the sole bylaws governing the Corporation. Any previously adopted or enacted bylaws are hereby revoked and voided by this statement. In any situation where these Amended Bylaws do not apply, the Missouri Nonprofit Corporation Act shall govern the Corporation

Section 12.4. **Limitations.** 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 any political campaign on behalf of or in opposition of any candidate for a public office. The net earnings of the Corporation will be devoted exclusively to the charitable, educational and scientific purposes of the Corporation and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its, supporters, Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make disbursements and distributions in furtherance of the purposes set forth herein. No member of the Corporation shall benefit financially from the dissolution of the Corporation. Upon dissolution of the Corporation, the Board shall, after paying or making a provision for the payment of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation exclusively for one or more of the exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue Law) or shall be distributed to such organization or organizations which are organized and at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

December 10, 2020

These amended bylaws have been approved and adopted by the Corporation's Board of Directors at its properly noticed and regularly scheduled fourth quarter meeting, on December 10, 2020, by a unanimous vote of all of the Directors of Operation BBQ Relief. As evidence of the adoption of the Amended Bylaws by the Board of Directors of the Corporation, the Secretary affixes his signature below:

David P. Rosen, Esq.
Secretary, Operation BBQ Relief


