



PrideSTL

AMENDED AND RESTATED BY-LAWS OF PRIDE ST. LOUIS

ARTICLE I

NAME AND PURPOSE

SECTION 1.1 NAME

The name of the corporation is Pride St. Louis, Inc. (the “Corporation”). Aliases under which the business of the Corporation may be done include Pride St. Louis, PrideSTL, and PSTL.

SECTION 1.2 PURPOSE

The purposes of the Corporation will be those not-for-profit purposes set out in the Articles of Incorporation of the Corporation, as they shall be amended from time to time. Furthermore, the Corporation will have and exercise all rights and powers allowed by Missouri law and/or the IRS Code of 1986 as a 501(c)(3) not-for-profit organization including:

- To educate the general public of and raise awareness for the presence of lesbian, gay, bisexual, transgender, queer, questioning, intersex, and asexual individuals in their communities;
- To foster an understanding and tolerance of such individuals so as to eliminate prejudice, discrimination, and defend human civil rights;
- To sponsor and promote educational programs and events, including an annual pride festival (hereafter referred to as “PrideFest”);
- To foster such understanding and celebrate the diversity within communities so as to ultimately achieve unity and harmony;

- To receive gifts and grants, and to use such gifts and grants for its proper purposes, or to make distributors thereof for purposes and activities that qualify as exempt under Section 501(c)(3) of the Code.

Nothing herein shall be construed to give the Corporation any purpose that is not permitted under Section 501(c)(3) of the Internal Revenue Code or under Missouri law.

SECTION 1.3 NON-PROFIT STATUS

The Corporation shall be operated exclusively for charitable, educational, and cultural purposes. It is intended that the Corporation shall be of the character described in Section 501(c)(3) of the Internal Revenue Code of the United States, or any superseding federal statute, and the Missouri Nonprofit Corporation Act (the “Act”), and the regulations thereunder. No part of the earnings or assets of the Corporation shall inure to the benefit of individuals having a personal or private interest in the activities of the Corporation.

SECTION 1.4 NOTICE OF NON-DISCRIMINATION

Board membership and participation in the Corporation shall not be denied on the basis of race, sex, gender identity, color, creed, religion, national origin, citizenship, ancestry, disability, marital status, age, sexual orientation, or gender expression.

ARTICLE II

OFFICE AND RECORDS

SECTION 2.1 REGISTERED OFFICE AND AGENT

The location of the registered office and the name of the registered agent of the Corporation in the State of Missouri shall be determined from time to time by the Board of Directors and filed in the appropriate office of the State of Missouri pursuant to applicable provisions.

SECTION 2.2 CORPORATE OFFICE

The Corporation shall have and continuously maintain in the State of Missouri a registered office and a registered agent whose office is identical with such registered office, as required by the Act. The registered office may be, but need not be identical to the principal office of the Corporation in the State of Missouri. The Board of Directors may change its registered office or

its registered agent or both, from time to time, by filing the proper statement in the Office of the Secretary of State, as required by the Act.

SECTION 2.3 RECORDS

The Corporation shall keep at its registered office or principal place of business in Missouri original or duplicate books in which shall be recorded the amount of its assets and liabilities, the names and places of residence of its officers, and such other or additional records, statements, lists, and information as may be required by law and as directed by the Corporation.

ARTICLE III

BOARD OF DIRECTORS

SECTION 3.1 GENERAL POWERS

The Board of Directors (“Board”) shall control and manage the business and property of the Corporation. The Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law, the Article of Incorporation, or elsewhere in these By-Laws, required to be exercised or done by some particular officer of the Corporation.

SECTION 3.1.1 PERSONAL LIABILITY

Board members shall not be personally liable to creditors of the Corporation for any indebtedness or liability incurred by the Corporation.

SECTION 3.2 NUMBER OF MEMBERS

The Board shall consist of a minimum of eleven (11) individuals. The number of individuals constituting the Board may be increased or decreased by amendment to this Section, provided that such number shall always be at least three (3).

SECTION 3.3 NOMINATIONS FOR BOARD POSITIONS

A Board Member may nominate any individual for a Board position, including themselves. Candidates may be nominated by voice. Nominations are not necessary to ensure eligibility for election to the Board.

SECTION 3.4 ELECTION OF BOARD MEMBERS

The Directors of the Corporation shall be chosen by the Board of Pride St. Louis. At all times at least one (1) member of the Board shall be the Director of the Corporation. Board member elections shall take place during the last Board meeting each fiscal year from among the Board of Directors by a majority of the Board of Directors serving at that time.

SECTION 3.5 STAGGERED TERMS & ELECTIONS

Directors are to be elected in staggered two (2) year terms so as to maintain continuity and effective transition of leadership. The terms and the directors on each term shall be recorded by the Board Development Committee.

SECTION 3.6 ORDER OF SUCCESSION

Succession of power shall alternate between the two classes beginning with President, Vice President, Secretary, Treasurer, and so on.

SECTION 3.7 TERMS OF OFFICE

Each Director, unless removed, resigned, disqualified, unable, unwilling, or otherwise separated from office, shall hold office for a term of two (2) years until their successor has been elected and qualified. Each Director may serve a maximum of six consecutive (6) years or three consecutive terms on the Board; election to an executive position extends this maximum to eight (8) consecutive years. Upon the resignation or completion of the term(s) of the President, a one-year term may be established under the non-voting position of "Former President" in order to aid the new President of the Board in their transition.

Two equal classes of staggered two-year terms of service on the Board shall be established for the purposes of staggering the terms of Officers and Directors.

The term of each Director or Officer begins on September 1 of a fiscal year upon election, and ends on August 31 of a fiscal year upon completion of their terms, unless otherwise removed, resigned, disqualified, unable, or unwilling to remain.

SECTION 3.8 PERIOD OF TRANSITION

During the period of transition from the election to the start of the new term all records, assets, and pertinent history of the respective positions shall be provided to the new Board members in order to provide a smooth transition.

SECTION 3.9 TERMINATION

Any Director may be terminated for cause by a two-thirds vote of the Board. Cause for termination shall include, but not be limited to: a material and serious violation of these By-Laws, a material and serious violation of state or federal law, or failure, refusal, and/or inability to perform the duties of a Director.

No termination of a Director shall occur without adequate notice given to the Director and an opportunity to be heard by the full Board. A meeting notice called for the purpose of removing a Director shall state that the purpose, or one of the purposes, of the meeting is to remove one or more Directors.

Finally, an Officer or Director may be removed when one or more of the following conditions shall have occurred:

- A. Conviction for a criminal offense or felony regarding matters of theft and/or financial integrity;
- B. Conviction for a criminal offense or felony not regarding matters of theft and/or financial integrity, provided that the Board shall have the option to override such removal or restriction by a two-thirds vote of those present and voting within thirty (30) days of Board notification of said conviction;
- C. A judgment of the Board, as reflected by a majority vote of those present and voting, that an Officer or Director shall have committed any act of fraud or dishonesty relating to the discharge of their office;
- D. A judgment of the Board, as reflected by a two-thirds (2/3) vote of those present and voting, that an Officer or Director shall have acted contrary to the aims and objectives of the Organization, has brought the Organization into disrepute, or substantially failed to discharge the duties of their office;
- E. When an Officer or Director has not attended a minimum of 75% of regular meetings;
- F. When an Officer or Director has not attended PrideFest;
- G. When an Officer or Director has not attended at least two (2) of the three (3) following events: Pride Month Kick-Off Event, V.I.P. Kick-Off Event, and/or a town hall meeting;
- H. When an Officer has not attended at least two (2) of the following five (5) events: Pride Idol (one week), Royalty Pageant, Metro East Pride (MEPSI), Pride St. Charles, St. Louis Black Pride;
- I. When an Officer or Director has not satisfied the minimum annual Diversity Training requirements as established by Resolution of the Board. The Diversity Training must be no less than one (1) hour and acceptable proof, including but not limited to a certificate of completion or materials from the course, must be provided to the Director of Organizational Development to be kept in the organization's official records.

SECTION 3.10 RESIGNATION

A Director may resign at any time by delivering notice in writing or by electronic mail to the Board, the President, or the Secretary. The resignation will become effective upon delivery of the notice unless the notice specifies a later effective date.

SECTION 3.11 VACANCIES

Any vacancy occurring in the Board, including a vacancy resulting from an increase in the number of Directors shall be filled by the Board. If the Directors remaining in office constitute less than a quorum of the board, the Directors may fill the vacancy by the affirmative vote of a majority of the Directors remaining in office.

Directors or Officers elected mid-term to fill a vacancy shall begin their term of office at the close of the meeting in which they were elected.

SECTION 3.12 COMPENSATION & REIMBURSEMENT

No Director shall be entitled to compensation for their services as a Director, including attendance at any meeting of the Board or of any Committee thereof. Notwithstanding the forgoing, a Director may be compensated for non-Director duties performed for the corporation.

SECTION 3.13 MEETINGS

SECTION 3.13.1 REGULAR MEETINGS

The Board shall hold monthly meetings during the year at any agreed upon time and place designated without notice thereof to the Directors.

Based on the availability of applicable Officers and Directors, this date and time may be changed by a majority vote.

SECTION 3.13.2 SPECIAL MEETINGS

Special meetings of the Board may be called by the President or at least forty (40) percent of the Directors in office upon delivery to each Director either in person or by mail, postage prepaid and addressed, by telephone, or by electronic mail to such Director at the

Director's mailing address, telephone number, or electronic e-mail address as it appears on the records of the Corporation, of not less than two (2) days' notice of the date, time, place, and purpose of the meeting.

SECTION 3.13.3 ANNUAL MEETING

The Board shall hold an annual meeting on the second Monday of August at a time and location as is selected by the President and included in the notice of the meeting to be sent to all Directors and the community.

SECTION 3.13.4 PLACE OF MEETINGS

The Board shall hold its meeting at the principal office of the Corporation or at such other place within or without the State of Missouri as it may from time to time determine. Directors may participate in a meeting of the Board through the use of any means of communication which all Directors participating may simultaneously hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

SECTION 3.14 WAIVER

A Director may waive any notice required by law, the Articles of Incorporation or these By-Laws at any time by providing waiver in writing or by electronic mail to be filed with the minutes of corporate records. A Director's attendance at or participation in a meeting waives any notice required by law, the Articles of Incorporation or the By-Laws unless the Director, upon arriving at the meeting or prior to the vote on a matter not properly noticed, objects to lack of notice and does not vote for or assent to the objected action.

SECTION 3.15 QUORUM; ACT OF THE BOARD

Except as otherwise provided by law, the Articles of Incorporation, or by the By-Laws, a majority of the Directors in office immediately before commencement of the meeting shall constitute a quorum for the transaction of business, and 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. In the absence of a quorum, a majority of the Directors present at a meeting, or the Director, if there be only one present, or the Secretary if there be no Director present, may adjourn the meeting to a different time (not to exceed thirty [30] days) and/or place, until a quorum be had. No notice other than announcement at the meeting need be given of the time and/or place of such adjourned meeting.

SECTION 3.16 ACTIONS BY THE BOARD WITHOUT A MEETING

As necessity requires, any action required or permitted to be taken at a meeting of the Board may be taken without a meeting in writing or by electronic mail, granted that such actions are of **unanimous consent**, pursuant to *Missouri Revised Statute 351.273* (L. 1965 p. 532). Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting in writing or by electronic mail. Such consent(s) shall be filed with the records of the Corporation. Signatures, whether in writing or some other form, may be obtained by counterpart.

These consents shall have the same force and effect as a vote of the Directors at a meeting duly held and may be stated as such in any certificate or document filed pursuant to the provisions of Missouri law. These actions shall be recorded in the minutes of the next official board meeting.

SECTION 3.17 CONFLICT OF INTEREST

Any transaction in which a non-compensated Director of this Corporation has a material interest shall be approved in advance by the vote of a majority of Directors on the Board (or a Committee thereof) who have no direct or indirect interest in the transaction, provided the transaction may not be approved by a single Director.

The Directors may only approve the transaction if:

- (a) The material facts of the transaction and the Director's interest are disclosed to the Board (or to a Committee thereof), and;
- (b) The Directors in good faith reasonably believe that the transaction is not unfair to the Corporation.

If a majority of the Directors who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of approving the conflict of interest transaction. The presence of, or a vote cast by, a Director with material interest in the transaction does not affect the validity of any action taken under this Section if the transaction is otherwise approved as provided for in this Section.

A conflict of interest transaction is not voidable and cannot serve as the basis for imposing liability on a non-compensated Director if the transaction was not unfair to the Corporation at the time it was entered into or is approved as provided in this Section or as otherwise permitted by law.

In no event shall any person or other entity dealing with the Directors or Officers be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction or other action.

SECTION 3.18 DIRECTOR OF COMPLIANCE

The Director of Compliance shall have the power to monitor and enforce contracts, financial and fiscal records, conflict of interest disclosures, human resources documents and complaints, and the Rules of Order as dictated in Article IX of these By-Laws. The Director of Compliance shall, upon confirmation by the President of the Board, serve as a non-voting member of the Executive Committee in order to apprise to the Officers necessary information regarding matters of compliance, as determined by the Board of Directors. To alleviate any possible conflict of interests, the Director of Compliance shall serve in a tertiary judicial category, outside of the classes of “Executive Officer” and general “Director”, and shall have the authority to enforce all contracts and agreements, both internal and external, pertaining to both the Board of Directors as well as the Executive Officers of the corporation.

ARTICLE IV

OFFICERS OF THE CORPORATION

SECTION 4.1 OFFICERS

The officers of the Board shall be a President, a Vice President, a Secretary, a Treasurer (the “Officers”) and such other officers as the Board shall from time to time determine are necessary. Each Officer shall have such authority and perform such duties as provided in the By-Laws or as the Board from time to time may determine.

SECTION 4.2 APPOINTMENT, TERM, ELECTION, AND QUALIFICATION

The Officers of the Corporation shall be elected for a period of two (2) years, unless elected outside of the election schedule detailed in Section 3.5.

Each Officer of the Corporation shall hold their office for the term for which they were elected, or until they resign, die, or are removed from the Board, whichever occurs first.

SECTION 4.3 PRESIDENT

The President shall be the Chief Executive Officer of the Corporation. The President, or next ranking officer in their absence, or another member in good standing appointed by the President, shall preside at all meetings of the Corporation and or Board.

The President shall have general and active management of the activities of the Corporation and shall carry into effect all directions and resolutions of the Board.

The President shall, unless the Board otherwise provides, be an ex-officio member of all subcommittees. They shall have other duties as may be prescribed elsewhere in these By-Laws or from time to time by the Board.

SECTION 4.4 VICE PRESIDENT

The Vice President shall, when the President is absent, disabled, or unable to execute or perform the duties and exercise the powers of the President, unless otherwise prescribed herein, and shall perform other duties as the Board shall from time to time prescribe which include, but are not limited to corporate sponsorship.

SECTION 4.5 SECRETARY

The Secretary shall attend all sessions of the Board and all meetings of the Board, and shall record, or cause to be recorded, all votes taken and the minutes of all proceedings in a book of the Corporation to be kept for that purpose. The Secretary shall require all reports, budgets, proposals, etc. of each Officer and Director to be submitted in writing for inclusion to the minutes.

The Secretary shall have the principal responsibility or cause for giving notice of all meetings of the Corporation members and of the Board, but their duty shall not lessen the authority of others to give such notice as authorized elsewhere in the By-Laws. The Secretary shall maintain all books, records, lists, information and duplicates that must be maintained at the registered or other office of the Corporation in Missouri or elsewhere. The Secretary shall perform other duties and have other authority as directed by the President. The Secretary shall have the general duties, powers and responsibilities of a secretary of a corporation.

SECTION 4.6 TREASURER

The Treasurer shall have the principal responsibility for maintaining the financial and accounting records of the Corporation. The Treasurer shall have the responsibility for the preparation of the yearly annual report of the Corporation for its annual meeting and other financial reports as the Corporation may require. The Treasurer shall perform other duties and have other authority as may be prescribed elsewhere in these By-Laws, by the Corporation, or by the President under whose direct supervision they shall work. The Treasurer shall have the general duties, powers and responsibilities of a treasurer of a corporation.

SECTION 4.6.1 BONDS

If required by the Board, the Treasurer shall provide the Corporation a bond, at the Corporation's expense, in a sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of their office and for the restoration to the Corporation, in the case of their death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in their possession or under their control that belongs to the Corporation.

SECTION 4.6.2 STABILITY FUND

The Treasurer shall be responsible for maintaining a Stability Fund separate from the ordinary corporate funds.

Use of the Stability Fund shall be limited to extraordinary expenses incurred as a result of a catastrophic condition. A catastrophic condition shall be defined on a per issue basis by the Board. It shall be the result of a condition beyond the control of the Corporation, which results in an inability to meet the payment obligations within a reasonable amount of time, and after other resources have been exhausted.

The Stability Fund shall be funded through a ten percent transfer from the net profits of all Pride Corporation events, benefits, and membership, if applicable. Other deposits may be made from the general funds by a majority vote of the Board with the stipulation that the deposits would be subject to the conditions of the Stability Fund, subject to any restriction placed by federal or state laws.

All funds shall be invested in interest bearing instruments as deemed appropriate by the Officers.

Expenditures of the Stability Fund shall be at the recommendation of the Board of Directors. All recommendations shall require a three-fourths approval of the sitting members of the Board.

SECTION 4.7 DELEGATION OF FUNCTIONS

If any Board Officer of the Corporation is absent or unable to act, or for any other reason that the Board may deem sufficient, the Board of Directors may delegate, for the time being, some or all

of the functions, duties, powers and responsibilities of any Board Officer to any other member of the Board.

SECTION 4.8 POWER TO ENTER INTO CONTRACTS SUBJECT TO BOARD APPROVAL

A Director is empowered to enter into contracts and execute other legal documents on behalf of the Corporation, subject to approval or ratification by the Board of Directors.

SECTION 4.9 RESIGNATION OF OFFICERS

An Officer may resign at any time by delivering notice in writing or by electronic mail to the Board, the President, or the Secretary. The resignation will become effective upon delivery of the notice unless the notice specifies a later effective date.

Resignation as an Officer does not constitute resignation from the Board.

ARTICLE V **COMMITTEES**

SECTION 5.1 COMMITTEES

The Corporation may have Committees consisting of one or more Directors appointed by a majority of all the Directors in office. Such committees shall have such purposes and such powers as the Board may confer, subject to the limitations described in Section 5.2 below. Subject to 5.2 below, the Board shall have the power at any time to expand or limit the authority of, dissolve, fill vacancies in, or change the membership of any such Committee.

SECTION 5.2 LIMITED AUTHORITY OF COMMITTEES

The Board may not delegate to any Committee the authority to:

- (a) Authorize distributions to Directors, officers, agents, or employees except in exchange for value received;
- (b) Approve or recommend the dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporations assets;

(c) Elect, appoint or remove Directors or fill vacancies on the Board or on any of its Committees; or,

(d) Adopt, amend or repeal the Corporation's Articles of Incorporation or By-Laws. The duties and powers of each committee shall be set out by the Board of Directors.

SECTION 5.3 MEETINGS OF COMMITTEES

Committees may provide for regular meetings to be held with or without notice at such time and place as the Committee may fix from time to time. Special meetings of Committees may be called by the chair of such committee or twenty (20) percent of the members of such Committee upon delivery to each Committee member, either in person, by telephone, by electronic mail or by mail, postage prepaid and addressed to such Committee member of no less than two (2) days' notice of the date, time, place and purpose of the meeting. Upon request by any member, the Secretary shall give the required notice calling the meeting. Each Committee must keep a record of its proceedings, and shall regularly present such records to the Secretary of the Board.

SECTION 5.4 ACTIONS OF COMMITTEES

Any action that is required to be or may be taken at a meeting of any Committee established by the Board may be taken without a meeting if all members of the Committee consent in writing, or electronic mail. The consent(s) shall have the same force and effect as a unanimous vote of the Committee at a meeting duly held and may be stated as such in any certificate or document filed pursuant to the provisions of Missouri law. The Secretary shall file the consent(s) with the minute of the meeting of the Committee.

SECTION 5.4.1 QUORUM OF A COMMITTEE

Unless otherwise provided by the Board, a majority of the members of any Committee shall constitute a quorum, and the acts of a majority of the member present at a meeting of any Committee at which a quorum is present shall be the act of such Committee.

ARTICLE VI

AMENDMENTS

SECTION 6.1 AMENDMENTS

These By-Laws may be amended by a two-thirds vote of all members present at any regular meeting or any special meeting called expressly for that purpose, provided quorum is assembled.

The proposed amendment(s) must be submitted in writing, physical or electronic, not less than one week prior for their consideration.

The proposed amendment(s) shall become effective at the close of the meeting at which they were approved, unless otherwise specified.

ARTICLE VII

CORPORATE DOCUMENTS & ASSETS

SECTION 7.1 CORPORATE SEAL/LOGO

By determination of the board, the corporate seal and logo is the proprietary graphic located on the upper left-hand side of each page of this document. This logo supersedes and replaces all previous seals and logos.

SECTION 7.2 USE OF FUNDS AND PROPERTY

All funds and properties belonging to this Corporation shall be applied for the purposes for which this Corporation is formed as specified in its Articles of Incorporation.

SECTION 7.3 ACCEPTANCE OR REJECTIONS OF GIFTS

The Board may accept or reject on behalf of the Corporation any money, securities, real or personal property, or any other property, or any services, offered to the Corporation by any person, corporation, or other organization, or by any federal, state or other governmental authority or agency, for any general or specific purposes.

SECTION 7.4 EXECUTION OF INSTRUMENTS



All checks, promissory notes, contracts or other instruments to be signed by the Corporation shall be signed by such Officer or Officers as the Board may from time to time direct; provided, however, that in the absence of any such designation, such instruments may be signed on behalf of the Corporation by two Officers.

SECTION 7.5 PROHIBITIONS

No Officer, Director, or other member of this Corporation shall take or cause to take any action or activity by or on behalf of the Corporation that is prohibited by the Articles of Incorporation, these Bylaws, applicable sections of the Internal Revenue Code, or Federal, State, or Local Law.

SECTION 7.6 SEVERABILITY

If any word, clause, or provision of these By-Laws shall, for any reason, be determined to be invalid or ineffective, the provisions hereof shall not otherwise be affected thereby but shall remain in full force.

SECTION 7.7 BOOKS AND RECORDS

SECTION 7.7.1 PERMANENT RECORDS

The Corporation shall maintain as permanent records/minutes of all meeting of its Board of Directors and committees of the Board of Directors and records of any actions taken by them without a meeting.

SECTION 7.7.2 OTHER RECORDS

The Corporation shall maintain at its principal office a copy of:

- (a) The Corporation's current Articles of Incorporation and By-Laws, including all amendments;
- (b) Board resolutions;
- (c) A list of the names and addresses of the Corporation's current Directors and Officers;
- (d) The Corporation's most recent annual report filed with the Secretary of State, and;

- (e) Appropriate financial statements of the Corporation's income and expenses and other appropriate accounting records.
- (f) These records shall be maintained either in written form or a form capable of conversion into written form within a reasonable period of time.

SECTION 7.7.3 INSPECTION OF RECORDS

The Corporation shall permit the Directors to inspect the Corporation's record to the extent permitted by law.

SECTION 7.7.4 INSPECTION PROCEDURE

A Director and his or her attorney or agent requesting inspection of the Corporation's records must

- (a) Give the Corporation written notice at least five (5) business days prior to the desired inspection;
- (b) Describe with reasonable particularity the purpose and the records the individual desires to inspect, and;
- (c) Demonstrate a direct connection between the purpose for inspection and the requested records.

SECTION 7.7.5 REQUEST OF FINANCIAL STATEMENTS

Members from the general public may request in writing a copy of the Corporation's financial statements. The request must:

- (a) Give the Corporation written notice at least five (5) business days from postmark prior to the desired inspection;
- (b) Describe with reasonable particularity the purpose and the records the individual desires to inspect, and;
- (c) Demonstrate a direct connection between the purpose for inspection and the requested records.
- (d) The Corporation may charge a fee for the reasonable cost of labor and materials necessary to comply with the request.

- (1) If charged, this fee shall be no greater than the cost incurred to the Corporation to produce the records, such as costs for obtaining, printing, and/or other administrative costs.

SECTION 7.8 PROHIBITION AGAINST MAKING LOANS

The Corporation shall make no loans to any Officers, Directors, Members, or other persons associated with the Corporation.

ARTICLE VIII

BUDGETS AND SPECIAL ACCOUNTS

SECTION 8.1 BUDGET SUBMITTAL TO COMMITTEE BY TREASURER

The Treasurer shall submit a budget for the ensuing fiscal year to an appropriate committee as determined by the Board of Directors at such time and in such form as the committee shall determine. The Treasurer may, also, when necessary, submit supplemental budgets to such committee.

SECTION 8.2 BUDGET SUBMITTAL TO BOARD BY COMMITTEE.

The committee that receives the budget from the Treasurer pursuant to Section 8.1 above shall promptly consider and deliver any budget submitted to it by the Treasurer to the Board together with any recommendations it may have for rejecting, amending, or approving the budget.

SECTION 8.3 ADOPTION OF BUDGET AND AMENDMENT BY BOARD OF DIRECTORS

The Board shall adopt an annual budget for each fiscal year and such supplemental budgets as it shall find necessary. The Board may amend such budget but the amendment shall have only prospective effect and not affect any commitments or expenditures already made pursuant to the budget.

SECTION 8.4 OBLIGATION OF FUNDS

All funds of the Corporation shall be obligated and spent according to budgets approved by the Board of Directors.

SECTION 8.5 SPECIAL ACCOUNTS

An appropriate committee may establish a special account on the books of the Corporation for a specific purpose within the general purposes of the Corporation. Donations and other income received for such a purpose shall be added to the special account. Amounts from such accounts may be expended for the purpose stated without budgetary authorization and deducted from the special account.

ARTICLE IX

RULES OF ORDER

SECTION 9.1 RULES OF ORDER

All meetings of the Board of Directors and meetings of committees shall be conducted according to the most recent version of "ROBERT'S RULES OF ORDER" unless otherwise requested and agreed upon by a two-thirds majority vote of those in attendance.

ARTICLE X

SUPERSEDE PRIOR BY-LAWS

SECTION 10.1 SUPERSEDE PRIOR BY-LAWS

These By-Laws supersede all previous By-Laws adopted by the Corporation.

CERTIFICATION

I certify that: 1) I am the Secretary of Pride St. Louis, Inc.; 2) I was such Secretary on the date stated below in part (3) of this certification; and 3) the above is a true copy of the proposed By-Laws presented to and adopted by the Board of Directors on the date of **March 13th, 2017**.

Landon J. Brownfield, Secretary of the Board

AMENDED AND RESTATED BY-LAWS, PRIDE ST. LOUIS
LAST REVISED, 03/13/2017