

STRIVE 4 LIFE FOUNDATION

BYLAWS

OFFICES

1. **Offices.** Strive 4 Life Foundation (the “Foundation”) may have such corporate offices within or without the State of Missouri as the Board of Directors may from time to time determine.

SEAL

2. **Corporate Seal.** The Foundation shall have no corporate seal.

DIRECTORS

3. **General Powers.** The Board of Directors shall manage and direct the management and affairs of the Foundation. All corporate powers shall be exercised by or under the authority of the Board of Directors.

4. **Boards of Directors; Number and Election of Directors.** The number of directors shall not be more than fifteen, nor less than nine. At the annual meeting held pursuant to paragraph 10, the Board of Directors shall determine the size of the Board. Directors shall be elected by a majority vote of the total number of Board of Directors at each annual meeting, or at such other meetings as noticed by the Board of Directors.

5. **Term of Office.** The term of office of a director shall be until the next annual meeting of the Board or until such director’s successor is duly elected and qualified, but a director may be removed in accordance with Section 8.

6. **Qualification.** Each director shall qualify by accepting the office of director, and attendance at, or written approval of the minutes of, the next Board meeting after election shall constitute acceptance of such office.

7. **Vacancies.** If the office of any director becomes vacant for any reason or if Section 4 is amended to increase the number of directors, then the Board of Directors may by majority vote elect a new director to fill the vacancy for the unexpired term.

8. **Removal.** Directors may be removed at any time with or without cause by a majority vote of the total number of the Board of Directors.

9. **Powers and Duties.**

(a) The Board of Directors shall have the authority to do all things necessary or convenient to manage and direct the management and affairs of the Foundation.

(b) The Board of Directors may from time to time engage advisors for the administration of the Foundation. Such advisors shall serve at the pleasure of the Board of Directors or as the Board of Directors may otherwise determine.

(c) The Board of Directors may from time to time employ such employees, agents and other persons for the administration of the Foundation. Such persons shall serve at the pleasure of the Board of Directors or as the Board of Directors may otherwise determine.

(d) The Board of Directors may pay reasonable compensation for services and reasonable reimbursement of expenses.

10. Annual Meeting. The annual meeting of the Board of Directors shall be held at 4:30 p.m. on the second Monday of the month of November, or at such other time and date as the Board of Directors may determine, and at such place as the Board of Directors may determine.

11. Regular Meetings. The Board of Directors may hold such regular meetings at such times and places as may be voted upon at a Board of Directors meeting.

12. Special Meetings. Special meetings of the Board of Directors may be called by the President, and shall be called by the President upon the written request of a majority of the directors.

13. Participation by Electronic Equipment. Participation in any meeting by one or more directors by means of a conference telephone or similar equipment allowing all persons participating in the meeting to hear each other at the same time shall constitute presence at the meeting.

14. Notice. Regular meetings of the Board of Directors may be held without any notice other than notice at a previous Board of Directors meeting. Notice of any special meeting of the Board of Directors shall be given by mailing or emailing the same at least five days before the meeting to the usual business or residence address or email of each director, but such notice may be waived, in writing, by any director. In addition, attendance by 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.

15. Quorum; Decisions. A majority of the Board of Directors shall constitute a quorum except as otherwise provided by law. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors except as otherwise provided by law. If, however, such majority shall not be present at any meeting of the directors, the directors present shall have power to adjourn the meeting from time to time, without notice other than the announcement at the meeting, until the requisite number of directors shall be present.

16. Voting. At each meeting of the Board of Directors, every director having the right to vote shall be entitled to vote in person. No director shall be entitled to vote by proxy. Each director shall have one vote. Upon request of any director, the vote for directors and the vote

upon any question before the meeting shall be by ballot. Except as noted in Section 19 below, all expenditures, contracts, sponsorships, and partnerships must be approved by the Board of Directors.

17. Action by Unanimous Consent. Any action that is required to or may be taken at any meeting of the Board of Directors may be taken without a meeting if one or more consents, setting forth the action to be taken, are signed by all of the directors. For this purpose, a consent transmitted by facsimile, e-mail or other similar electronic transmission by or on behalf of a director shall constitute a signed consent.

OFFICERS

18. Who Shall Constitute. The officers of the Foundation shall include a President, a Secretary, and a Treasurer. The officers of the Foundation may also include one or more Vice Presidents and such additional officers as the Board of Directors deems desirable from time to time. The officers shall be elected by the Board of Directors and shall hold office at the pleasure of the Board of Directors or as the Board of Directors may otherwise determine. Any officer may be removed, with or without cause, by a vote of a majority of all of the directors at a meeting duly called pursuant to notice stating that such removal is to be considered at such meeting. Any one or more of such offices may be held by the same person.

19. President. The President shall preside at all meetings of the Board of Directors. The President shall serve as the chief executive officer of the Foundation. In addition, the President shall have the duties and authority assigned to the President by the Board of Directors. Expenditures under \$500, excluding those related to partnerships and sponsorships, may be approved by the President; total expenditures approved by the President under this provision shall not exceed \$1,500 in a calendar year.

20. Vice President. The Vice President shall assist with management of all Foundation operations, including but not limited to monthly board meeting facilitation, event management, board member recruiting, and communications.

21. Secretary. The Secretary shall attend all meetings of the Board of Directors and act as the Secretary, record all votes, and prepare and maintain the minutes of all proceedings in a minute book, which may be maintained in electronic format, to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board. In addition, the Secretary shall have the duties and authority assigned to the Secretary by the Board.

22. Treasurer. The Treasurer shall maintain, or cause to be maintained, full and accurate account of receipts and disbursements in books belonging to the Foundation, and shall deposit, or cause to be deposited, all monies in the name and to the credit of the Foundation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse, or cause to be disbursed, the monies of the Foundation as may be proper. The Treasurer shall prepare, or cause to be prepared, for the Board of Directors reports on the financial condition of the Foundation. All the duties and powers of the Treasurer are subject to the control of the Board of Directors, which may make such orders and regulations concerning the Foundation's

finances as the Board of Directors deems appropriate. In addition, the Treasurer shall have the duties and authority assigned to the Treasurer by the Board of Directors.

23. Vacancies. If an office becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the Board of Directors may elect a successor or successors.

COMMITTEES

24. Committees of Directors. The Board of Directors may provide for such standing or special committees as it deemed desirable and dissolve the same at its pleasure. Each such committee shall consist of three or more directors elected by the Board of Directors and shall have such powers and perform such duties or functions as may be delegated to it by the Board of Directors. Vacancies in such committees shall be filled by the Board of Directors. Any action that is required to or may be taken at a meeting of any such committee may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of such committee. For this purpose, a consent transmitted by facsimile, e-mail or other similar electronic transmission by or on behalf of a committee member shall constitute a signed consent.

INDEMNIFICATION

25. Indemnification.

(a) The Foundation will 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 Foundation, by reason of the fact that he or she is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of a partner, joint venture, trust or other enterprise, against expenses, including attorneys' 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 Foundation, 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 he or she 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 Foundation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) The Foundation will 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 by or in the right of the Foundation 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 Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of a partner, 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 Foundation; 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 gross negligence or misconduct in the performance of his or her duty to the Foundation 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, including attorney's fees.

(c) To the extent that a director, officer, employee or agent of the Foundation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 24(a) or (b), or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the action, suit or proceeding.

(d) Any indemnification under Sections 25(c) or (b), unless ordered by a court, shall be made by the Foundation 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 24. The determination shall be made by the Board of Directors of the Foundation 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.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Foundation 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 Foundation as authorized in Section 24.

(f) The indemnification and advancement of expenses provided by this Section 24 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement may be entitled under any agreement, vote of members or 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 administrators of such person.

(g) The Foundation may give any further indemnity, in addition to the indemnity authorized or contemplated under this Section 24, 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 Foundation as a director, officer, employee or agent of another partner, joint venture, trust or other enterprise, provided such further indemnity is either by a vote of the directors of the Foundation, and provided further than no such indemnity shall indemnify any person from or on account of such

persons conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.

(h) The Foundation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another partner, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify him or her against such liability under the provisions of this Section 24.

GENERAL

26. Personal Interest of Directors and Officers. Any conflict of interest transaction may be approved only in accordance with the procedures of and as otherwise provided by the applicable state of Missouri laws any Foundation Conflict of Interest Policy.

27. Books and Records. The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of meetings of the Board of Directors and the committees.

28. Amendments. These Bylaws may be amended by a majority vote of the Board of Directors at a specially noticed meeting.

CERTIFICATE

The foregoing Bylaws were duly adopted as and for the Bylaws of Strive 4 Life Foundation by the Board of Directors of said foundation at its meeting held on the __ day of October , 2020.

President of the Foundation

Secretary of the Foundation