

AMENDED AND RESTATED BY LAWS

OF

RIDE ON ST. LOUIS, Inc.

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ARTICLE I- NAME

The name of this Corporation is: **RIDE ON ST. LOUIS, Inc.** located at 6008 Windsor Harbor Lane, P.O. Box 94, Kimmswick, Missouri 63053.

ARTICLE II- PURPOSES

The objectives and purposes for which the Corporation is organized are as follows:

1. To promote health and enrich lives through love, joy and holistic healing.
2. To perform such other acts and carry out such other activities which may be necessary and/or incidental to the above purposes or which may be permitted under the General Not For Profit Corporation Laws of Missouri.
3. Notwithstanding anything herein to the contrary, this Corporation is formed for "charitable purposes" within the meaning of §501(c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law and applicable rulings and regulations pertaining thereto (the "Code").

ARTICLE III - NATURE AND GOVERNANCE

The Corporation is not organized for profit or for business purposes. No capital stock or shares shall be issued and no part of the net earnings shall inure to the benefit of any person. All of the net earnings, if any, shall be devoted exclusively to the uses and purposes of the Corporation. These articles shall under no circumstances be construed to permit the Corporation to undertake activities, other than as an insubstantial part of its overall activities as permitted by the Code, which are not in the furtherance of its exempt purposes within the meaning of the Code.

The governing board of the Corporation adopts and implements the "Better Business Bureau Wise Giving Alliance Standards for Charity Accountability". Corporation to comply with these standards as identified in the implementation guide in all areas, and upon revisions made to the standards to include, but not limited to the areas of Governance, Effectiveness, Finances and in Solicitations and Informational Materials.

These standards are to remain effective in its by-laws and board meeting minutes as standard operating guidelines or as amended by the governing board. Corporation shall access and measure organizational performance with respect to its mission statement, its core values and long term plan's. The "Standard's for Charitable Accountability" are to be included in the agenda at a minimum of one board meeting annually. Corporation board shall measure its organizational effectiveness annually with respect to its mission statement, core values and long term plans and offer written recommendations for future actions.

ARTICLE IV – BOARD OF DIRECTORS

The Corporation shall be managed by the Board of Directors.

General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors, which shall have all of the powers, authority, responsibilities and obligations given the Board of Directors of a not-for-profit corporation under the laws of the State of Missouri.

Composition and Term of Office. The Board of Directors (hereinafter the "Board") shall consist of not less than five, nor more than fifteen members which number shall include those officers outlined in Article VI of these By Laws. Members of the Board shall serve three (3) year Terms of Office except for the President, and Vice President and Executive Director of the Corporation.

Election. Board members may be nominated and elected by the current board through a nominating process, identifying individuals who have either served at length on a committee or volunteered, having an established rapport with the Corporation.

Powers and Duties. The Board shall have the power, and it shall be their duty, to carry out the purposes of, and to initiate policy and method of operation for, the Corporation in accordance with and within the framework of the Articles of Incorporation and the Bylaws. It shall be their duty to appropriate money from the general net assets of the Corporation as necessary to carry out the purposes of the Corporation.

Conflict of Interest. Conflicts of interest shall be a subject of deliberate concern, full disclosure, and continual review. The Board shall cause a conflict of interest statement and request for potential areas of conflict to be circulated and evaluated each year. Any Board member or person serving on a committee having an interest in a contract or other transaction presented to the Board or the committee shall promptly disclose such interest to the Board and the committee. The appropriate body shall then determine whether such person shall be allowed to vote on, use his influence on, or participate in discussions on the matter. Such person may not vote on such determination.

Vacancy. In the event a vacancy occurs on the Board as a result of a Director's removal or inability or refusal to serve on the Board, the remaining Board members may, but shall not be required, to appoint a successor who shall hold office for the unexpired term and be eligible for appointment for one additional full term.

Attendance. Directors are expected to attend all meetings unless excused by the President/Chairman or Secretary of the Corporation.

Removal. Notwithstanding the provisions noted above, any Director may be removed from the Board whenever, in the Board's judgment, the best interests of the Corporation would be served thereby. Such Director shall have the opportunity, if requested by said Director, to address the Board of Directors of the Corporation before the decision regarding the removal is made.

Resignation. Any Director may resign at any time by giving written notice to the Secretary and President/Chairman of the Board. Such resignation, which may or may not be contingent on formal acceptance, shall take effect on the date of receipt by the Secretary of the written notice, or at any later time specified in said notice.

ARTICLE V - MEETINGS

Meetings. The Board of Directors shall hold a minimum of three evenly spaced meetings per year of the full governing body with a majority in attendance, with face-to-face participation, one meeting may be attended via electronic communication per year per member.

Special Meetings. Special meetings may be called by the President/Chairman of the Board of Directors from time to time upon written notice sent to all Directors at least ten (10) days prior to the date of such meetings.

Quorum. At all meetings of the Board, three (3) voting members shall constitute a quorum. If a quorum not be present, the President/ Chairman or Presiding Officer may adjourn the meeting until a later date at a time and place to be set by him and announced at the time of adjournment.

Procedure for Meetings. The President/Chairman or, in the absence of the President/Chairman, a Vice-Chairman, shall preside at all meetings of the Board. Meetings shall follow Robert's Rules of Order, unless suspended by the Chair.

Order of Business. All meetings of the Corporation shall have the following order of business. The prescribed order of business may be waived by majority vote of the Board present:

1. Reading and adoption of minutes of previous meeting.
2. Reading of Minutes of all meetings of the Board occurring since last meeting.
3. Reports of Officers.
4. Reports of Committees and Special Committees.
5. Old Business.
6. New Business.
7. Adjournment.

ARTICLE VI - OFFICERS

Titles. The Officers of the Corporation shall consist of a President/Chairman of the Board, Vice-Chairman, a Secretary and a Treasurer. The Vice Chairman may also serve as the Secretary or Treasurer. All Officers shall serve without compensation.

Duties. The powers and duties of the officers shall be as follows:

- **President/Chairman.** The President/Chairman shall preside at all meetings of the Board and appoint all committee members and chairmen unless otherwise provided by these By-laws. He shall be the principal officer of the Corporation; his authority, duties and responsibilities, as delegated by the Board, are to perform those duties generally associated with the office of a President and to conduct the operations of the Corporation within Board-approved policies and budgets.
- **Vice-Chairman.** The Vice-Chairman shall perform the duties and exercise the powers of the Chairman in his absence or disability, and shall perform such other duties as may be assigned by the Board or the President/Chairman.
- **Secretary.** The Secretary shall record or cause to be recorded all votes and the minutes of all proceedings and shall distribute copies to appropriate persons, give, or cause to be given, notice of all meetings of the Board and perform such other duties as may be prescribed by the Board or the President/Chairman. The Secretary shall keep in safe custody the seal of the Corporation, if any, and, when authorized by the Board, affix the same to any instrument requiring it, and when so affixed it shall be attested by the signature of either the Secretary or the Vice Chairman.
- **Treasurer.** The Treasurer shall keep or cause to be kept correct and accurate accounts of the properties and financial transactions of the Corporation and, in general, perform all duties incident to the office and such other duties as may be assigned from time to time by the President/Chairman or the Board. If required by the Board, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety as the Board shall determine. The cost of such bond, however, shall be paid from the general assets of the Corporation.

ARTICLE VII - BOARD COMMITTEES

Establishment of Committees and Committee Appointments. The President/Chairman shall determine whether there is any need to establish a committee on a permanent or ad hoc basis or to eliminate a committee and if they determine such need, they shall make their proposal to the Board who may establish or eliminate said committee. If the committees are established, the President/Chairman of the Board and the Vice Chairman shall jointly review Board members' experience and abilities and appoint from among the members of the Board of Directors qualified persons as members and chairman of each Board Committee for the ensuing year, taking into account the background, experience and interests of the Directors. In special circumstances, persons who are not Directors may be appointed to Committees. Committee appointments are for a term of one year beginning January 1 but any member may be removed by the joint action of the President/Chairman of the Board and Vice-Chairman. Vacancies are filled by the President/Chairman and Vice-Chairman. The President/Chairman or his designee shall serve as members of all Board Committees with vote.

Reporting Committee Activity to the Board. At a Board meeting following a committee meeting, the Committee Chairman shall, on the request of the President/Chairman of the Board, report to the Board on the committee's activities and present to the Board any recommendations requiring Board approval.

Miscellaneous. One-third (1/3) but not less than two of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee. Unless otherwise stated, each committee shall meet on the call of its chairman or the President/Chairman and shall report to the Board. All committees may, at the discretion of its chairman, meet via conference call. All committee decisions shall be by simple majority vote of the committee members present at a meeting at which a quorum is present. The President/Chairman of the Board may remove any member from the committee who fails to attend at least one-half of the committee meetings during any calendar year.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the Corporation shall begin January 1 and end December 31.

ARTICLE IX - INDEMNIFICATION

Scope of Indemnification. The Corporation may indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party or who is threatened to be made such a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such a person is or was a director, officer, Board committee member, employee or agent of the Corporation, against expenses (including reasonable attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding. Notwithstanding the immediately preceding sentence, no such person shall be indemnified: (a) except to the extent that the aggregate of losses to be indemnified under the provisions of this Article exceeds the amount of such losses paid by any liability insurance policy; (b) on account of such person's conduct which is finally adjudged to have been knowingly fraudulent, deliberately dishonest and/or willful; or (c) if a final decision by a Court having jurisdiction in the matter shall determine that such indemnification is not lawful.

Type of Indemnification. The Corporation shall indemnify Directors, Board Committee members and Officers subject only to the limitations set forth in this Article IX.

Advance Payment of Expenses. 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 such action, suit or proceeding provided the Corporation in advance of the final disposition of such action, suit or proceeding receives adequate assurance from the Eligible Person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article IX.

Insurance. The Board of Directors shall have the power (but shall not be required) to cause the Corporation to purchase and maintain insurance on behalf of any Eligible Person against any liability asserted against such person and incurred by such person and arising out of such person's status as Director, Officer, Board Committee Member, director employee, or agent whether or not the Corporation would have the power or obligation to indemnify such person against such liability under the provisions of this Article IX.

Agreements. The Corporation may from time to time, and without further action of the Board of Directors enter into agreements with any one or more Eligible Persons, in the Corporation's sole discretion, wherein the Corporation agrees to indemnify such person with respect to such person's services to or at the request of the Corporation, provided that each such agreement shall be consistent with and provide for no indemnification broader than the indemnification authorized by this Article IX. Any indemnification made pursuant to this section shall survive any elimination or modification of this Article IX with respect to expenses or liabilities incurred in connection with claims arising out of acts or omissions occurring prior to such elimination or modification of this Article IX.

ARTICLE X - AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted by the Board.

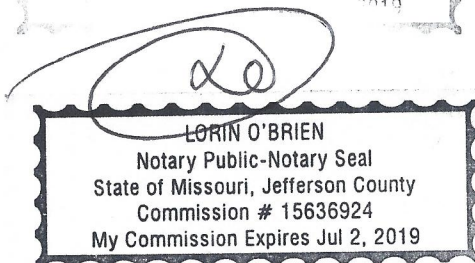
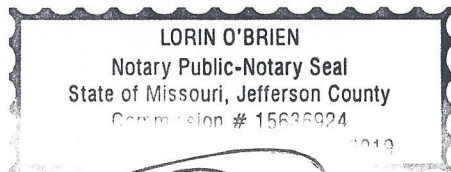
ARTICLE XI - GENERAL PROVISIONS

Words used in these Bylaws shall be read as the masculine or feminine gender and as the singular or plural, as the context requires. The captions of headings in these Bylaws are for convenience only and not intended to limit or define the scope or effect of any provision of these Bylaws.

SIGNATURE AND APPROVAL DATES

IN WITNESS WHEREOF, I have hereunto set my name this 18 day of July, 2018.

RIDE ON ST. LOUIS, Inc.



By: Marita A. Wassman
Marita A. Wassman, Vice-President

By: Tera L. McCool
Tera L. McCool, PhD President