

By-Laws

Share Pregnancy & Infant Loss Support, Inc.
402 Jackson
St. Charles, MO 63301



The Mission of Share Pregnancy and Infant Loss Support, Inc. is to serve those who are touched by the death of a baby due to pregnancy loss, stillbirth, or death in the first few months of life.

Share's primary purpose is to provide support toward the positive resolution of grief surrounding the death of a baby. This support encompasses emotional, physical, spiritual, and social healing, as well as an effort to help sustain the family unit.

The secondary purpose of Share is to provide information, education and resources for those in the perinatal bereavement field. Share strives to help those in the community, including family, friends, employers and caregivers, in their supportive role.

ARTICLE I

Offices

The corporation shall continuously maintain in the State of Missouri a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.

ARTICLE II

Members

The corporation shall have no members at this time.

ARTICLE III

Board of Directors.

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by or under the direction of its Board of Directors. A majority of the Board of Directors may establish reasonable compensation for their services and the services of other officers, irrespective of any personal interest.

SECTION 2. NUMBER TENURE AND QUALIFICATIONS. The number of directors shall be no less than nine (9). The number of directors may be increased or decreased, but never fewer than three (3) from time to time by the amendment of this Section, provided, however that no decrease in the number of directors shall have the effect of shortening the term of an incumbent director. Directors will be elected by the directors, except that the initial directors will be as stated in the Articles of Incorporation, for a term of two (2) years. Each director shall hold office until the next meeting for the election of directors following his or her election until his or her successor shall have been elected of all directors at one time. The directors to be chosen shall be persons deemed best qualified to carry out the purpose of the corporation, giving particular consideration to special expertise and ability. Directors need not be residents in Missouri.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than these by-laws at St. Joseph's Hospital in St. Charles, Missouri at a place and time chosen by the president of the Board of Directors. The Board of Directors may

provide, by resolution, the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least five days previous thereto by written, electronic (computerized), fax, or telephone notice to each director at his or her home, office, or electronic (computerized), address, or current fax number, as shown by the records of the corporation except that no special meeting of directors may remove a director unless written, electronic (computerized), fax, or telephone notice of the proposed removal is delivered to all directors at least 20 days prior to such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelop so addressed, with postage thereon prepaid. Notice of any special meeting of the Board of Directors may be waived in writing, electronically (computerized), fax, and signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

SECTION 6. QUORUM. A simple majority 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 a simple majority of the directors are present a said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

SECTION 7. THE PROCEDURE AT MEETINGS. Robert's Rules of Order Revised shall apply to all meetings of the Board of Directors. All disputes as to procedure shall be resolved in accordance with those rules.

SECTION 8. MANNER OF ACTING. 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 of Directors, unless the act of a greater number is required by statute, these by-laws, or the Articles of Incorporation. No director may act by proxy on any matter, but may attend through use of conference telephone or similar communications equipment, as if physically present.

SECTION 9. VACANCIES. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors unless the Articles of Incorporation, a statute, or these by-laws provide that a vacancy or a directorship so created shall

be filled in some other manner in which case such provision shall control. A director elected or appointed, as the case may be, to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. In the case of a vacancy created by resignation of an unexpired term the president may, upon approval of the Board of Directors, appoint a director for the interim period.

SECTION 10. RESIGNATION AND REMOVAL OF DIRECTORS. A director may resign at any time upon written notice to the Board of Directors. A director may be removed with or without cause, by the affirmative vote of a majority of the directors then in office present and voting at a meeting of the Board of Directors at which a quorum is present.

SECTION 11. INFORMAL ACTION BY DIRECTORS. The authority of the Board of Directors may be exercised without a meeting if consent in writing, by electronic means (computerized), or fax, setting forth the action to be taken by the president, is signed or voted electronically (computerized), or by fax, and by all of the directors entitled to vote.

SECTION 12. COMPENSATION. The Board of Directors, by the affirmative vote of a majority of directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the corporation as directors, officers or otherwise notwithstanding any director conflict of interest. By resolution of the Board of Directors, the directors may be paid their expenses, if any, of attendance at each meeting of the board. No such payment previously mentioned in this section, shall preclude any director from serving the corporation in any capacity and receiving reasonable compensation therefor.

SECTION 13. PRESUMPTION OF ASSET. A director of the corporation who is present physically or through conference telephone or similar communications equipment at a meeting of the Board of Directors at which action on any corporation matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 14. CONFLICT OF INTEREST.

No Board member shall have a business or other for-profit relationship with Share. This prohibited relationship shall also include, but not be limited to, any sale of goods or services to Share by a Board member. This prohibited relationship shall also include any business organization owned or controlled by a Board member, or a business that employs a Board member. No Board member shall be related, by consanguinity or marriage, to a Share employee.

ARTICLE IV

Officers

SECTION 1. OFFICERS. The officers of the corporation shall be a president, a vice president, a treasurer, a secretary, and such other officers as may be elected or appointed by the Board of Directors. Officers whose authority and duties are not prescribed in these by-laws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified, or until his or her death, or until he or she shall resign or be removed in the manner hereinafter provided. Election of an officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. PRESIDENT. The president shall be the principal executive officer of the corporation. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the corporation; he or she shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he or she shall discharge all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these by-laws, he or she may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirement of the form of the instrument. He or she may vote all securities which the corporation is entitled to vote as and to the extent such authority shall be vested in a different officer or agent of the corporation by the Board of Directors.

SECTION 5. VICE PRESIDENT: The vice-president shall assist the president in the discharge of his or her duties as the president may direct and shall perform such other duties as from time to time may be assigned to him or her by the president or the Board of Directors. In the absence of the president or in the event of his or her inability or refusal to act, the vice-president shall perform the duties of the president and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or those by-laws, the vice-president may execute for the corporation any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the corporation and wither individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

SECTION 6. TREASURER. The treasurer shall be the principal accounting and financial officer of the corporation. He or she shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefor, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him or her by the president or 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.

SECTION 7. SECRETARY. The secretary shall: (a) record the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; (c) be a custodian of the corporate records and of the seal of the corporation, (d) keep a register of the post office and electronic (computerized) addresses of each director which shall be furnished to the secretary by the directors; and (e) perform all duties incident to the office of secretary and such other duties as from time to time may be designated to him or her by the president or by the Board of Directors.

SECTION 8. SALARIES. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the corporation.

ARTICLE V

Committees, Commissions and Advisory Boards

SECTION 1. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more such other persons as the Board of Directors designates provided that a majority of each committee's membership are directors. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, or any responsibility imposed upon it, him or her by law.

SECTION 2. COMMISSIONS OR ADVISORY BODIES. Commissions or advisory bodies not having and exercising the authority of the Board of Directors in the corporation may be designated or created by the Board of Directors and shall consist of such persons as the Board of Directors designates. A commission or advisory body may or may not have directors as members, as the Board of Directors determines. The commission or advisory body may not act on behalf of the corporation or bind it in any actions but may make recommendations to the Board of Directors or to the officers of the corporation.

SECTION 3. TERM OF OFFICE. Each member of a committee, advisory board or commission shall continue as such until the next annual meeting of the Board of Directors of the corporation and until his or her successor is appointed, unless the committee, advisory board or commission shall be sooner terminated, or unless such member may be removed from such committee, advisory board or commission by the Board of Directors, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIRPERSON. One member of each committee, advisory board or commission shall be appointed chairperson.

SECTION 5. VACANCIES. Vacancies in the membership of any committee, advisory board or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, advisory board or commission, a majority of the whole committee, advisory board, or commission shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board or commission.

SECTION 7. RULES. Each committee, advisory board, or commission may adopt rules for its own government consistent with these by-laws or with rules adopted by the Board of Directors.

SECTION 8. INFORMAL ACTION. The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members entitled to vote.

ARTICLE VI

Contracts, Checks, Deposits, and Funds

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, 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.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences 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 from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or any assistant treasurer and countersigned by the president or a vice president of the corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VII

Books & Records

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and shall keep at the registered or principal office any record giving any names and addresses, home, office, electronic (computerized), of the directors and committee members.

ARTICLE VIII

Fiscal Year

The fiscal year of the corporation shall be from the first day of July of each year until the last day of June of the following year.

ARTICLE IX

Seal

The Board of Directors may provide a corporate seal with the name of the corporation inscribed therein.

ARTICLE X

Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Missouri or under the provisions of the Articles of Incorporation or by the by-laws of the corporation, a waiver thereof in writing, or by electronic (computerized), or fax method signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XI

Indemnification

To the fullest extent permitted by law, the corporation shall indemnify and advance and pay indemnification expenses to its directors, officers, employees and agents and to any person who 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.

ARTICLE XII

Dissolution

In the event of dissolution of the corporation, its assets (after expenses) shall be donated to another organization exempt from federal income tax under Section 501 © (3) or the corresponding provisions of any future federal tax law, for purposes similar to or consistent with the purposes of the corporation.

ARTICLE XIII

Amendments

The power to alter, amend, or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or the by-laws. Such action may be taken at a regular or special meeting for which written, electronic (computerized), or fax notice of the purpose shall be given. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.