

AMENDED AND RESTATED BYLAWS

OF

OUR LITTLE HAVEN

a Missouri Nonprofit Corporation

501(c)(3) Public Charity

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ARTICLE I

Purposes and Limitations

Our Little Haven (the “**Corporation**”) is organized and will be operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future United States Internal Revenue Law (the “**Code**”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Code. The Corporation’s purposes include, but are not limited to, any purposes set forth specifically in its Articles of Incorporation, as may from time to time be amended (the “**Articles**”).

To further the Corporation’s purposes and mission, the Corporation will have and exercise all of the powers conferred by the provisions of the Missouri Nonprofit Corporation Act, as may from time to time be amended (the “**Act**”), not outside the scope of the Articles.

No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to its Directors, trustees, officers or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles.

No substantial part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions herein, the Corporation will not carry on any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under section 501(a) of the Code, as an organization described in section 501(c)(3) of the Code; and/or (b) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code.

ARTICLE II

Members

The Corporation will not have members.

ARTICLE III

Executive Board of Directors

Section 3.1 General Powers. The affairs of the Corporation will be managed by the Executive Board of Directors (herein referred to sometimes as the “**Executive Board**” or the “**Directors**”).

Section 3.2 Number. The number of Directors may be changed from time to time by resolution of the Executive Board, provided that the number of Directors will be set at not less than three (3) and not more than nine (9), except as may be increased by the Executive Board. In

addition, the Executive Board will include as non-voting members the President/Executive Director and the Treasurer/Director of Finance.

Section 3.3 Election, Class and Term. The Directors will be elected at the annual meeting of the Executive Board. In order to provide for staggered terms of office, the Directors will be equally divided, as evenly as possible, into two (2) classes with respect to the time for which they will severally hold office and stand for election. The initial term of the Directors in the first class will be one (1) year expiring with the annual election by the Directors to be held in the year 2014, and the initial term of the Directors in the second class will be for two (2) years expiring at the annual election by the Directors to be held in the year 2015; provided that, in any event and irrespective of the expiration of their terms, the Directors of any class will remain in office until their successors have been elected and qualified. At each annual meeting of the Directors, the Directors elected and qualified to succeed the Directors of any class will be elected for a term of two (2) years expiring with the annual meeting of the Executive Board occurring the second year thereafter (provided that the Directors of any class will remain in office until their successors have been elected and qualified), so that the term of office of one class of Directors will expire each year. If the total number of Directors is changed, any increase or decrease in Directors will be apportioned among the classes so as to maintain all groups of Directors as nearly equal in number as possible, and any additional Director elected to any class of Directors will hold office for a term which will expire when the term of the Directors in such class expires.

Section 3.4 Election and Term of Office. The Directors whose terms are due to expire at any annual Executive Board meeting will have voting rights to elect the Directors whose terms begin with the adjournment of such meeting, and such Directors, as electors, will have the full power and authority to re-elect any, several or all of the Directors whose terms are due to expire to succeed themselves in office.

Section 3.5 Term Limits. Directors may not serve more than three consecutive terms unless otherwise determined by the Executive Board.

Section 3.6 Annual Meetings. One annual meeting of the Executive Board will be held in the Fall of each year, which meeting will be held for the purpose of electing Directors, Trustees, officers and for the transaction of such other business as may come before the meeting. The Executive Board will hold a second meeting in the Spring of each year for the transaction of such business as may come before the Executive Board. The Executive Board will schedule four (4) additional regular meetings throughout the year, such that the Executive Board will meet six (6) times per year. The time, date and place of these meetings shall be set by the President or the Chairman of the Executive Board. If for any year the day fixed for an annual meeting is a legal holiday, such meeting will be held on the next succeeding business day. If the election of Directors, Trustees and officers is for any reason not held on the day designated herein for the annual meeting, or at an adjournment thereof, the Executive Board may cause the election to be held at another meeting of the Executive Board as soon thereafter as conveniently possible. The Executive Board shall provide the time and place for the holding of any annual or regular meeting upon reasonable prior written notice.

Section 3.7 Special Meetings. Special meetings of the Executive Board may be called by the Chairman of the Executive Board, the President, or by any two Directors. The person or persons calling a special meeting of the Executive Board may fix any place in St. Louis, Missouri, as the place for holding the special meeting of the Executive Board called by them.

Section 3.8 Notice; Waiver of Notice. Notice to the Directors of any meeting of the Executive Board will be given at least five (5) days prior to the meeting and may be delivered personally, by mail, by facsimile transmission or e-mail, to the address, facsimile number or e-mail address for each Director as it appears on the records of the Corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile or e-mail, such notice will be deemed to be delivered when transmitted, with reasonable evidence of successful transmission. A Director may waive any notice required by these Bylaws, before or after the date and time stated in the notice, by written waiver signed by such Director, which waiver will be included in the minutes or filing with the corporate records. A Director's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because the meeting is not lawfully called or convened.

Section 3.9 Quorum and Voting. A majority of the Directors on the Executive Board will constitute a quorum for the transaction of business at any meetings of the Executive Board; provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each Director present will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting.

Section 3.10 Manner of Acting. The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present will be the act of the Executive Board, except with respect to any action of the Executive Board requiring a higher level of approval under the Act or the Articles.

Section 3.11 Attendance by Telephone Conference or Similar Communications Equipment. Directors may participate in a meeting of the Executive Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.

Section 3.12 Action by Unanimous Consent. Any action, which is required to be or may be taken at a meeting of the Directors, may be taken without a meeting if consents in writing setting forth the action so taken are signed by all of the Directors. The consents will have the same force and effect as a unanimous vote at a meeting duly held. Consents may be signed in multiple counterparts and by signatures exchanged by fax or email.

Section 3.13 Removal; Vacancies. A Director may be removed with or without cause by a vote of two-thirds (2/3rds) of the other Directors then in office. A vacancy on the Executive Board occasioned by the death, incapacity, resignation or removal of a Director may be filled at any meeting of the Directors in accordance with the procedures for regular annual election of

Directors. Any Director elected to fill a vacancy on the Executive Board will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor. A vacancy on the Executive Board occasioned by a resolution of the Executive Board to increase the number of Directors may be filled at any meeting of the Executive Board. Any Director elected to fill a vacancy created by an increase in the number of Directors shall serve the same term as the class of Directors to which the Director is designated.

Section 3.14 Compensation.. The Corporation may pay compensation to the Directors in such reasonable amounts as may be fixed from time to time by the Executive Board; provided, however, that such compensation will include only reasonable compensation for services actually rendered. In addition, by resolution of the Executive Board, the Directors may be reimbursed for their expenses of attendance at meetings of the Executive Board; provided that nothing herein contained will be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for personal services actually rendered.

Section 3.15 Qualifications. Directors shall expect to be responsible for and participate as follows:

1. Prepare for and attend all meetings of the Executive Board and Board of Trustees meetings;
2. Appoint and assess performance of the Board of Trustees, Executive Board of Directors, officers, and committees;
3. Review and approve the financial statements, financial controls and budget of the Corporation and provide proper financial oversight;
4. Review and act upon the recommendations of the committees;
5. Determine, review and act upon any changes to the Corporation's Mission or Purpose;
6. Designate any new committees and appoint the members of any such committee;
7. Participate, as required, in the various accreditation processes that the Corporation undertakes;
8. Select and evaluate the Executive Director, the Director of Finance and any other Officer positions;
9. Participate in strategic planning;
10. Monitor and strengthen program services;
11. Assist with legal and ethical integrity; and

12. Promote the Corporation's public standing and encourage community support.

ARTICLE IV Committees of the Executive Board

Section 4.1 Committees Generally. The Executive Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of the Executive Board, each of which will consist of two or more Directors, which committees, to the extent provided in such resolution, will have and exercise the authority of the Executive Board in the management of the Corporation. Other committees not having and exercising the authority of the Executive Board in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the Directors in office. The delegation of authority to any committee will not operate to relieve the Executive Board or any member of the Executive Board from any responsibility imposed by law.

Section 4.2 Standing Committees. The following existing Committees of the Executive Board will continue as previously formed and approved until such time as the Executive Board determines:

1. Audit/Compensation Committee.
2. Investment Committee.

Section 4.3 Absence. The Executive Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee member, the other committee members present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Executive Board to act at the meeting in the place of any such absent or disqualified member. A disqualified member is a committee member who has been removed pursuant to the provisions of this Article or who no longer meets the qualifications required to serve on the committee.

Section 4.4 Notice; Waiver of Notice. Notices or Waivers of Notice for all regular or special meetings of any committee will be given in accordance with requirements for regular or special meetings, as applicable, of the entire Executive Board.

Section 4.5 Recordkeeping. All committees will, unless otherwise directed by the Executive Board, keep regular minutes of the transactions at their meetings and will cause them to be recorded in books kept for that purpose in the office of the Corporation and will report the same to the Executive Board at its next meeting. The Secretary or an Assistant Secretary of the Corporation may act as Secretary of the committee if the committee or the Executive Board so requests.

Section 4.6 Meetings by Conference Telephone or Similar Communications Equipment. Members of a committee may participate in a meeting of the committee by means of conference telephone or similar communications equipment whereby all persons participating in

the meeting can hear each other, and participation in a meeting in this manner will constitute presence in person at the meeting.

Section 4.7 Committee Action Without a Meeting. Any action which is required to be or may be taken at a meeting of any 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 the committee. The consents will have the same force and effect as a unanimous vote at a meeting duly held. Consents may be signed in multiple counterparts and by signatures exchanged by fax or email.

Section 4.8 Term of Office. Each committee member will continue to serve in such capacity for so long as he or she continues to meet the qualifications for membership on the committee (including, if applicable, membership on the Executive Board), unless such committee member is sooner terminated, resigns or is removed from such committee by the Executive Board.

Section 4.9 Chairman. One member of each committee may be appointed chairman of the committee as designated by the Executive Board, except that the Chairman of the Executive Board may serve as Chairman of any committee.

Section 4.10 Removal; Vacancies. A member of a committee may be removed with or without cause by action of the Executive Board (excluding such committee member for purposes of such action, if applicable). A vacancy on a committee occasioned by the death, incapacity, resignation or removal of a committee member will be filled in accordance with the procedures for regular election or appointment of a committee member. Any committee member elected or appointed to fill a vacancy on a committee will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

Section 4.11 Quorum. Unless otherwise provided in the resolution of the Executive Board designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

Section 4.12 Participation by Non-Directors.. A committee may permit a non-Director to participate on the committee subject to Executive Board approval. A person who is a member of the committee but not a Director will not have any right to vote on any action taken by the committee unless otherwise provided by the Executive Board.

Section 4.13 Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Executive Board.

ARTICLE V

Board of Trustees

Section 5.1 General. The Corporation may have a Board of Trustees (sometimes referred to as the “**Trustees**”) as designated and elected by the Executive Board of Directors. The Board of Trustees will serve as advisors to the Corporation and the Executive Board of

Directors, providing guidance, advice and support to the Corporation and the Executive Board of Directors. The Executive Board of Directors may draw expertise and support from the Board of Trustees. The Chairman of the Executive Board of Directors shall also act as the Chairman of the Board of Trustees unless otherwise determined by the Executive Board of Directors.

Section 5.2 Qualifications, Term, Manner of Election. A member of the Board of Trustees shall expect to:

1. Attend semi-annual meetings of the Board and Trustees;
2. Attend social and fundraising events of the Corporation;
3. Contribute resources, financial and other, to the Corporation and invite contributors to the Corporation;
4. Serve on a committee of the Directors or Trustees; and
5. Promote the Corporation's public standing and encourage community support.

A member of the Board of Trustees shall serve a term of two (2) years. The members of the Board of Trustees shall be elected, removed and/or replaced by the Executive Board of Directors

Section 5.3 Number. The Board of Trustees shall be comprised of at least seven (7) members but not more than thirty (30), as may be increased by the Executive Board of Directors.

Section 5.4 Committees of the Board of Trustees. The Board of Trustees shall, in cooperation with and as directed by the Executive Board of Directors, comprise several committees to assist the Corporation. The committees of the Board of Trustees may include, but not be limited to, the following committees as reduced or expanded by the Executive Board of Directors:

1. Golf Tournament
2. Dinner Dance
3. Card Party
4. Fashion Show
5. Funding Development
6. Courage Fund Development
7. Strategic Planning
8. Haven Club

Section 5.5 Annual Meetings. The Board of Trustees shall meet concurrently with the Executive Board of Directors at the Executive Board of Directors' Semi-Annual Meetings that take place in the Fall and Spring of each year. Notice of such meetings will be provided in the same manner as notice to the Executive Board of Directors of such meetings.

ARTICLE VI Officers

Section 6.1 Elected Officers. The elected officers of the Corporation will be a President (a/k/a Executive Director), a Secretary, a Treasurer (a/k/a Director of Finance) and a Therapeutic Director. The Corporation shall also have a Chairman of the Executive Board and may have such other officers, both active and honorary, as the Executive Board may from time to time deem advisable. Such officers will be elected by the Executive Board at its annual meeting, and they will hold office until their successors are elected at the next annual meeting of the Executive Board and are elected and qualified, unless they earlier die, resign, or are removed from office. Any person may simultaneously hold more than one office, except that the offices of President and Treasurer shall not be held by the same person.

Section 6.2 Appointed Officers. The President may appoint, with the approval of the Executive Board, such assistant secretaries and assistant treasurers as he may deem necessary or advisable.

Section 6.3 Duties of Chairman of the Executive Board. The Chairman of the Executive Board will preside at all meetings of the Executive Board and Trustees at which he is present. The Chairman of the Executive Board will also act as the Chairman of the Board of Trustees. The Chairman of the Executive Board may, but is not required to, be a member of any Executive Board committee. The Chairman of the Executive Board will have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws. The Executive Board may delegate such other authority and assign such additional duties to the Chairman of the Executive Board, other than those conferred by law exclusively upon the President or another officer, as the Executive Board may from time to time determine.

Section 6.4 Duties of President (a/k/a Executive Director). The President will be known and referred to as the "Executive Director" and will be the chief executive officer of the Corporation and, in the absence of the Chairman of the Executive Board, he will preside at all meetings of the Board and Trustees. He may execute all contracts, deeds and other instruments for and on behalf of the Corporation and will do and perform all other things for and on behalf of the Corporation as the Executive Board will authorize and direct. He will enjoy and discharge generally such other and further rights, powers, privileges and duties as customarily relate and pertain to the office of President.

Section 6.5 Duties of Secretary. The Secretary will cause to be kept complete and correct minutes of all meetings of the Executive Board. He will cause to be issued notices of all meetings in accordance with these Bylaws or as required by law. When authorized and directed by the Executive Board, he will execute with the President all contracts, deeds, and other instruments for and on behalf of the Corporation. The Secretary will be the legal custodian of all books, deeds, instruments, papers, and records of the Corporation, the inspection of which will be

permitted at all reasonable times by any Director or executive officer of the Corporation. The Secretary will attend to such correspondence as may be incidental to his office, and will perform all other duties and discharge all other responsibilities which customarily relate and pertain to the office of Secretary.

Section 6.6 Duties of Treasurer (a/k/a Director of Finance). The Treasurer will be known and referred to as the “Director of Finance” and will cause to be kept accurate and complete books and records of all receipts, disbursements, assets, liabilities, and financial transactions of the Corporation. The Treasurer will cause to be deposited all monies, securities, and other valuable effects of the Corporation in such depositories as the Executive Board will authorize and direct and, whenever requested to do so by the President or the Executive Board, will prepare and submit written statements, reports and accounts fully and accurately reflecting the assets, liabilities, and financial transactions and condition of the Corporation. The Treasurer will perform such other and further duties as the Executive Board may from time to time direct, and he will perform all other duties and discharge all other responsibilities that customarily relate and pertain to the office of Treasurer. The Treasurer will be released and discharged of all liabilities and responsibility for any monies, securities, and other assets of value committed by the Executive Board to the custody of any person over whom he will have no direction or control.

Section 6.7 Therapeutic Director. The Therapeutic Director will be the principal social service officer of the Corporation and shall in general supervise and control all of the social service aspects of the Corporation.

Section 6.8 Resignation and Removal. Any officer of the Corporation may resign by delivering a written resignation to the Corporation at its principal office or to the Chairman of the Executive Board, the President or the Secretary. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. If a resignation is made effective at a future date and the Corporation accepts the future effective date, the Executive Board may fill the pending vacancy before the effective date if the Executive Board provides that the successor does not take office until the effective date. Any officer of the Corporation may be removed from office by the Executive Board with or without cause, but such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer does not in itself create contract rights.

Section 6.9 Vacancies. Vacancies in any elected office occasioned by the death, resignation, or removal of any elected officer will be filled by the Executive Board, and such person or persons elected to fill such vacancy or vacancies will serve for the unexpired term of his predecessor and until a successor is elected and qualified, or until such officer’s earlier death, resignation or removal. Vacancies in any appointed office occasioned by the death, resignation, or removal of any appointed officer may be filled by the President, and such person or persons appointed to fill such vacancy or vacancies will serve for the unexpired term of his predecessor and until a successor is elected and qualified, or until such officer’s earlier death, resignation or removal.

Section 6.10 Compensation. The compensation of the officers will be fixed from time to time by the Executive Board or committee thereof with Executive Board approval, and no officer will be prevented from receiving such compensation by reason of the fact that he is also a

Director of the Corporation; provided, however, that such compensation will include only reasonable compensation for services actually rendered.

ARTICLE VII General Provisions

Section 7.1 Contracts. The Executive Board may authorize any officer or officers, agent or agents, 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. Notwithstanding the foregoing, unless otherwise limited by the Executive Board, the President of the Corporation will have the power and authority to execute on behalf of and bind the Corporation with respect to contracts in the ordinary course of the Corporation's business and activities.

Section 7.2 Loans. No loans may be contracted on behalf of the Corporation and no evidences of indebtedness may be issued in its name unless authorized by the Executive Board. Such authority may be general or confined to specific instances. The Corporation is prohibited from making loans (excluding advances made for legal defense made pursuant to Article VIII) to its Directors or officers under any circumstances.

Section 7.3 Checks, Drafts, and Similar Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation will be signed by such officer or officers, agent or agents of the Corporation and in such manner as may from time to time be determined by the Executive Board.

Section 7.4 Deposits. All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Director of Finance may select and approved by the Executive Board.

Section 7.5 Custodians. The Executive Board may from time to time designate a bank, trust company or depository as custodian of the funds and properties of the Corporation, which custodian will maintain a record of all receipts, expenditures, income and expenses of the Corporation and/or perform such ministerial duties as the Executive Board by written direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Executive Board and the custodian.

Section 7.6 Agents and Attorneys. The Executive Board may appoint such agents, attorneys and attorneys-in-fact of the Corporation as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said Corporation is authorized to transact or do by the Articles, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as said Corporation might or could do if it acted by and through its regularly elected and qualified officers.

Section 7.7 Fiscal Year. The Executive Board will have the power to fix and from time to time change the fiscal year of the Corporation. In the absence of contrary action by the

Executive Board, the fiscal year of the Corporation will begin on the first day of July in each year and end on the last day of June in each year.

Section 7.8 Interpretation. The terms “include”, “including” and similar terms shall be construed as if followed by the phrase “without being limited to”. The term “or” has, except where otherwise indicated, the inclusive meaning represented by the phrase “and/or.” The words “hereof,” “herein,” “hereby,” “hereunder,” and similar terms in these Bylaws refer to this Bylaws as a whole and not to any particular provision or section of these Bylaws. The masculine gender, when used throughout these Bylaws, will be deemed to include the feminine.

Section 7.9 Electronic Communications and Signatures. Electronic communications, records and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records and signatures for all notices, waivers, consents, undertakings and other documents, communications or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “written”, “in writing” or the like. An electronic signature or electronically transmitted signature by any person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be “signed” or “executed” by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. The Corporation or any Director may not contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files or electronic records are to be in writing or signed by the party to be bound thereby.

Section 7.10 Conflicts of Interest Policy. The Executive Board will adopt a Conflicts of Interest Policy to govern conflicts of interest situations that may arise from time to time among the Corporation, Directors, and Corporation employees, officers and agents.

ARTICLE VIII

Indemnification of Officers and Directors

Section 8.1 Right to Indemnification. The Corporation will indemnify and protect any Director or officer of the Corporation, or any Director or officer of the Corporation who serves at the request of the Corporation as a director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, for any threatened or pending action, suit or proceeding, by reason of the fact that such person is or was serving in such capacity, against expenses, judgments, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorneys fees, to the fullest extent permitted by the laws of the State of Missouri. The Corporation may indemnify and protect any employee of the Corporation up to the fullest extent permitted by Missouri law as determined by the Executive Board.

Section 8.2 Rights Not Exclusive. The indemnification and other rights provided by this Article shall not be deemed exclusive of any other rights to which a person may be entitled under any applicable law, the Articles of the Corporation, agreement, vote of disinterested Directors or otherwise. The Executive Board shall have the authority to enter into agreements with the Directors and officers of the Corporation and with persons serving, at the request of the Corporation, as directors, trustees, officers and agents of an affiliated corporation or other enterprise, on terms that the Executive Board deems advisable, which may provide greater indemnification rights than that generally provided by Missouri Nonprofit Corporation Act; provided, however, that no such further indemnity shall indemnify any person from or on account of such person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest, or willful misconduct.

Section 8.3 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who was or is a Director or officer of the Corporation, or was or is serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against or incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liabilities under the provisions of this Article.

Section 8.4 Advancement of Expenses. The Corporation may pay all expenses incurred in defending any civil or criminal action, suit or proceeding described in Section 1 of this Article in advance of the final disposition of any such action, suit or proceeding: a) as authorized by the Executive Board of the Corporation in the specific case; and b) upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.

Section 8.5 Amendment. This Article may be hereafter amended or repealed; however, no amendment or repeal shall reduce, terminate, or otherwise adversely affect the right of a person entitled to obtain indemnification or an advance of expenses with respect to an action, suit, or proceeding that pertains to or arises out of actions or omissions that occur prior to the later of a) the effective date of such amendment or repeal; b) the expiration date of such person's then current term of office with, or service for the Corporation (provided such person has a stated term of office or service and completes such term); or c) the effective date such person resigns his or her office or terminates his or her service (provided such person has a stated term of office or service but resigns prior to the expiration of such term).

ARTICLE IX

Property Devoted to Corporate Purposes

All income and properties of the Corporation will be devoted exclusively to the purposes as provided in the Articles and these Bylaws. The Executive Board may adopt such policies, regulations and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in the Articles and these Bylaws.

ARTICLE X
Amendments

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of all Directors then in office at a meeting of the Executive Board called for that purpose.

CERTIFICATION FOLLOWS

CERTIFICATION

The undersigned, being the Executive Director of Our Little Haven, a Missouri nonprofit corporation, hereby certifies that the foregoing Bylaws are the duly adopted Bylaws of the Corporation.

Effective Date: _____, 2013

Name: P. Scott Hummel
Title: Executive Director