

**BYLAWS
OF THE
THE ST. LOUIS BBQ SOCIETY
A NONPROFIT CORPORATION**

ARTICLE I-PURPOSES AND RESTRICTIONS

The purposes of the Corporation shall be those non- profit purposes stated in the Articles of Incorporation, as they may be amended. No part of the net earnings or other assets of the corporation shall inure to the benefit of, be distributed to or, among, or revert to, any director, officer, contributor or other private individual having, directly or indirectly, any personal or private interest in the activities of the Corporation except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the non-profit purposes stated in the Articles of Incorporation.

ARTICLE II- OFFICES

The principal office of the Corporation in the State of Missouri shall be located in the County of St. Louis. The Corporation may have such other offices within or without said City as may be required.

The registered office of the Corporation required under the laws under the State of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time in conformity with the laws of the State of Missouri. The Corporation shall maintain a registered agent whose address shall be the same as that of the registered office of the Corporation.

ARTICLE III-MEMBERS

A. Qualifications of Members

Qualifications, dues, terms, and other terms and conditions of Membership shall be in accordance with rules, regulations and policies established by the Board as may be amended from time to time.

B. Annual Meeting

The quarterly meetings of the Members shall be held during the month of February of each year, either within or outside of the State of Missouri, as determined by the Board of Directors of the Corporation. Such annual meeting shall be for the purpose of electing Directors of the Corporation and for the transaction of such other business as may come before the meeting. At the Annual Meeting, the President and the Chief Financial Officer of the Corporation shall report on the activities and financial condition of the Corporation.

C. Special Meetings

Special meetings by the Members, may be called by the President, The Board of Directors, or a majority of the members.

D. Place of Meeting

The place of meetings of the Members shall be held at the Corporation's principal office, or at such other location as may be specified by The Board of Directors.

E. Participation thru Electronic Communication

Members may participate in a meeting of the Members 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 shall constitute presence in person at the meeting.

F. Action without Meeting

Any action required or permitted to be taken at a meeting of Members may be taken without a meeting if consents in writing, setting for the actions so taken, shall be signed by at least 80% of the Members entitled to vote with respect to the subject matter thereof. Written notice of Member approval pursuant to such action shall be given to all Members who have not signed the written consent. The Secretary of the Corporation shall file the consents with the Minutes of the Meetings of Members of the Corporation.

G. Notice

Written or printed notice stating the place, day and hour of each meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered not less than ten(10) or if notice is mailed by other than first class or registered mail, thirty(30) , nor more than sixty(60) days before the date of the meeting, either personally or by mail, by or at the direction of the President, the Secretary or the persons calling the meeting, to each Member entitled to vote at such meeting or otherwise shall be announced at the immediately preceding meeting of the Members. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Members at his or her address, as it appears on the records of the Corporation, with postage thereon prepaid.

H. VOTING

Each member shall be entitled to one vote on each matter submitted to a vote of Members. The vote of a Majority of the votes entitled to be cast by the Members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the Members.

I. QUORUM

A majority of the members shall constitute a quorum for the transaction of business at any meeting of the Members.

J. MANNER OF ACTING AND RULES OF ORDER

In all manners not covered by the Bylaws, parliamentary procedures shall be governed by the manual known as "Roberts Rules of Order, the Modern Edition." The act of the Majority of the Members present at a meeting of the Members at which a quorum is present shall be the act of the Members, unless a greater number is required under the Articles of Incorporation, the Bylaws, any applicable laws of the State of Missouri or Roberts Rules of Order.

K. POWERS

All powers not reserved to the Members are delegated to the Board of Directors.

ARTICLE IV-BOARD OF DIRECTORS

A. MANAGEMENT

The affairs of the Corporation shall be managed, supervised and controlled by a Board of Directors, consisting of not less than three(3) and no more than fifteen(15) persons. Directors shall be elected by the Members in the manner specified in Article III hereof. The number of directors constituting the Board shall be fixed from time to time by the Board of Directors.

B. TERM AND ELECTION OF DIRECTORS

The full term of office of directors shall be three years, and to the extent practicable, taking into account increases or decreases in the number of directors constituting the Board of Directors, one-third(1/3) of the Board of Directors shall be elected each year at the annual meeting of the Members, the directors so elected filling the place of retiring directors. In the event of a change in the number of directors, the resolution effectuating such change shall specify the years in which the terms of the directorships thereby created shall first expire. Vacancies occurring in the Board of Directors, including vacancies due to an increase in the number of directors, may be filled by the directors then in office. Any director may succeed himself or herself indefinitely. The exception to this provision involves the office of the President. In regards to the office of

the President, Frank Schmer will perpetually remain President of the St. Louis Barbecue Society until his death or resignation.

C. REMOVAL AND RESIGNATION

Any Directors may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed, with or without cause, by the affirmative vote of the majority of the Members at a meeting of the Members at which a quorum is present; provided, however, that a director elected by the Members may be removed by the Members only at a meeting called for the purpose of removing the director, and the notice of such meeting shall state the purpose, or one of the purposes, of the meeting is removal of the director. Any such resignation or removal shall take effect at the time specified therein.

D. ANNUAL MEETINGS

The annual meeting of the Board of Directors shall be held in the month of February of each year, and shall immediately follow the annual meeting of the Members of the Corporation, and shall be held for the purpose of electing new officers and transacting such other business as may come before the meeting.

E. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

F. MEETINGS

Meetings of the Board of Directors, regular or special, may be held at any place either within the State of Missouri, or from time to time, by resolution of the Board of Directors or by unanimous written consent of the members thereof. Meetings of the Board of Directors shall be held upon such notice as provided herein. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

G. PARTICIPATION THROUGH ELECTRONIC COMMUNICATION

Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board or 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 shall constitute presence in person at the meeting.

H. ACTION WITHOUT MEETING

Any action which is required to be or may be taken at a meeting of the directors, or any committee established by the Board of Directors, 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 Board or of the committee as the case be. The consent shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the Committee as the case may be.

I. NOTICE

Notice of any annual, regular or special meeting shall be given at least five (5) days previous thereto by written notice delivered either personally, by telegraph, teletype, facsimile, or other form of wire or wireless communication, or by mail to each director at his or her business or home address. Written notice shall be deemed effective at the earliest of the following: 1) when received 2) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly and with first class postage affixed; or 3) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Any director may waive any notice of any 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 of Directors need be specified in the notice or waiver of notice of such meeting.

J. QUORUM

A Majority of the whole Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

K. MANNER OF ACTING AND RULES OF ORDER

In all matters not covered by the Bylaws, parliamentary procedures shall be governed by the manual known as "Roberts Rules of order, the Modern Edition." The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required under the Articles of Incorporation, these By Laws, any applicable laws of the state of Missouri or Roberts Rules of Order.

ARTICLE V-OFFICERS

A. NUMBER AND ELECTION

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may also elect an Assistant Secretary and Assistant Treasurer. All Officers shall be elected at the Annual Meeting of the Board by a majority of those Board members present, including newly-elected members and said officers shall hold office at the pleasure of the Board until the next Annual Meeting and until their successors shall have been elected and qualified. Where a vacancy occurs in an office, it shall be filled by the Board for the unexpired term. There will be no election for President, however, as Frank Schmer will remain in office until his death or resignation.

B. PRESIDENT

The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and the Committees thereof, shall have the power to transact all of the usual, necessary and regular business of the Corporation as may be required and, with such prior authorization of the Board as may be required by these By Laws , to execute such contracts, deeds, bonds and other evidences of indebtedness, leases and other documents as shall be required by the Corporation; and, in general, shall perform all such other duties incident to the Office of the President and Chief Executive Officer and such other duties as may from time to time be prescribed by the Board of Directors. Again, the only exception involves the office of the President where Frank Schmer will remain in the aforementioned office until his death or resignation. In addition, all actions by the Board of Directors must be approved by the President before enactment.

C. VICE PRESIDENT

The Vice President shall act as chief executive officer in the absence of the President and, when so acting, shall have all the power and authority of the President. Further, the Vice President shall have such other and further duties as may from time to time be assigned by the Board of Directors.

D. SECRETARY

The Secretary shall record and preserve the minutes of the meetings of the Board of Directors and all committees of the Board, shall be responsible for authenticating records of the Corporation, shall cause notices of all of the meetings of the Board of Directors and committees to be given to the members thereof, and shall perform all other duties incident to the office of the Secretary or as from time to time directed by the Board of Directors or by the President.

E. TREASURER

The Treasurer shall be responsible for all funds of the Corporation, shall direct that such funds be deposited in such bank or banks as the Board of Directors may from time to time determine, and shall make reports to the Board of Directors as requested by the Board. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and

accurate accounting of the financial transactions of the Corporation, that reports of such transactions are presented promptly to the Board of Directors, that all expenditures are presented promptly to the Board of Directors, that all expenditures are made to the best possible advantage, and that all accounts payable are presented promptly for payment. The Treasurer shall further perform such other duties incident to his or her office and as the Board or the President from time to time determine. If required by 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.

F. REMOVAL AND RESIGNATION

Any Officer, with the exception of the President, may be removed, with or without cause, by the vote of the majority of the entire Board of Directors at any meeting of the Board. Any Officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation or removal shall take effect at the time specified therein.

ARTICLE VI-GENERAL PROVISIONS

A. CONTRACTS, ETC., HOW EXECUTED

Except as in these By laws otherwise provided or restricted, The Board of Directors 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 ; and unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

B. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with such banks, bankers, trust companies or other depositories as the Board of Directors may select or as may be selected by any officer or officers, to whom such power may be delegated from time to time by the Board of Directors.

C. CHECKS, DRAFTS, ETC.

All Check, drafts or other orders for the payment of money, notes, acceptances or other evidence 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 be determined from time to time by resolution of the Board of Directors in accordance with the provisions of these Bylaws. Endorsements for deposits to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature by the President, Vice President or Treasurer, or by any other officer or agent of the Corporation to whom the Board of Directors,

by resolution, shall have delegated such power, or by hand stamped impression in the name of the directors.

ARTICLE VII-CONFLICT OF INTEREST

No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or organization in which one or more of its Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or her or their votes are counted for such purposes, if the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors of the committee, and the Board or committee in good faith, taking into account the fairness of the contract or transaction, authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors present.

ARTICLE VIII-INDEMNIFICATION

A. MANDATORY INDEMNIFICATION

The Corporation shall indemnify any Director who was wholly successful, on the merits or otherwise. In the defense of any proceeding to which the Director was a party because he or she is or was a Director of the Corporation against reasonable expenses actually incurred by the Director in connection with the proceeding.

B. PERMISSIVE INDEMNIFICATION

1) The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director, officer or agent of the Corporation, or is or was serving at the request of the Corporation, or 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, against expenses, including attorney fees, judgements, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or process 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 Corporation, 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 judgement, by order, by settlement, by conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person 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 Corporation, and, with

respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

2) The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgement in its favor by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or 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 against expenses, including attorneys' 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 Corporation; 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 negligence or misconduct in the performance of his or her duty to the Corporation 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 indemnification for such expenses which the court shall deem proper.

3) To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsections 1 and 2 of this section, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorney fees, actuality, and reasonably incurred, by him or her, in connection with the action, suit, or proceeding.

4) Any indemnification under subsections 1 and 2 of this section, unless ordered by a court, shall be made by the Corporation only as authorized and 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. The determination shall be made by the Board of Directors 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.

5) 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 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 entitled to be indemnified by the Corporation as authorized in this section.

6) The indemnification provided by this section shall not be deemed exclusive of any other by rights to which those seeking indemnification may be entitled under section 537.117, MO. REV. STAT. 1986, any other provision of law, the articles of incorporation of the Corporation or these By Laws or any agreement, vote of 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 a person.

7) The Corporation shall have the power to give any further indemnity, in addition to the indemnity authorized or contemplated under other subsections of this section, including subsection 6, 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 Corporation as a Director, officer, employee or agent, of any other Corporation, partnership, joint venture, trust or other enterprise, provided that such further indemnity is either (i) authorized, directed, or provided for in the articles of incorporation of the Corporation or any duly adopted amendment thereof, or (ii) is authorized, directed, or provided for in these bylaw or agreement of the Corporation which has been adopted by a vote of the Board of Directors of the Corporation, and provided further that 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.

8) For the purpose of the section, references to the Corporation include all constituents, corporations absorbed, in a consolidation or merger as well as the resulting or surviving Corporation so that any person who is or was a Director, officer, employee or agent of such a constituent Corporation or is or was serving at the request of such constituent Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving Corporation as he or she would if he or she had served the resulting or surviving Corporation in the same capacity.

9) For purposes of this section, the term "other enterprise" shall include employee benefit plans ; the term "fines" shall include any excise taxes assessed on a person with respect to an "employee benefit plan;" and the term "serving at the request of the Corporation" shall include any services as a Director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such Director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interest of the Corporation" as referred to in this section.

C. INSURANCE

The Corporation may purchase and maintain Insurance on behalf of an individual who is or was a Director, officer, employee or agent of the Corporation, or who , while a Director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another foreign or domestic business or non- profit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against liability asserted against or incurred by him or her in the capacity or arising from his or her status as a Director, officer, employee or agent, whether or not the Corporation

would have power to indemnify the person against the same liability under section(a) or (b) above.

ARTICLE IX-AMENDMENTS TO ARTICLES AND BYLAWS

Any Amendments to the Articles of Incorporation or the By Laws of the Corporation must be approved:

1) By the Board of Directors, if the amendment does not relate to the number of Directors, the composition of the Board of Directors, the term of office or Directors or the method or way in which Directors are elected; and

2) By the members by two thirds 2/3 of the votes cast at a meeting at which a quorum is present or a majority of the members, whichever is less.

AS ADOPTED _____

FRANK SCHMER _____

ADDED OR EMENDED BY LAWS

ARTICLE 4 SECTION D

In order to allow Executive Board candidates the opportunity to dispense pertinent information to Board of Director members, regarding said candidates election to the executive board, and allowance of 30 days (or next scheduled Board of Directors Meetings) will be authorized between the time of nomination to and final election of the executive board members. Such amendment to take effect beginning with the annual prescribed meeting of the Board of Directors, February 2017.

ARTICLE 4 SECTION C

Removal and Resignation is amended to add: In order to facilitate more informational competence on the part of the active Board members, said Board members are limited to (4) four absences from monthly Board of Directors Meetings. Absences to be determined based on

calendar year beginning January 1st thru December 31st. Attendance at said meetings to include physical presence or by electronic device, including but not limited to conference call or voice bridge. Means of electronic attendance devices at Board Meetings will be purchased and maintained by SLBS. Individual Board Members must notify Board President and/or Secretary of all anticipated absences in order to allow Board to have available electronic means of attendance for physically absent Board Members. Failure to comply with the above required attendances will result in immediate removal from the Board of Directors of the offending party; pursuant to such removal procedures as contained in Article 4, section C of the SLBS By Laws herein.

SECTION G IS AMENDED TO READ.

PARTICIPATION THROUGH ELECTRONIC COMMUNICATION

Members of the Board of Directors or any other committee members designated by the Board of Directors may participate in a meeting of the Board or committee by means of conference telephone or similar communication equipment including computer online, email discussion, and legitimate and recognized voting procedure under the following criteria:

The topic or proposal is deemed time sensitive by two or more members of the executive committee

The topic or proposal cannot be tabled or postponed for consideration until the next Board of Directors meeting

The topic or proposal must be communicated to all Board Members for their consideration.

The proposal must contain a deadline

The topic or proposal must be passed or denied with the same quorum and majority vote as outlined in articles III, letters H and I.

Depending on the action of the online vote, the Secretary shall file consents along with the minutes from the preceding Board of Directors meeting, at the following Board of Directors meeting for ratification.

If deadline passes and insufficient participation in the voting process occurs the Executive Committee will render a decision and an email briefing will follow. In addition, the topic will be addressed at the next board meeting and an explanation will be given.

ARTICLE IV-BOARD OF DIRECTORS

NEPOTISM

In order to preserve the integrity and continuity of the SLBS Board of Directors, SLBS Bylaws are hereby amended to allow:

No more than two members related by blood, marriage, or any other relationship which may constitute a family relationship, be permitted to serve simultaneously on the SLBS Board of Directors.

No more than two members who reside in the same household be permitted to serve simultaneously on the SLBS Board of Directors

No more than two members affiliated in any way with a single barbecue entity be permitted to serve simultaneously on the SLBS Board of Directors

Nor any combination of the above shall exceed two.

Should any of the relationships described above begin while members are serving on the BOD, one or more of the members in the relationship must resign their position to satisfy this requirement

ARTICLE V-OFFICERS

No Board of Director member shall be appointed to serve as the Secretary, Treasurer or Vice President or as a member of the Executive Committee, unless he/she has served on the Board of Directors for a minimum of one year unless no one comes forward to serve.

ARTICLE III-MEMBERS

L. BBQ CONTESTS

All barbecue contests sanctioned by the Board of Directors are considered "private" events. Judges will be limited to members who have completed certified judges training. Competitors will be limited to teams whose head cook is a member. Therefore, all food preparation, cooking, sampling, judging and scoring to determine the category and overall results for a given contest is limited to only members of the SLBS.

-