

**BYLAWS OF  
ARCH REACTOR STL, INC.  
A NONPROFIT CORPORATION**

**ARTICLE I  
PURPOSES AND RESTRICTIONS**

The purposes of the Corporation shall be those nonprofit purposes stated in the Articles of Incorporation of the Corporation, 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 nonprofit purposes stated in the Articles of Incorporation.

Notwithstanding anything herein to the contrary:

1. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall 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.
2. The Corporation shall not carry on any activities not permitted to be carried on by: (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law); or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).
3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall 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 this Article VIII.
4. Subject to the foregoing, the Corporation may engage in any lawful, charitable activity.

**ARTICLE II  
OFFICES**

The principal office of the Corporation in the State of Missouri shall be located at 2215 Scott Ave., St. Louis, Missouri 63103. The Corporation may have such other offices as may be required.

The registered office of the Corporation required under the laws of 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**

The Corporation shall have no Employees, Shareholders, Partners, or Principal Members having voting rights. As outlined and dictated within the Standing Rules, the Organization may maintain a body of dues paying individuals (Affiliates) who are polled by the Board to advise the Board on decisions that affect the Organization.

### **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 nine (9) total persons. Directors shall be elected in the manner specified in Section B hereof. The initial Board of Directors shall have four (4) members, and thereafter the number of Directors constituting the Board shall be as 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 established in the Standing Rules. Officers shall not exceed a term limit of two (2) consecutive years within the same office. Directors not designated as Officers may serve longer terms as outlined within the Standing Rules. To the extent practicable, terms will be established taking into account increases or decreases in the number of Directors constituting the Board of Directors. The entirety of the Board of Directors shall be elected each year, in a self-perpetuating manner, at the Annual Meeting, the Directors so elected filling the place of retiring Directors. The Standing Rules define the election procedures, which must conform to the following requirements: (i) voting in the election is reserved for Affiliates, (ii) each Affiliate has equal voting privileges, (iii) any Affiliate may nominate any number of candidates during the Nominating Period, following the Nominating Procedure defined in the Standing Rules, and (iv) the Nominating Period is the period that starts 30 days before the Annual Meeting and ends on the day preceding the Annual Meeting, if not defined otherwise in the Standing Rules. Vacancies occurring in the Board of Directors, including vacancies due to an increase in the number of Directors, may be filled by a majority vote of the Directors then in office or of the dues-paying Affiliate Body. Any Officer reaching the two year term limit will become re-eligible for election into the position with a new term limit after the conclusion of a one year interlude.
- C) Removal and Resignation. Any Director 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 at least two-thirds (2/3) of the whole Board or by the affirmative vote of at least two thirds (2/3) of the Body. 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 January each year, at such time and place within the State of Missouri as shall be designated by the President or determined by the Board of Directors, and shall be held for the purpose of

electing new Directors, and transacting such other business as may come before the meeting. The first order of business shall be the election of new members of the Board, who may participate in the meeting in their new roles immediately upon their election.

- E) Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or by any two Directors.
- F) Meetings. Meetings of the Board of Directors, regular or special, shall be as designated from time to time by resolution of the Board of Directors or by unanimous written consent of the members thereof, and may be held at any place within or outside of the State of Missouri. 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 of 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 may 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 or electronic mail to each Director at his or her business or home address. Written notice shall be deemed effective at the earliest of the following: (i) when received; (ii) 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 (iii) 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 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 most current edition of the manual known as "Robert's Rules of Order, Newly Revised" 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 Bylaws, any applicable laws of the State of Missouri or Robert's Rules of Order. The Chair of the meeting may elect to use a modified or abridged version of Robert's Rules of Order for the sake of efficiency or ease of understanding. In the event of a conflict in use of procedure or question to the proper application of procedure, the unmodified and unabridged version of procedure will take precedence.

- L) Compensation. Directors shall not receive any stated salary for their services as such, but by resolution of the Board of Directors, a fixed reasonable sum for expenses or for attendance, if any, or both, may be allowed for attendance at each meeting of the Board of Directors. The Board of Directors shall have power, in its discretion, to contract for and to pay to Directors rendering unusual or exceptional services to the Corporation, special compensation appropriate to the value of services.

## **ARTICLE V OFFICERS**

- A) Number and Election. The officers of the Corporation shall be defined within the Standing Rules, but should at least include a President, a Vice President, a Secretary, a Treasurer, and a Sergeant at Arms. The Board of Directors may also elect any additional Director titles as seen fit by the Board (or the constituent Body) within the limitations set forth by these Bylaws and the Standing Rules. All officers shall be elected at the Annual Meeting by the process defined within the Standing Rules, and said officers shall hold office for the terms and limitations defined in Article IV above. Where a vacancy occurs in an office, it shall be filled by the process described in Article IV above.
- 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 Bylaws, 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 President and Chief Executive Officer and such other duties as may from time to time be prescribed by the Board of Directors. The President shall also be responsible for any duties defined in the Standing Rules.
- 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. The Vice President shall also be responsible for any duties defined in the Standing Rules.
- 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 ensure notices of all meetings of the Board of Directors and committees to be given to the members thereof as described above, shall be the Officer secondarily responsible for filing such documents as may be required by the State, and shall perform all other duties incident to the office of Secretary, those defined in the Standing Rules, 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 be the primary Officer responsible for filing such financial and other legal documents as may be required by the State. The Treasurer shall further perform such other duties as defined by the Standing Rules, those incident to his or her office, and as the Board or the President may 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) Sergeant at Arms. The Sergeant at Arms shall be responsible for providing and recalling access to the spaces when required, as well as the general security of the Corporation's property. The Sergeant at Arms shall also be responsible for any duties defined in the Standing Rules.

## **ARTICLE VI GENERAL PROVISIONS**

- A) Contracts, Etc., How Executed. Except as in these Bylaws 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 pecuniarily 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, Agent or Agents of the Corporation to whom such power may be delegated from time to time by the Board of Directors.
- C) Checks, Drafts, etc. All checks, 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 deposit 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**

When a Director has an interest in a transaction being considered by the Corporation, the Director should disclose that conflict before the Board of Directors or staff member take(s) action on the matter. Any Director having a conflict of interest will not vote or use his or her personal influence on the matter and shall not be present when the matter is discussed by the Board of Directors. The minutes of the meeting will reflect that a disclosure was made, and the abstention from voting.

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 or the committee, and the Board or committee in good faith, taking into account the fairness of contract or transaction, authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors present.

## **ARTICLE VIII AMENDMENTS**

- A) Amendment of Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended by a majority vote of the Board of Directors. The Corporation shall provide notice to each member of the Board of Directors of any meeting at which an amendment is to be voted on. Such notice stating that the purpose, or one of the purposes, of such meeting is to consider a proposed amendment to the Articles of Incorporation and such notice contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.
- B) Amendment of Bylaws. These Bylaws, excepting the provisions of Article I hereof, may be amended by a majority vote of the Board of Directors.

## **ARTICLE IX 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, suit or proceeding, whether civil, 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, Employee 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 attorneys' fees, judgments, 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 judgment, order, settlement, 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, 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 judgment 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 attorneys' fees, actually 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 in the specific case upon a determination that indemnification of the Director, Officer, Employee or Agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this section. 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 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 Bylaws 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 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 Bylaws or any other 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 person's conduct which was finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct.
8. For the purpose of this section, references to the "the Corporation" include all constituent 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 other 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 service 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 interests 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 nonprofit Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him or her in that 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 X AUDITS, FINANCIAL REPORTS, AND RECORDS**

1. Financial Records. The Board of Directors shall cause the financial records to be kept, and if appropriate, audited annually.
2. Financial Reports. The President and the Treasurer shall report on the activities and financial condition of the Corporation to the Board of Directors no less frequently than once every calendar year.
3. Corporate Records. The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors, a record of all actions taken by the Directors without a meeting, and a record of all actions taken by committees of the Board of Directors.
4. Accounting Records. The Corporation shall maintain appropriate accounting records. A copy of the following records shall be kept at the Corporation's principal office: The Articles of Incorporation and all amendments to them currently in effect; these Bylaws and all amendments to them currently in effect; a list of the names and business or home addresses of the current Directors and officers; the most recent annual report delivered to the Secretary of State; and appropriate financial statements of all income and expenses.