

BY-LAWS OF OZARK ACTION, INC.

Article I - General Provisions

Section 1. Name

The name of this corporation shall be Ozark Action, Inc.

Section 2. Corporate and Tax –Exempt Status

The corporation has been incorporated under the Missouri Non Profit Corporation Act and Has Obtained Internal Revenue Service determination as exempt from federal income tax under Internal Revenue Code Section 501 (C) (3)

Section 3. Service Area, Offices, Registered Office and Agent

The Principal Office of the corporation shall be located in one of the counties in the corporation's Service Area.

The corporation shall have and continuously maintain in the State of Missouri, a registered office and a registered agent whose office is identical with such registered office as required by the Missouri Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office of the corporation in the state of Missouri. The address of the registered office and identity of the registered agent may be changed from time to time by the Board of Directors.

The corporation shall maintain at least one outreach office in each county served or as otherwise required by funding sources.

The counties served by this corporation shall include Douglas, Howell, Oregon, Ozark, Texas and Wright. Services may be provided in additional counties based on specific funding source and Board of Directors approval.

Section 4. Corporate Seal

The Board of Directors may adopt and alter the seal of the corporation.

Section 5. Fiscal Year

The fiscal year of the corporation shall be from July 1 through June 30 of each year.

Article II - Purposes and Mission, Prohibitions

Section 1. Purposes and Mission Statement

It is the purpose of Ozark Action, Inc. to stimulate a better focusing of all available local, state, private and federal resources towards enabling low-income families and individuals of all ages, within the counties which comprise the area it serves, to attain the skills, knowledge, motivation and opportunities needed to become fully self-sufficient. Towards this aim, Ozark Action, Inc. will provide leadership, resource development and collaboration with a diverse array of community partners, including, but not limited to social service and education organizations, businesses, governmental entities and other groups of influence, to enhance community social and economic well-being. This statement of purpose recognizes that our State and our Nation

can achieve full economic and social potential, only if all individuals have the opportunity to contribute to the full extent of their capabilities and to participate as learners, workers, volunteers and citizens in the workings of our society.

The mission of Ozark Action, Inc. **is to coordinate and provide services for people with needs so that they can improve their quality of life.**

Section 2. Prohibitions

Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any activities prohibited under the Internal Revenue Code 501(c) (3) or the laws of the State of Missouri.

No substantial part of the activities of this corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation. None of the activities of this corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

No part of the net earning of this corporation shall inure to the benefit of any private shareholder or individual. The property of this corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the owner, after providing for the debts and obligation thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) and 509(a)(1), (2) or (3) of the Internal Revenue Code of 1954 (and subsequent revisions thereof).

Article III - Members/Open Meetings

Section 1. Members

There shall be no additional members of this corporation other than the Board of Directors.

Section 2. Open Meetings

All meetings of the Board of Directors, committees of the Board, and advisory committees or councils shall be open to the public, except when closed in accordance with the provisions of the Missouri Sunshine Law. Public notice shall be provided for all such meetings in accordance with the Missouri Sunshine Law. Written minutes of all such meetings shall be kept as required by the Missouri Sunshine Law.

Members of the Board of Directors, or of any committee of the Board, or of any advisory council or committee, may participate in a meeting of the body on which they serve, and meetings of such bodies may be conducted, 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. Such meetings shall be conducted in accordance with the requirements of the Missouri Sunshine Law.

Article IV - Board of Directors

Section 1. Composition of the Board

The corporation's Board of Directors shall consist of eighteen (18) voting directors, plus one non-voting director chosen by the Head Start Policy Council from among its members. Of the voting directors: (1) at least one-third shall be persons chosen in accordance with democratic selection procedures adequate to assure that they are representative of the poor in the corporation's service area; (2) one-third shall be elected public officials, currently holding office, or their representatives (except that if the number of elected officials reasonably available and willing to serve constitutes less than one-third of the voting membership of the board, appointed public officials may be selected and counted in meeting such one-third requirement); and (3) the remainder shall be officials or members of business, industry, labor, religious, welfare, education, law enforcement or other major groups and interests in the community. Each county in the corporation's service area shall be represented by (3) voting directors.

Section 2. Duties and Responsibilities of Board Members

The Board of Directors of the corporation is legally responsible for the overall organization, operation and management of the agency and inclusive of its business, property and affairs. The Board shall have full power to act in all areas pertaining to the operation of the agency within the framework of funding agency guidelines. The Board is responsible to establish policies to govern agency activities, implemented through the executive director of the agency to whom it delegates the authority for the day-to-day management and administration of the agency's programs, staff, financial affairs and implementation of policy.

Board responsibilities include trusteeship, comprehensive of accountability to funding sources and the public for programs and services; legal accountability for the assets of the agency; policy determination; approval of programs to be provided; determination of agency goals; assisting staff in promoting positive public and community relations and in developing financial and volunteer resources; and evaluation of overall agency and program results.

The Board shall retain wholly unto itself the following specific duties:

- Approval of applications for funding;
- Assurance of compliance with all contract and grant requirements;
- Review of program progress and external monitoring findings of strengths and weaknesses and including any areas of non-compliance;
- Approval of personnel policies and organizational staffing pattern;
- Selection of the agency's independent auditor and review of the audit report;
- Approval of and changes to financial procedures (including the establishment of overall financial and procurement policies, approval of budgets and approval of persons authorized to sign checks, to enter into contracts and deliver any instrument in the name of an on behalf of the corporation, to open and close bank accounts, to invest agency funds according to a board-approved investment plan or to borrow funds in the name of the corporation);
- When the need arises, hiring and/or dismissing the executive director;
- Supervision and evaluation of the executive director, including at least annual evaluation and authorization of the compensation for the position, through the Board president;
- Review and approval of the agency's annual planning process, setting short-and-long range goals, objectives and program priorities.

Board members shall conform to the same standards of ethics and agency policies as are required of paid employees. They shall share in the responsibility of promoting a positive public image of the agency within the community and with its funding sources. Board members are responsible through the Board President for their activities and shall follow the Board of Directors line of authority that parallels the staff line of authority.

Section 3. Selection of Board Members

Members of the Board will be selected in such a manner as to assure that they speak and act on behalf of the sector that they represent. Each board member must be a resident of the County he/she represents. The selection process for filling of vacancies for members whose terms expire and/or for resignation, death, or other declared vacancies shall be as follows:

- (a) Low Income Representatives. Interest in volunteer board service shall be actively solicited and may be self-initiated by individuals or groups that wish to be represented. Nominations shall require a written information form to be completed by each individual interested in board service. Nominations and accompanying information forms shall be maintained in a nominations file until such time it has been determined that the individual is no longer available or interested in serving on the Board. The Nominating Committee of the Ozark Action, Inc. Board of Directors shall consider the nominations and recommend the election of one nominee by the full Board of Directors upon expiration of board member terms and/or in the event of any vacancy. An affirmative vote of a simple majority of the members present of the Board shall be required to seat a board member.
- (b) Private Sectors Representatives Interest in volunteer board service shall be actively solicited and may also be petitioned by groups that feel they represent a major private sector influence within the County and that wish to be represented. Representation of private sector influence to the board shall strive to represent a diversity of the major groups of influence in the OAI service area. Nominations shall require a written information form to be completed by each individual interested in board service and signed by the president or other designated official of the private sector group of influence. Nominations and accompanying information forms shall be maintained in a nominations file until such time it has been determined that the interest in Board representation is no longer present. The Nominating Committee of the Ozark Action, Inc. Board of Directors shall consider the nominations and recommend the election of one nominee by the full Board of Directors upon expiration of board member terms and/or in the event of any vacancy. An affirmative vote of a simple majority of the members present of the Board shall be required to seat a board member.
- (c) Public Sector Representatives Members of the Board that represent the public sector shall be the Chief Local Elected Officials of each county or any other elected county official they designate. If the Chief Local Elected Official fails to appoint an elected county official to the position, the Ozark Action, Inc. Board of Directors will appoint an elected official from some other public entity. Officials eligible to serve on the Board shall have either general governmental responsibilities or responsibilities which require them to deal with poverty-related issues.
- (d) Petitions for Board Representation: A low-income individual, community organization, or religious organization, or representative or low-income individuals that considers it organization, or low-income individuals, to be inadequately represented on the Board may

submit a petition for representation to the Executive Director or President of the board, who shall present the petition to the President at the Next Board meeting. The petitioning individual or organization shall be given an opportunity to be heard at a meeting of the Board, upon such reasonable terms as the Directors shall determine. A written statement of the Board's action on the petition shall be provided to the petitioning individual or group and a copy of the statement shall be sent to the appropriate government funding sources as required by law or procedure in effect from time to time. Should it decide to provide representation to the petitioning organization or interest, the Board shall take any actions necessary to provide that representation while ensuring that the Board's composition meets the requirements of the federal Community Services Block Grant Act and any other applicable laws or regulations.

Section 4, Vacancies

Under Missouri Nonprofit corporation law, if there is a vacancy in a board position appointed by a third party the vacancy may only be filled by the party. Where directors are elected by the board, the board may fill the vacancy by majority vote at a meeting at which a quorum is present. The board will elect all members once they have gone through the appropriate selection process.

The board elects all board members after they have been selected and the democratic selection process will be used to fill vacancies in the low-income sector, but that the board should choose people to fill vacancies in the public and private sectors.

Directors filling a vacancy holds office for the unexpired term of his/her predecessor and until his/her successor is chosen and qualified or until s/he sooner dies, resigns or is deemed to have resigned, is removed or becomes disqualified.

Section 5. Restrictions on Board Membership

No current Ozark Action, inc. employee may serve on the Board of Directors.

No former employees who have been involuntarily terminated may serve on the Board of Directors.

No immediate family member of an Ozark Action, Inc. employee may serve on the Board of Directors. (Definition of immediate family member is contained in Ozark Action, Inc. Personnel Policies).

No person serving as a voting member of the Board of Directors may be hired by the agency for two years after separation from the Board.

No staff member or immediate family member of a staff member may serve on the Board of Directors for a period of two (2) years immediately following the staff member's separation from the agency.

Board members who are federal employees are prohibited from serving in any capacity that would require them to act as an agent of or attorney for the CAA in its dealings with any federal government department or agencies.

Section 6. Removal of Board Members

A board member may be removed from the Board of Directors with or without cause by an affirmative vote of two-thirds of the members of the Board present and voting at any regular or special meeting.

If a Board Member Fails to attend three (3) consecutive regular meetings of the board of directors the board will vote to remove that director from the Board. The vote required to remove a director for failing to attend board meetings will be a majority of directors in office. As customary it is required that the notice of the meeting at which the removal is to be discussed specify that a purpose of the meeting is to consider the removal of such board member and will provide the director proposed to be removed with an opportunity to be heard at the meeting at which the removal is to be discussed. Other cause for removal from the Board may include engaging in activities that are in opposition to the agency's purposes and mission or that undermine the agency's credibility and public image, or, unethical behavior related to representation of the agency in a board member capacity. In the case of an appointee from the public sector, the appointing Commissioner will be notified of the noncompliance with policy and will be asked to serve or to nominate another county official. If none is found, the Board will make an appointment as provided in Article IV, Section 3 (c).

Section 7. Directors Terms

Voting directors shall be elected at the corporation's annual meeting. Each voting directors shall hold office for a term of three years, or until his or her successor is chosen and qualified, or until he or she sooner dies, resigns, is removed or becomes disqualified. The non-voting director chosen by the Head Start Policy Council from among its members shall serve for a one-year term, beginning at the Board's November meeting.

Section 8. Resignation

A member of the Board of Directors may resign by submitting their resignation to the president or secretary of the board. The resignation is effective when delivered, unless it specifies a later date. A director who has ceased to meet the qualifications (e.g., a public official who is serving as a director or who designated a representative to serve as a director leaves public office or a low-income sector director selected to represent a specific geographic area moves out of that area for the seat to which s/he was elected is deemed to have resigned as of the date s/he ceased to meet those qualifications.

Section 9. Compensation

Board members of this corporation shall serve without compensation with the exception that directors may be reimbursed for reasonable and documented expenses incurred in attending board meetings and related board business in accordance with the written policies of the corporation.

Article V - Annual, Regular and Special Meetings

Section 1. Annual Meeting

Beginning in 1998, the annual meeting of the corporation shall be held in the month of September at such a time and hour as the Board of Directors may determine. Business to be conducted at the annual meeting shall include the election of board members for positions where terms expire or are otherwise vacated, election of the officers of the corporation, and reviewing

financial and program reports for the most recently completed fiscal year, and such other business as the Board may determine.

Section 2. Regular Meetings

The Board of Directors shall meet at least once every ten weeks and shall hold a minimum of six regular meetings per year at which a quorum is present. Unless otherwise determined by the Board, regular board meetings will be held on the fourth Tuesday of each alternate month of the fiscal year, beginning in July.

Directors shall receive advance written notice of all regular meetings of the Board of Directors not less than one week and not more than three weeks prior and such notice shall include a tentative agenda for the meeting via first-class mail. A copy of the minutes of the last meeting, together with a year-to-date financial statement shall be provided with the notice for all regularly called meetings unless it is demonstrated that it is not feasible to provide these in the mailing.

Section 3. Special Meetings

Special meetings of the Board of Directors may be called at any time by the President or any three members of the Board upon giving a three (3) day written notice of the time, place and purpose thereof to each member. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.

Section 4. Quorum

A quorum of the Board for all meetings shall consist of four (4) counties represented and fifty percent (50%) of the current total membership of the Board of Directors.

Section 5. Waiver of Notice When, under the Missouri Non-Profit Corporation Act or the Articles of Incorporation or these by-laws, or by the terms of an agreement or instrument, the Corporation or the Board of Directors or any committee thereof may take action after notice to any person or after lapse of a prescribed period of time, that action may be taken without notice and without lapse of the period of time, if at any time before or after the action is completed the person entitled to notice or to participate in the action to be taken submits a signed waiver of such requirements. Attendance of a Director at a meeting constitutes a waiver of notice of a 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.

Section 6. Meeting Procedures/Voting

Meetings shall be conducted within the principles and framework of Robert's Rules of Order. Business of all board meetings will follow the tentative agenda as mailed. Except as otherwise required by law, the articles of incorporation or the bylaws, the board shall act by affirmative vote of the directors present at a meeting at which a quorum is present. Each member of the Board shall have one vote on all questions presented for action. There shall be no proxy voting. Directors may participate in board meetings by telephone conference call or other electronic form of communication through which all directors participating in the meeting can hear one another and that presence by such means will constitute presence in person at the meeting.

Article VI - Officers

Section 1. Officers of the Corporation

The officers of the corporation shall be President, Vice-President, Secretary and Treasurer, and such other officers as the board may designate from time to time, each of whom shall be elected by and from the Board of Directors. Each office must be held by a separate individual, with no individual holding more than one office.

Section 2. Election and Term of Office

The officers of the corporation shall be elected annually by the Board of Directors at the Annual Meeting of each year. The President, Vice President, Treasurer and Secretary shall each hold office for a one-year term or until his or her successor is chosen and qualified, and each other officer shall hold office until his or her successor is chosen and qualified, unless a shorter period shall have been specified by the terms of his or her election or appointment, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.

No member shall serve as an officer of the Board for more than three (3) consecutive terms, with the exception of a member filling an unexpired portion of a term. In that case, it could be the unexpired portion they filled, followed by no more than three (3) consecutive terms.

Section 3. Removal from Office

Any officer elected by the Board of Directors may be removed by a majority vote of the Board of Directors present at a meeting at which a quorum is present.

As customary it is required that the notice of the meeting at which the removal is to be discussed specify that a purpose of the meeting is to consider the removal of such officer and will provide the officer proposed to be removed with an opportunity to be heard at the meeting at which the removal is to be discussed

Section 4. Vacancies

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Resignation

An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a future effective date.

Section 6. Duties of the Officers

The duties of each officer are as follows:

(a) President

The president shall be the chief volunteer officer of the corporation. He/she shall have overall responsibility for general management of the corporation subject to the control of the Board of Directors and shall see that all orders and resolutions of the Board of Directors are carried into

effect. He/she shall preside at all meetings of the Board of Directors. He/she shall have the general powers and duties usually vested upon a presiding officer and shall be an (Voting) member of all standing committees of the Board.

(b) Vice-President

The Vice-President shall perform the duties and exercise the power of the president during the absence or disability of the president.

(c) Secretary

The secretary shall attend all meetings of the Board of Directors and shall cause to be preserved in books of the corporation, true minutes of the proceedings of all such meetings. He/she shall be custodian of the corporate records, shall cause to be given notices required by statute, by-laws or resolution, and in general shall perform such other duties as are incidental to the office of the secretary of a corporation.

(d) Treasurer

The treasurer shall oversee all funds and assets of the corporation and shall cause to be kept full and accurate records of the corporation's finances. S/he will report periodically to the Board on the financial condition of the corporation. S/he will serve as the chair of the Finance Committee and shall perform such duties as determined by the Board from time to time.

Section 7. Bonding

Board Members, officer or any employee of this corporation, shall be bonded in a sum and with one or more sureties satisfactory to the Board of Directors, conditioned upon the faithful performance of the duties of his/her office and for the restoration to the corporation in case of death, resignation, retirement or removal from office of all papers, vouchers, money and other property of whatever kind in his/her possession or under his/her control belonging to the corporation.

Article VII - Committees

Section 1. General Provisions

Unless otherwise provided in the By-laws, board committees shall be composed of at least four (4) members and shall parallel as closely as possible the tripartite structure of the Board. Committee members will be elected by the full Board. A quorum for standing committees shall be fifty percent (50%) of the committee's membership. All actions taken by a committee must be ratified by the full Board.

Section 2. Executive Committee

The officers of the corporation, along with three members elected at-large by the Board of Directors, shall constitute the Executive Committee, with the president being the chairperson. The at-large members shall be elected by the Board at the first meeting following the annual meeting of the corporation. The Executive Committee shall have authority to act on behalf of the Board of Directors between meetings of the full Board. The Executive Committee shall be subject to the By-laws of the corporation, and none of its actions shall conflict with actions taken

by the Board of Directors. Any action taken must be approved by the Board at its next meeting at which a quorum is present. A quorum for meetings of the Executive Committee shall be fifty percent (50%) of the Committee's membership.

Section 3. Nominating Committee

The Nominating Committee is a standing committee of the Board and shall be composed of no less than four members of the Board of Directors. The Nominating Committee members shall be elected at the first meeting following the annual meeting of the corporation. The Nominating Committee is responsible for reviewing and proposing members to the Board of Directors upon any vacancy and for proposing a slate of officers for the corporation at each annual meeting. All elections are subject to Board vote as stipulated in Article IV, Section 3 of these By-laws.

Section 4. Equal Opportunity Committee

There shall be a standing Equal Opportunity Committee of the Board, elected by the board and responsible to ensure that the agency has current equal opportunity policy and Affirmative Action Plan that meet(s) legal requirements. The Equal Employment Opportunity/Affirmative Action Plan shall be reviewed at least annually.

Section 5. Finance Committee

There shall be a standing Finance Committee composed of the treasurer, as chairperson and at least three other members of the Board, to be appointed by the president with the approval of the Board. The Committee shall review and recommend to the Board, investment of assets, subject to Board approval. The Committee shall have the authority to act, recommend a resolution, for the sale, exchange and transfer of investments. The Finance Committee shall report to the Board at regular intervals of any activity. The Committee shall additionally be responsible to review proposals for selection of the independent auditing firm for the corporation, to assist staff in working with the auditing firm, to review the independent audit and to present each annual audit to the Board.

Section 6. Personnel Committee

There shall be a standing Personnel Committee composed of the Board officers and three at-large members. The Personnel Committee is responsible to recommend policies and practices, which govern the employment and retention of personnel and salary and benefit packages through the agency's Personnel Policies. Personnel policies shall be reviewed annually for any needed revisions.

Section 7. Audit Committee

There shall be a standing Audit Committee composed of no less than four members of the Board of Directors. Additionally the Audit Committee will not include any members of the finance committee. The Audit Committee is responsible to recommend policies and practices, which govern the selection of auditors and the audit process.

Section 8. Other Committees

The Board of Directors may establish other standing committees, sub-committees and ad-hoc committees at its discretion. Powers, duties and responsibilities of all other committees shall be clearly defined.

Section 9. Other Councils and Boards

Councils required by some individual grants and contracts will be recognized by the Board. These Councils, whose make-up will be in accordance with funding source requirements, will retain specific policy-making and oversight responsibilities with regard to operations funded by those grants and contracts. These Councils shall include the Head Start Area Policy Council, the Private Industry Council, the Howell County Public Housing Agency, and others that may become necessary.

Article VIII - Executive Director

The Board of Directors shall appoint and employ an executive director/chief executive officer who shall be the general manager and fiscal agent responsible for administration of the corporation's programs, finances, contract execution and personnel within the framework of the policies, principles and practices established by the Board. This shall include but not be limited to staffing, job classification and other responsibilities incident to a chief executive officer of a business corporation. He/she shall employ and discharge such staff as deemed necessary in accordance with budget provisions and personnel policies and practices authorized by the Board of Directors. He/she shall be responsible for the administrative management of the affairs of this corporation subject to the approval of and direction of the Board of Directors and be responsible to work within an approved budget established by the Board. The executive director shall report to the Board president. The Board of directors will evaluate the Executive director's performance and set his/her compensation on an annual basis.

When a vacancy occurs in the position of Executive Director for any reason a meeting will be convened by the Board of Directors within 10 days to initiate action on a replacement for the position, which may include selection and appointment of an Acting Executive Director. This action will require the vote of the full Board in either a regular or special meeting.

Article IX - Nondiscrimination and Equal Opportunity

The officers, directors, committee members, employees and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and disability.

Section 1. Indemnification of Directors/Officer

The Corporation shall indemnify each of its officers and directors to the full extent specified by Sections 351.471 - 355.476 of the Missouri Revised Statutes, as amended from time to time (the "Indemnification Statute"), and, in addition, shall indemnify each of them against all expenses (including without limitation all attorney fees, judgments, fines and amounts paid in settlement) incurred by any of them in connection with any claim (including without limitation any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether or not by or in the right of any corporation) by reason of the fact that any of them is or was serving the Corporation or at the request of the Corporation as a director, officer, employee or agent of another corporation or arising out of any of their status in any such capacity, provided that the Corporation shall not 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.

The Corporation may, to such extent as it deems appropriate and as may be permitted by the Indemnification Statute, indemnify any employee or other person referred to in the Indemnification Statute against any such expenses incurred by said employee or other person in connection with any such sale by reason of the fact that such employee or other person is or was serving the Corporation; provided, however, that the Corporation shall indemnify any employee or other person referred to in the Indemnification Statute against any such expenses incurred by said employee or other person in connection with any such claim by reason of the fact that such employee or other person is or was serving at the request of the Corporation in any of such capacities or arising out of said individual status in any such capacity.

The Corporation is authorized to give or supplement any of the aforesaid indemnifications by bylaw, agreement or otherwise and fund them by insurance to the extent it deems appropriate. Amounts to be paid under this Article shall be disbursed at such times and upon such procedures as are set forth in the Corporation's Bylaws. All such indemnifications shall continue as to any person who has ceased to serve in any of the aforesaid capacities and shall inure to the benefit of the heirs, devisees and personal representatives of such person. Indemnification given under Sections 1 or 2, or given or supplemented under this Section 3 of this Article shall survive elimination or modification of this Article with respect to any such expenses incurred in connection with claims arising out of acts or omissions occurring prior to such elimination or modification, and persons to whom such indemnification is given shall be entitled to rely upon such indemnification as a contract with the Corporation.

Section 2. Conflict of Interest Policy

The board of directors will adopt a conflict of interest policy. The conflict of interest policy will be reviewed on a regular basis to ensure its effectiveness.

Article X- Amendments

These By-laws may be amended, altered, changed or repealed by an affirmative vote of the members of the Board of Directors in office. The notice of the meeting at which the amendments are to be considered must state that a purpose of the meeting is to consider the amendments and contain a copy or summary of the amendments. Any amendments, alterations, changes, additions or deletions from these By-laws shall be consistent with the laws of Missouri, which define, limit or regulate the powers of this corporation or the directors of this corporation.