

Notice may be given either orally or in writing or by other means such as electronic communications at stations or addresses provided by the Director. Written notices shall be deemed to have been delivered when left on an answering machine or voice mail system to which the Director has direct access.

Assertion by any Director or Directors or failure to receive notice of a meeting shall in no case invalidate any actions taken by the Board of Directors at the meeting for which it is asserted that notice was not received, provided that a quorum of Directors was present and that a majority of the Directors present, voted in favor of the actions taken.

Meetings of the Board may be held or conducted by the use of any means of communication by which all Directors participating in the meeting can simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

## **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

- a. **Rights of Indemnification and Advancement of Expenses.** The Corporation shall indemnify as a matter of right, every person made a party to a proceeding because such person is or was:
- (i) A member of the Board of Directors of the Corporation
  - (ii) An officer of the Corporation, or
  - (iii) While a Director or officer of the Corporation, serving at the request of the Corporation as a Director, officer, partner, trustee, employee, or agent of another Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not (including the heirs, executors, administrators, and estate of such person) (each an "indemnitee") to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense incurred in defense (including attorney's fees) asserted or threatened against and incurred by such person in his or her capacity as or arising out of his or her status as an indemnitee as defined in this article. In particular, in providing such indemnification, the Corporation shall at the request of each indemnitee advance cost of defense and associated costs in timely fashion and regardless of the status of litigation or threatened litigation.
- b. **Other Rights Not Affected.** The indemnification provided by this article shall not be exclusive of any other rights to which indemnitees may be entitled under the Articles of incorporation or under any other Bylaw, or any right under law, by contract or

otherwise, relating to indemnification of or advancement of expenses to any person qualified as an indemnitee, nor shall it preclude the exercise of such rights, nor shall it limit in any way any right which the Corporation may have to make different or further indemnifications with respect to the same or different persons or classes of persons.

No person shall be liable to the Corporation for any loss, damage, liability, or expense suffered by it on account of any action taken or omitted to be taken by him or her as an indemnitee, if such person (i) exercised the same degree of care and skill as a prudent person would have exercised under the circumstances in the conduct of his or her own affairs, or (ii) took or omitted to take such action in reliance upon advice of counsel for the Corporation, or for such other Corporation or enterprise, or upon statements made or information furnished by Directors, Officers, Employees, or Agents of the Corporation or of such other Corporation or enterprise, which he or she had no reasonable grounds to disbelieve.

- c. Exclusions. Notwithstanding, any other provision of this Article, there shall be no indemnification with respect to matters as to which indemnification would result in inurement of net earnings of the Corporation “to the benefit of any private shareholder or individual”, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended, or similar provisions of any subsequent Federal Law. The provisions of, and the rights and obligations created by, this Article shall not give rise to be deemed to give rise to “compensation for personal services”.