



BOARD MEMBER ROTATION POLICY

The Board of Directors shall consist of all Officers of the Corporation, the elected Directors of the Corporation, and the three (3) most recent Past Chairmen of the Corporation unless they have voluntarily resigned from the Board.

The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Missouri. The Board of Directors shall consist of no more than forty (40) nor less than eleven (11), exclusive of the three (3) most recent past Chairmen.

Each elected Director shall hold office for a three (3) year term; provided that the Directors shall voluntarily organize themselves to have terms, where approximately one-third of those Directors have terms ending each year. The Board of Directors may, from time to time, approve additional Directors for designated terms selected by the Board, provided that such Directors' initial terms shall not extend more than three (3) years after the November annual meeting following their election. Thus, if the Board approves a new Director in February of a particular year, then that person's term shall end, as determined by the Board, not later than the date of the next annual meeting of the Corporation (the following November), plus three (3) years. The Board shall have authority to select shorter terms for new Directors in order to properly balance the expiration dates for the terms of its members.

Each Director may serve a maximum of two (2) uninterrupted terms and a former Director may be re-elected as a Director after ceasing to serve as a Director for a period of no less than one (1) year. Notwithstanding the foregoing, any Officer of the Corporation who is also a Director shall have his or her term as Director extended so long as he or she continues to serve as an Officer of the Corporation. Directors whose terms end in a particular year and are not re-elected shall leave the Board, although they shall be eligible to serve on committees of the Board and on the Advisory Board of the Corporation.

The Board of Directors shall be comprised of not less than 20% of individuals who have developmental disabilities or who have persons with developmental disabilities in their immediate families, including siblings, lineal descendants and spouses.

Any vacancy on the Board may be filled by the Board of Directors at such time as it determines. This means that the Board may elect new members to the Board at any time, in its sole discretion, provided that the maximum number of Directors does not exceed the maximum number allowed.

The Board of Directors may remove any member of the Board as follows:

- (a) The Board of Directors shall institute such proceeding by mailing a written notice thereof to such Member not less than ten (10) days prior to the Board Meeting at which a determination will be made.

- (b) The Chairman shall appoint a person to present the reasons for removal. The Director subject to such removal shall have the right to present facts in such Director's defense and may do so with counsel.
- (c) The Board of Directors shall remove said Director only by the affirmative vote of two-thirds of those present at a meeting duly called at which a quorum was also present.

The Chairman or Board of Directors may declare the seat of any Director vacant if such Board Member is absent from three (3) consecutive meetings of the Board without cause being deemed sufficient by the Executive Committee of the Board. Said declaration shall not require a hearing.

Advisory Board: The Board of Directors shall have authority to organize an Advisory Board for the Corporation, such Advisory Board to have such duties as are assigned to it from time to time by the Board. Advisory Board members shall not have votes or be required to attend meetings of the Board of Directors. However, Advisory Board Members may serve as members of Committees of the Board of Directors and may attend meetings of the Board of Directors so long as such meetings are not closed by action of the Board of Directors.

Emeritus Directors: The Board of Directors shall have authority to name long time members of the Board as emeritus directors. Such persons may be identified as having such status in publications of the Corporation and shall be permitted to attend all Board meetings of the Corporation but shall not have a vote as a Director of the Corporation or be required to attend any meeting of the Board of Directors.

Adopted: 1/8/01