

- c. *Election and Tenure.* Directors shall be elected by the Voting Members at each annual meeting of the members for a term of three (3) years. Each Director so elected shall hold office until such Directors' term expires and thereafter until such Directors' successor shall have been elected and qualified, or until such Directors' earlier death, resignation or removal.

Section 4.2 Resignation, Removal, or Vacancies. Any Director may resign at any time by giving written notice to the President of the Board or to the Secretary of the corporation. A director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed from the Board of Directors by an affirmative vote of two-thirds (2/3) of the directors present at an official meeting of the Board. At least ten (10) days' notice of the proposed removal will be given to the involved director, who will be given an opportunity to be present and to be heard at the meeting at which the removal is considered. Any vacancy of an elected director may be temporarily filled by the board to fill such vacancy until the next regularly scheduled member's annual meeting. Any directorship(s) to be filled by reason of an increase in the number of directors shall be filled by an election at the next regularly scheduled annual members meeting.

Section 4.3 Regular Meetings. The Board of Directors shall meet at least once every six (6) months or as may be determined by the Board. A meeting of the board should be held as soon as practicable after the annual meeting, at the time and place determined by the Board, for the purpose of electing the officers for the following year.

Section 4.4 Special Meetings. A special meeting may be called by or at the request of the president or of any three (3) directors. Notice of any special meeting of the Board of Directors shall be given fifteen (15) days prior thereto by written notice delivered personally, by mail or email to each director. A director may waive notice of any meeting before or after the time and date of the meeting stated in the notice.

Section 4.5 Quorum and Voting. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 4.6 Voting by Proxy. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be deemed to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the present director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy.