



PROPOSED BYLAW AMENDMENT

CURRENT BYLAW:

Article IV. DIRECTORS

Section 2. Resignation, Removal and Vacancies. A Director may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation. A Director may be removed, either with or without cause, by the affirmative vote of a majority of all Members entitled to vote. If a vacancy has occurred in the Board of Directors as a result of death, resignation, removal or otherwise, the vacancy may be filled by a person selected by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board.

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