

ARTICLE III

The Board of Directors

Section 3.1 Number, Qualification and Term. The affairs of the Corporation shall be managed and controlled by the Board of Directors and, subject to any restrictions imposed by the law, by the Articles of Incorporation, or by these Bylaws, the Board of Directors may exercise all the powers of the Corporation. The Board of Directors shall consist of not less than nine (9) nor more than seventy-seven (77) members, as determined by the Board of Directors. The term of each director shall be for a period of three years, or until his or her successor is elected and qualified. Directors will hold individual memberships and attend regularly scheduled meetings or communicate a reason for nonattendance to the President prior to a missed meeting.

Section 3.1 (a) Emeritus Positions. The Board of Directors may elect to emeritus status any retiring member of the Board whose service is deemed to have been exceptionally worthy. Emeritus status may be granted at any regular meeting by a three-fourths affirmative vote of those present. Such emeritus member shall be entitled to attend any and all Board meetings, but shall not have a vote, being in advisory capacity only.

Section 3.2 Vacancies. Any vacancy (other than expiration of term of office) occurring in the Board of Directors may be filled by the vote of a majority of the remaining directors, even if such remaining directors comprise less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the remainder of the term. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or a special meeting of the Board of Directors called for that purpose.

Section 3.3 Annual Meeting. Annual meetings of the Board of Directors shall be held at such times and places as the Board of Directors shall determine.

Section 3.4 Special Meetings. Special meetings of the Board of Directors shall be held at times and places fixed by resolutions of the Board or by call of the President and any two directors. The Secretary (or another officer so designated) shall notify each director of special meetings at least ten (10) days before the meeting. Such notice shall include an agenda for the meeting, covering all other than routine items. No notice shall be necessary for any adjourned meeting. A waiver of notice of any special meeting, in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Section 3.5 Quorum. Five directors present at a meeting properly called shall constitute a quorum for the transaction of business, but any one or more directors, although less than a quorum, may adjourn the meeting to some other day or hour. Directors present by proxy may

not be counted toward a quorum. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.6 Procedure at Meeting. The President of the Board shall preside at meetings of the Board. In the absence of the President, the First Vice President of the Corporation shall preside. If both the President and the First Vice President are not present, then the Second Vice President shall preside. In the absence of any of those three officers at any such meeting, a member of the Board to be elected by the members present shall preside. The Secretary of the Corporation shall act as secretary at all meetings of the Board, or, in the Secretary's absence, the presiding officer of the meeting may designate any person to act as Secretary Pro Tem. At meetings of the Board of Directors, business shall be transacted in such order as from time to time the Board may determine.

Section 3.7 Executive Committee. The Board of Directors, by resolution adopted by a majority of the Board of Directors, may designate an Executive Committee, which shall consist of the President, both Vice Presidents, the Secretary, the Treasurer, and one member of the Board appointed by the President. Such Executive Committee, by majority vote, may exercise such authority of the Board of Directors in the business and affairs of the Corporation as the Board of Directors may by resolution duly delegate to it except where action by a majority of the Board of Directors is required by law. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed on it or by law. Any member of the Executive Committee may be removed by the Board of Directors by the affirmative vote of a majority of the Board of Directors whenever in the judgment of the Board the best interests of the Corporation will be served thereby. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required. The minutes of the proceedings of the Executive Committee shall be placed in the minute book of the Corporation.

Section 3.8 Committees. The President may, with the consent of the board of directors, for its convenience, and at its discretion, appoint one or more committees of one or more directors each; but no such committee shall have any power or authority except to advise the Board of Directors; any such committee shall exist solely at the pleasure of the Board of Directors; no minutes of the proceedings of any such committee need be kept, and no member of any such committee shall receive any compensation for such membership except by way of reimbursement for reasonable expenses actually incurred by him by reason of such membership.

Section 3.9 Directors' Action by Written Consent. Any action required to be or which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by each director entitled to vote at such meeting, and such written consent shall have the same force and effect as a unanimous vote of the Board of Directors.