

### Article III. Meetings

Section 1. Annual Meetings. The annual meeting of members of the corporation shall be held in the month of January of each year. Notice of the day, time and place of holding the annual meeting shall be mailed to each member at least fourteen (14) days before the meeting date.

Section 2. Special Meetings. Special Meetings of members may be called by the President at any time on his or her own initiative or by the President or Secretary upon request of a minimum of three (3) or ten percent (10%) of the members, whichever is greater, to such officer made in writing. Notice of the meeting shall be delivered in writing to each member at least five (5) days before the meeting, and at such special meeting there shall only be considered such business as is specified in the notice of the meeting.

Section 3. Quorum. At all meetings of the corporation, either regular or special, a presence of a simple majority of all members in good standing shall constitute a quorum. If a quorum is not present, the presiding officers may adjourn the meeting to a day and hour fixed by him or her.

Section 4. Proxies. Every member of the Corporation entitled to vote at any meeting thereof may vote in proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after eleven (11) months from the date of its execution.

Section 5. Voting. Each member shall be entitled to one vote. Any member of a partnership or officer of a corporation may represent it at any meeting. Each partnership or corporation shall be entitled to only one vote. Where the manner of deciding any question is not otherwise prescribed, it shall be decided by a majority vote of the members present in person or by proxy.

Section 6. Order of Business. At all meetings of the Corporation, the order of business shall be as follows:

1. Reading of minutes of the last meeting for information and approval
2. Report of Officers
3. Report of Committees
4. Election of Directors
5. Unfinished Business
6. New business
7. Reading and Approval of minutes of meeting just held, if requested

Section 7. Board Meetings. Meetings of the Board of Directors shall be called by the President on his or her own initiative whenever in his or her judgment it may be deemed necessary, or by the Secretary upon the request of

any three (3) members of the Board of Directors. Three (3) days' notice of the meeting of the Board of Directors shall be sent in writing to all of the directors, and shall be deemed sufficient notice of such meetings.