

# MARIS

## **AMENDED AND RESTATED BYLAWS MID AMERICA REGIONAL INFORMATION SYSTEMS, INC.**

**Effective August 17, 2024**

### **ARTICLE I DEFINITIONS**

- 1.1 "Agent" means any person who is or was a Director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation;
- 1.2 "Board of Directors" means the board of directors of the Corporation constituted as provided in these Bylaws.
- 1.3 "Cooperation" means (and its derivative forms including "cooperate") means (a) or (b) or both: (a) sharing information on listed property and making property available to other brokers for showing to prospective purchasers and tenants when it is in the best interests of a listing broker's clients; (b) attempting to find buyers or tenants for properties listed in the Service.
- 1.4 "Corporation" means MID AMERICA REGIONAL INFORMATION SYSTEMS, INC., a Missouri Corporation.
- 1.5 "Expenses" means, without limitation, attorneys' fees and any expenses of establishing right to indemnification under Section 11.4.
- 1.6 "Jurisdiction" means the jurisdiction of the Mid America Regional Information Systems, Inc. is the market area as defined by the Board of Directors from time to time.
- 1.7 "Multiple Listing Service" means the multiple listing service offered by the Corporation. A multiple listing service is a means by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized Participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which Participants engaging in real estate appraisal contribute to common databases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public.
- 1.8 "Participant" means the REALTOR® principal or principals, or a firm comprised of REALTOR® principals, participating in the Multiple Listing Service. Participatory rights shall be held by an individual principal broker unless determined by the association or MLS to be held by a firm. It shall not be construed to include individuals other than a principal or principals who are REALTOR® members of this or any other association,

or who are legally entitled to participate without association membership. However, under no circumstances is any individual or firm, regardless of membership status, entitled to MLS membership or participation unless (i) they hold a current, valid real estate broker's license and cooperate, or (ii) are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by an association multiple listing service is strictly limited to the activities authorized under a participant's licensure(s) or certification and unauthorized use are prohibited.

Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement means that the participant actively endeavors during the operation of its real estate business to cooperate.

"Actively" means on a continual and ongoing basis during the operation of the participant's real estate business. The "actively" requirement is not intended to preclude MLS participation by a participant or potential participant that operates a real estate business on a part-time, seasonal, or similarly time-limited basis or that has its business interrupted by periods of relative inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny MLS participation to a participant or potential participant who has not achieved a minimum number of transactions despite good faith efforts. Nor is it intended to permit an MLS to deny participation based on the level of service provided by the participant or potential participant as long as the level of service satisfies state law.

The key is that the participant or potential participant actively endeavors to cooperate with respect to properties of the type that are listed on the MLS in which participation is sought. This requirement does not permit an MLS to deny participation to a participant or potential participant that operates a "Virtual Office Website" (VOW) (including a VOW that the participant uses to refer customers to other participants) if the participant or potential participant actively endeavors to cooperate. An MLS may evaluate whether a participant or potential participant "actively endeavors during the operation of its real estate business to cooperate" only if the MLS has a reasonable basis to believe that the participant or potential participant is in fact not doing so. The membership requirement shall be applied in a nondiscriminatory manner to all participants and potential participants.

- 1.9 "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and
- 1.10 "Rules and Regulations" means the rules and regulations of the corporation as approved by the Board of Directors and as amended from time to time.
- 1.11 "Shareholder" means any Board or Association of REALTORS® that own shares of the Corporation and is also a Board or Association member of the National Association of REALTORS®.
- 1.12 "Shareholder Council" means the group of individuals appointed by the Shareholders to serve on shareholder council constituted as provided in these Bylaws.
- 1.13 "Subscriber" means non-principal brokers, sales associates, licensed leasing agents and licensed and certified appraisers affiliated with Participants. Subscribers also include affiliated unlicensed administrative and clerical staff, personal assistants, and

individuals seeking licensure or certification as real estate appraisers who are under the direct supervision of an MLS Participant or the Participant's licensed designee.

- 1.14 "Surplus Net Income" means the Corporation's net income, if any, after deduction of costs of administration, taxes and other expenses, determined under generally accepted accounting principles applied on a consistent basis, in arriving at net income for any annual accounting period of the Corporation.

## **ARTICLE II PURPOSE, SERVICE, AND OBLIGATION**

### **PURPOSE**

- 2.1 The Corporation provides the Multiple Listing Service to Participants.
- 2.2 The Corporation provides such other services to Participants and to the Shareholders as the Board of Directors determines.

### **APPLICATION**

- 2.3 Application for participation shall be made in such manner and form as may be prescribed by the Board of Directors and made available to any REALTOR® principal member requesting it. The application form will serve as the signed statement agreeing to abide by these Bylaws and the Rules and Regulations as from time to time amended or adopted.

### **SERVICE**

- 2.4 By becoming a Shareholder, each Shareholder agrees to permit the other Shareholders to mandate the submission of all listings of real property.
- 2.5 Participants may access the Corporation's database through electronic means upon acceptance of the applicable agreements and payment of applicable fees.
- 2.6 The charges made for participation in the Multiple Listing Service are as determined, and as amended from time to time by the Board of Directors and specified in the Rules and Regulations.

### **DISCONTINUING SERVICE**

- 2.7 Participants of the Multiple Listing Service may discontinue the service by giving the Corporation written notice as defined in the Rules and Regulations. Participants may reapply to the Multiple Listing Service by making formal application and paying the then-current fees in the manner prescribed for new applicants for participation, provided all past dues and fees are fully paid.

### **OBLIGATION**

- 2.8 Harassment. Any Participant, Subscriber, Vendor, or Shareholder employee of the Corporation may be reprimanded, placed on probation, suspended or expelled for harassment of an employee of the Corporation. As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language,

unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment.

The decision of the appropriate disciplinary action to be taken shall be made by the Chairman of the Board, Vice Chairman of the Board and one member of the Board of Directors selected by the highest-ranking officer not named in the complaint. Upon consultation with legal counsel for the Corporation, disciplinary action may include probation, suspension of MLS privileges, or termination of any right to access MLS data, MLS services, and MLS staff. If the complaint names the Chairman of the Board or Vice Chairman of the Board, they may not participate in the proceedings and shall be replaced by the Immediate Past Chairman or, alternatively, by another member of the Board of Directors selected by the highest-ranking officer not named in the complaint.

### **ARTICLE III REGISTERED AGENTS AND OFFICES**

- 3.1 The registered agent and office of the Corporation shall be determined from time to time by the Board of Directors of the Corporation. The Shareholders or Shareholder Council must approve any change of the Corporation's principal office.
- 3.2 The Corporation may also have offices at such other locations both within and out of the State of Missouri as the Board of Directors may from time to time determine or that the business of the Corporation may require, as approved by the Shareholders or Shareholder Council.

### **ARTICLE IV CAPITALIZATION**

- 4.1 In any year in which Surplus Net Income of the Corporation is anticipated, the Board of Directors shall determine an appropriate course of action regarding the Surplus Net Income to minimize the tax liability of the Corporation. The Board's options include, but are not limited to, the distribution of the Surplus Net Income to member firms, suspension of subscription fees, or any other action as determined by the Board of Directors.

### **ARTICLE V MEETINGS OF SHAREHOLDERS**

- 5.1 Place of Meetings. Meetings of the Shareholders shall be held at any place designated by the Board of Directors. In the absence of any such designation, meetings of the Shareholders shall be held at the principal executive office of the Corporation.
- 5.2 Annual and Special Meetings. No annual meeting of the Shareholders is required. Special meetings of the Shareholders may be called at any time by the Board of Directors, the Shareholder Council, the Chairman of the Board, President/CEO, or by any Shareholder. If a special meeting is called by any person or persons other than the Board of Directors, the request shall be in writing, specifying the time of such meeting (not less than thirty (30) nor more than seventy-five (75) days after the

request) and the nature of the business proposed to be transacted, and shall be delivered personally or sent by first-class mail, or by electronic mail or other facsimile transmission to the Chairman of the Board, or the Secretary/Treasurer of the Corporation. No more than 15 days after receiving the request, the officer receiving it shall cause notice to be promptly given to each Shareholder, in accordance with the provisions of these Bylaws, that a meeting will be held at the time requested by the person calling the meeting. If the officer receiving the request fails to give notice within fifteen (15) days after receipt of the request, the Shareholder requesting the meeting may give the notice to the Shareholders. Nothing contained in this paragraph shall be construed as limiting, fixing or affecting the time when a meeting of the Shareholders called by action of the Board of Directors may be held, except that such meetings must be held at a reasonable time.

- 5.3 Notice of Shareholders' Meetings. All notices of meetings of the Shareholders shall be sent or otherwise given in accordance with these Bylaws not less than fifteen (15) nor more than sixty (60) days before the date of the meeting. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the nature of the business to be transacted and a statement that no other business may be transacted, or (ii) in the case of an annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the Shareholders.
- 5.4 Manner of Giving Notice; Affidavit of Notice. Notice of any meeting of the Shareholders must be in writing and shall be given personally or by first-class mail, facsimile, electronic mail or other means of written communication, addressed to each Shareholder at the address of such Shareholder appearing on the books of the Corporation or given by such Shareholder to the Corporation for the purpose of notice. Notice shall be deemed to have been given at the time when delivered personally or deposited in the first-class mail or sent by facsimile, electronic mail or other means of written communication. An affidavit of the mailing or other means of giving any notice of a meeting of the Shareholders shall be executed by the Secretary/Treasurer and shall be filed and maintained in the minute book of the Corporation.
- 5.5 Quorum. Two-thirds of the outstanding shares of the Corporation, represented in person or by proxy, shall constitute a quorum at any meeting of the Shareholders; provided, that if less than two-thirds of the outstanding shares is represented at said meeting, a majority of the shares so represented may adjourn the meeting, from time to time without further notice, to a date not longer than thirty (30) days from the date originally set for such meeting. The Shareholders present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Shareholders to leave less than a quorum. At any meeting rescheduled due to previous adjournment at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. If at any meeting a quorum exists for the transaction of certain business but does not exist for the transaction of other business, the business as to which a quorum is present may be transacted.
- 5.6 Business and Voting Rights.
- (a) Each Shareholder shall have one vote for each share it holds, calculated as provided in these Bylaws.

- (b) Each Shareholder shall appoint one representative to vote its shares, evidenced by a resolution of that Shareholder's board of directors.
  - (c) The voting rights set forth herein shall cease upon the tender of shares by any Shareholder or a notice of intention to transfer or upon receipt by the Corporation of notice of any involuntary transfer by any Shareholder.
  - (d) Shareholders' votes may be cast by voice or written ballot. Whenever any action is to be taken by vote of the Shareholders, it shall, except as otherwise required by law, or by the Articles of Incorporation of the Corporation or by these Bylaws, be authorized by approval of the holders of two-thirds of the outstanding shares of stock of the Corporation.
  - (e) The Shareholders shall not be entitled to vote their stock cumulatively for the election of Directors.
- 5.7 Waiver of Notice or Consent by Absent Shareholder. The actions taken at any meeting of the Shareholders, either annual or special, however called and noticed and wherever held, shall be as valid as though a meeting had been duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Shareholders entitled to vote, who was not present in person or by proxy, or who, though present, has at the beginning of the meeting properly objected to the transaction of any business because the meeting was not lawfully called or convened, or to particular matters of business legally required to be included in the notice but not so included, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting. Attendance of a Shareholder at a meeting shall constitute a waiver of notice of such meeting, except when the Shareholder attends a meeting for the express purpose of objecting to the transaction of any business because the meeting has not been lawfully called or convened.
- 5.8 Proxies. Every person entitled to vote or execute consent shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or her/his duly authorized agent and filed with the Secretary/Treasurer of the Corporation; provided that no such proxy shall be valid after the expiration of thirty (30) days from the date of its execution, unless the person executing it specified therein the length of time for which such proxy may be given to a person who is not a Shareholder of the Corporation.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

- 6.1 Powers. Subject to the provisions of the Articles of Incorporation of the Corporation, these Bylaws and the Shareholders Agreement, the day to day business and affairs of the Corporation shall be managed by the Board of Directors, which may exercise all power and authority over the Corporation except as expressly provided in these Bylaws. Without prejudice to these general powers and subject to the same limitations, the Board of Directors shall have the power to:

- (a) Select and remove the President and Chief Executive Officer of the Corporation.
- (b) Adopt, make and use a corporate seal; prescribe the forms of certificates of stock, and alter the form of the seal and certificates.
- (c) Borrow money and incur indebtedness on behalf of the Corporation (within the prescribed limitations set forth herein) and cause to be executed and delivered for the Corporation's purposes, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation and other evidences of debt and securities.
- (d) Prepare and present the annual budget to the Shareholder Council for approval.

6.2 Actions Requiring Approval of Shareholder Council. Each of the following resolutions requires that the Board of Directors adopt it and that the Shareholder Council approve it, prior to becoming effective. The Board of Directors shall provide written notice of the resolution(s) to the Shareholder Council; the Shareholder Council shall have ninety (90) days after delivery to approve or reject the resolution(s), and if no action is taken during that time the resolution(s) will be considered approved by the Shareholder Council. The Shareholder Council shall provide written notice of all approved resolution(s) (whether by vote or default) to the Shareholders; the Shareholders shall have thirty (30) days after delivery to call a special meeting of the Shareholders to object to the approval, and if there is no such meeting during that time the resolution shall be considered final.

- (a) Any decision to borrow money and incur indebtedness exceeding two hundred and fifty thousand dollars (\$250,000).
- (b) Any decision to execute a contract in the Corporation's name that has a duration of eight (8) years or more or that obligates the Corporation for three million dollars (\$3,000,000) or more over its term.
- (c) Any decision to discharge the President/Chief Executive Officer from the Corporation or to remove the President/Chief Executive Officer from office without cause.
- (d) Any decision to adopt a strategic plan for the Corporation.
- (e) Any decision to commit funds outside the annual budget if the funds committed would (i) reduce the Corporation's cash to below six months of operating cash needs as apportioned in the current annual budget or (ii) force an adjustment of member fees at the time funds are committed.
- (f) Any decision to approve or amend an annual budget.
- (g) A decision to amend these bylaws solely for the purpose of any change or addition required by the National Association of REALTORS® (NAR). If the Shareholder Council doesn't approve an amendment required by NAR the decision shall be reviewed by the Shareholders as described in Section 6.3(e).

- (h) The hiring of legal counsel for purposes of the indemnification provisions referenced in Article XI of these bylaws.

6.3 Actions Requiring Approval of Shareholders. Each of the following resolutions requires that the Board of Directors adopt it and that the Shareholders approve it, prior to becoming effective. The Board of Directors shall provide written notice of the resolution(s) to the Shareholders; the Shareholders shall have ninety (90) days after delivery of the notice (except for resolutions under subsections (b) and (e) for which Shareholders shall have thirty (30) days) to call a special meeting of the Shareholders to approve the resolution(s), and if there is no such meeting during that time the resolution(s) shall be considered final.

- (a) Any decision that requires future or new assessments or capital contributions to be made by the Shareholders to the Corporation.
- (b) Any decision to admit a new Shareholder.
- (c) Any decision that changes the voting rights of the Shareholders or the Shareholder Council.
- (d) Any decision to dissolve the Corporation, to discontinue its business activities, or to sell all or substantially all of its assets.
- (e) Any decision by the Shareholder Council to not adopt an NAR required amendment to these bylaws.

6.4 Number and Qualification of Directors.

- (a) The Board of Directors shall have at least eleven members, with no more than one member from any individual firm, consisting of the following personnel, all appointed or elected according to the provisions of this article:
  - (i) Three voting members, selected according to subsection (d), each serving a one-year term, each representing one of the three largest brokerage firms using the Corporation's Multiple Listing Service, with no limit as to maximum term of service;
  - (ii) Three voting members, each representing an Urban/Suburban area, as defined in subsection (e), serving three-year staggered terms, and with a maximum term of service of six years;
  - (iii) Two voting members, each representing a Rural/Resort area, as defined in subsection (e), serving three-year staggered terms, and with a maximum term of service of six years;
  - (iv) One voting member, representing each state other than Missouri, serving a three-year term, and with a maximum term of service of six years;
  - (v) One voting member, an executive of one of the Shareholders appointed by the Shareholder Council, serving a two-year term, and with no limit as to maximum term of service;



- (vi) Between zero and two non-voting members, appointed by the President/Chief Executive Officer with approval of the Board of Directors, consisting of individuals without business ties to Shareholders, Participants, or Subscribers, who bring specific expertise and visionary skills or knowledge, for one-year terms, and with no limit as to maximum term of service;
  - (vii) One non-voting member in the person of the Corporation's President/Chief Executive Officer, who serves during the term of his or her employment.
- (b) Notwithstanding anything to the contrary in these Bylaws, on October 1, 2019, the Credentials Committee shall create a slate from the current Board of Directors to fill the seats described in Section 6.4(a)(ii) – (iv), the current Board of Directors will vote on the slate to elect the new Board of Directors, and those Board of Director seats shall serve the following terms:
- (i) The three Director seats for the Urban/Suburban firms shall expire on December 31, 2020, December 31, 2021, and December 31, 2022, respectively;
  - (ii) The two Director seats for the Rural/Resort firms shall expire on December 31, 2020, and December 31, 2021; respectively;
  - (iii) The out-of-state Director seat shall expire on December 31, 2022;

Directors representing the three largest brokerage firms shall be appointed on November 1, 2019, according to the terms of Section 6.4(a)(i) and those Directors shall serve until December 31, 2019. Directors described in Sections 6.4(a)(v) shall be appointed on November 1, 2019, according to the terms of Sections 6.4(a)(v) and those Directors shall serve until December 31, 2019.

- (c) Beginning in January 2020 and thereafter, each Director shall take office on January 1 and shall continue until his or her successors are duly elected or appointed. Any Director who reaches a maximum term of service in a position must step down from that position and (i) wait at least a year without being a Director before being appointed/elected again; or (ii) be appointed/elected to a different Director position that does not have a maximum term of service.
- (d) Three largest brokerage firms. The Directors described in Section 6.4(a)(i) are selected according to the provisions of this paragraph. As of August 31 of the year preceding the beginning of an elective year, the Corporation shall identify the three real estate firms who represent the largest percentages of the sum of active (paying MLS member fees) Participants and Subscribers. For purposes of these Bylaws, a "real estate firm" is an office or group of offices under the ownership of a single person or entity and does not include offices merely affiliated with the same franchise or offices merely involved in a joint venture or purchasing collective. Each of these three firms shall respectively appoint one Director to the Board of Directors.
- (e) Geographic categorization. For purposes of these Bylaws, an area is considered "Urban" if it has a population of 50,000 or more; and an area is considered "Suburban" if it has a population of at least 2,500 and less than

50,000; and an area is considered "Rural" if it has a population of less than 2,500, or if the area is unincorporated; an area is considered "Resort" if it has a recognized tourist attraction or vacation destination or is not classified as Urban, Suburban, or Rural. Populations shall be determined by the most recently available information from the U.S. Census Bureau. The foregoing default categorizations are utilized as guidance for self-classification when a nomination is submitted; all self-classification is subject to the Credential Committee's powers provided in Section 6.5(c).

## 6.5 Election and Appointment of Directors.

- (a) For the purpose of the Bylaws, election or appointment to any portion of a term shall be construed in the same manner as election or appointment to a full term insofar as succession in office is concerned.
- (b) Annually sixty (60) days prior to the first Monday in November, the President/CEO shall cause a notice to be electronically mailed to all firms eligible to vote relating that nomination for director to be filled by election may be filed in accordance with the Bylaws provisions.
- (c) Credentials Committee. The Board of Directors, shall appoint a Credentials Committee of six (6) Participants. Subject to the Board of Directors and these Bylaws, the Credentials Committee shall enforce the criteria and process for Participants and Subscribers to self-nominate for open positions on the Board of Directors. Each director applicant must be a REALTOR® member of a Shareholder of the Corporation and must identify to which geographic category (Urban/Suburban, Rural/Resort, out-of-state) they belong in accordance with Section 6.4(e). The Credentials Committee shall validate the applicant's credentials and shall have the authority to re-categorize any applicant's initial geographic categorization based on the service area in which applicant's firm operates and other relevant factors, and such re-categorization may deviate from the defaults set in Section 6.4(e) in the Credentials Committee's discretion. The Credentials Committee shall submit the final slate of applicants to the Board of Directors for approval; the slate may include multiple applicants for an open seat. The Credentials Committee may not remove or block any self-nominations that meet the requirements outlined in these Bylaws or by the Board of Directors.
- (d) Voting. The designated broker for each firm shall be entitled to vote for the election of the Board of Directors, except for the designated brokers for the three largest brokerage firms as defined in Section 6.4(d), and shall be entitled to cast the number of votes corresponding to the amount of Participants and Subscribers from each office or firm in the Corporation affiliated with that designated broker, for each Director position to be elected.
- (e) Annually twenty (20) days prior to the first Monday in November, an electronic ballot will be made available to the appropriate designated brokers. The electronic ballot shall contain the names of the candidates, the firm to which they belong, and their geographic category.
- (f) The election of Directors shall be by electronic ballot submitted to the Corporation, on or before 12:00 Noon on the first Monday in November.

- (g) The candidate(s) with the highest number of votes for each open position, within their geographic category, shall be elected without regard to the number of votes cast by designated brokers. No candidate shall be required to obtain a majority of votes cast. In the event of a tie between leading candidates, the election shall be decided by the toss of a coin.

6.6 Vacancies.

A vacancy or vacancies in the Board of Directors shall be deemed to exist; (a) in the event of the death, resignation or removal of any Director, (b) in the event of loss or suspension of the real estate license or certification of any Director, loss or suspension of membership of any Director in the Association or Board of REALTORS® represented, (c) in the event that the Board of Directors by resolution declares vacant the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony, or (d) if a Director should encounter two (2) unexcused absences.

- (a) In the event that a vacancy of an elected Director occurs, the Board of Directors shall appoint a Director from the same geographic category as the Director whose seat has been vacated. Each Director so appointed shall fulfill the term of the Director who vacated the seat.
- (b) In the event of a vacancy of an appointed Director position, the original appointing brokerage of the vacated position may appoint a replacement within 30 days of the position being vacated. If the original brokerage cannot or chooses not to make an appointment for a vacant position for their Director representative, the next largest brokerage (as of the date of vacancy) after the top 3 shall be offered the Directorship appointment, and so on in descending order of size until the Director appointment is filled. In the event the original brokerage wishes to reclaim their appointed Directorship, so long as they are still eligible for an appointed Directorship, they shall regain their previously vacated appointment rights for the next scheduled election of the Board of Directors,

6.7 Removal of Director Without Cause. Any or all of the Directors may be removed without cause if such removal is approved by (1) the holders of two-thirds of the outstanding shares of stock of the Corporation and (2) a majority of the Directors.

## **ARTICLE VII SHAREHOLDER COUNCIL**

- 7.1 Appointment; Qualifications. Each Shareholder shall appoint one Councilperson, who shall serve at the pleasure of the appointing Shareholder until resignation, death or removal. Shareholder executive staff or volunteer leadership shall be eligible to serve as a Councilperson.
- 7.2 Term. Terms of office will be determined by each Shareholder for its Councilperson appointees and each Council person shall continue until his or her successors are duly appointed.

- 7.3 Removal; Vacancy. Any Shareholder who appointed a Councilperson may remove that Councilperson at any time, with or without cause, upon notice to the Corporation and the Councilperson. In the event of a vacancy on the Shareholder Council, whether due to resignation, death, or removal, the Shareholder who appointed the Councilperson who has vacated the seat may appoint a successor by notice to the Corporation. Any Councilperson may be removed for cause if such removal is approved by the Council.
- 7.4 Quorum. Two-thirds of the members of the Shareholder Council shall constitute a quorum for the purposes of transacting the business of the Shareholder Council.
- 7.5 Voting. Each Councilperson shall have one vote. A two-thirds majority of the members of the Shareholder Council shall be required for any action of the Shareholder Council to be considered a valid, approved action.
- 7.6 Shareholder Council Chairperson. Annually, the Shareholder Council shall elect a Chairperson to facilitate meetings of the Shareholder Council and a Vice Chairperson to facilitate the meetings in the absence of the Chairperson. Such Chairperson and Vice Chairperson shall have full voting rights.
- 7.7 Meetings. Regular or Special meetings of the Shareholder Council may be held at any place that has been designated from time to time by resolution of the Shareholder Council. In the absence of such a designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Shareholder Council shall be held at any place that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal executive office of the Corporation. Notification of any such meetings shall be provided to each member of the Shareholder Council at least fifteen (15) days prior to said meeting, and shall contain the date, time, location, and general description of the subject matter of the meeting.
- 7.8 Manner of Meetings. At all meetings of the Shareholder Council, the Chairman or, in the absences of the Chairman, the Vice Chairman shall serve as presiding officer. In the absence of the Chairman and Vice Chairman, the Chairman shall name a temporary chairperson or upon the Chairman's failure to do so, the Shareholder Council of the service shall appoint a temporary chairperson.
- 7.9 Fees and Compensation of Shareholder Councilpersons. Appointed Shareholder Councilpersons shall receive no compensation for their service. They may, however, be reimbursed for reasonable expenses related to their service as may be determined from time to time by resolution of the Shareholders.

## **ARTICLE VIII MEETINGS OF DIRECTORS**

- 8.1 Place of Meetings. Regular meetings of the Board of Directors may be held at any place that has been designated from time to time by resolution of the Board of Directors. In the absence of such a designation, regular meetings shall be held at the principal executive office of the Corporation. Special meetings of the Board of Directors shall be held at any place that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal executive office of the Corporation.

- 8.2 At all meetings of the Participants of the Multiple Listing Service, or of the Board of Directors, the Chairman or, in the absences of the Chairman, the Vice Chairman shall serve as presiding officer. In the absence of the Chairman and Vice Chairman, the Chairman shall name a temporary chairperson or upon the Chairman's failure to do so, the Board of Directors of the service shall appoint a temporary chairperson.
- 8.3 Annual Meetings. The Board of Directors shall hold an annual meeting for the purpose of organization and the transaction of other business. This annual meeting will take place at the first Board of Director's meeting held in January.
- 8.4 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman of the Board or the Secretary/Treasurer or any three Directors. Notice of the time and place of a special meeting shall be delivered personally or by telephone to each Director sent by first-class mail, facsimile, or electronic mail, addressed to each Director at that Director's address, as it is shown on the records of the Corporation. If the notice is mailed, it shall be deposited in the United States mail at least five (5) days before the time of the holding of the meeting. If the notice is delivered personally or by telephone, facsimile, or to the telegram, electronic mail company at least forty-eight (48) hours before the time of the holding of the meeting. The notice must specify the purpose of the meeting and the place of the meeting if the meeting will not be held at the principal executive office of the Corporation.
- 8.5 Board of Directors Quorum. Fifty-one percent (51%) of the voting Directors shall constitute a quorum for the transaction of business, except to adjourn as provide in Section 8.7. Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law or by the Articles of Incorporation of the Corporation. The Chairman shall vote only when his/her vote will break a tie. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least the requisite margin of the required quorum for that meeting.
- 8.6 Adjournment. A majority of the Directors present whether or not constituting a quorum, may adjourn any meeting to another time and place.
- 8.7 Notice of Adjournment. Notice of the time and place of holding a previously adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned meeting in the manner specified in Section 8.4 to the Directors who were not present at the time of the adjournment.
- 8.8 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors which under any provision of the General and Business Corporation Law of Missouri may be taken at a meeting of the Board of Directors, may be taken without a meeting if all members of the Board of Director shall individually or collectively consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

- 8.9 Fees and Compensation of Directors. Directors, and members of committees elected or appointed to their positions shall receive no compensation for their services. They may be reimbursed for such expenses as may be fixed or determined by resolution of the Board of Directors.
- 8.10 Proxies. As permitted by Section 351.800 of the General and Business Corporation Law of Missouri, and subject to any policy adopted by the Board of Directors, a Director entitled to vote or execute consent shall have the right to do so either in person or by proxy; only other Directors and ex-officio members of the Board of Directors described in Section 6.4(a) are eligible proxies, except for the Chairman (or Vice Chairman if serving in the absence or disability of the Chairman). The Director must file a written, signed proxy designation with the Secretary/Treasurer of the Corporation; provided that no such proxy shall be valid after the expiration of thirty (30) days from the date of its execution, unless the person executing it specified therein the length of time for which such proxy may be given.

## **ARTICLE IX COMMITTEES**

- 9.1 Committees. The Board of Directors may establish standing committees and task forces. The Chairman of the Board of Directors shall appoint the chairmen, vice chairmen, and committee members subject to the approval of the Board of Directors. The members of these committees and task forces may be members of the Board of Directors or other persons. No committee shall have the power to:
- (a) Fill vacancies on the Board of Directors or on any committee;
  - (b) Amend or repeal these Bylaws or adopt new Bylaws;
  - (c) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repeal able;
  - (d) Appoint any other committees of the Board of Directors or members of such committees.

## **ARTICLE X OFFICERS**

- 10.1 Officers. The Officers of the Corporation shall be a Chairman, a Vice Chairman, a Secretary/Treasurer, and a President/Chief Executive Officer (CEO). Not more than two (2) Officers serving at any one time shall have his or her principal association with any single Shareholder.
- 10.2 Term of Office. At the Annual Meeting of the Board of Directors, the Directors shall announce their election of Officers for the current year. The Officers shall serve one-year terms in that office, except that the President/CEO shall serve at the pleasure of the Board of Directors, subject to Section 6.2(c) and the exception for the past Chairman stated in Section 10.4.
- 10.3 Qualification of Chairman. The Vice Chairman shall become the Chairman upon election by the Board of Directors and shall be a Director by virtue of his/her position.

- 10.4 Powers and Duties of the Chairman of the Board. The Chairman shall, subject to the control of the Board of Directors, have general supervision and direction of the business and the Officers of the Corporation. The Chairman shall preside at all meetings of the Shareholders and at all meetings of the Board of Directors. The Chairman shall have the general powers and duties of management usually vested in the office of Chairman of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The Chairman shall serve as an ex-officio member of the Board of Directors, for one year without voting privileges, including by proxy, immediately following his/her term as Chairman. (This provision is an exception to Section 10.2)
- 10.5 Election and Qualification of the Vice Chairman. The Vice Chairman shall be one of the Directors and shall be elected by the Board of Directors of the Corporation.
- 10.6 Powers and Duties of the Vice Chairman. In the absence or disability of the Chairman, the Vice Chairman shall perform all the duties of the Chairman and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairman. The Vice Chairman shall have such other powers and perform such other duties as from time to time may be prescribed for the Vice Chairman by the Board of Directors, these Bylaws or the Chairman.
- 10.7 Appointment and Qualifications of the Secretary/Treasurer. The Board of Directors shall elect a Secretary/Treasurer. The Secretary/Treasurer shall not have his or her principal association with the same Shareholder as the persons elected as Chairman. In the event the Corporation hires a staff person, that person may be appointed the Secretary/Treasurer at the discretion of the Board of Directors.
- 10.8 Powers and Duties of the Secretary/Treasurer. The Secretary/Treasurer shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meeting and actions of the Board of Directors, committees of the Board of Directors and Shareholders, with the time and place of each meeting, whether regular or special and, if special, how authorized, the notice given, the names of those present at such meetings, the number of shares in person or by proxy at meetings of the Shareholders and the proceedings.

The Secretary/Treasurer shall keep, or cause to be kept, at the principal executive office or at the office of the Corporation's transfer agent or registrar, as determined by resolution of the Board of Directors, a share register, or a duplicate share register, showing the names of all Shareholders and their addresses, the number of shares held by each, the number and date of certificates issued for the same, and the number and date of cancellation of every certificate surrendered for cancellation. The Secretary/Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and shares. The books of account shall at all reasonable times be open to inspections by the members of the Board of Directors. The Secretary/Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Secretary/Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the Chairman and Directors, whenever they request it, an account of all his/her transactions as Secretary/Treasurer and of the financial condition of the Corporation,

and shall have other powers and perform such other duties as may be prescribed by law, the Board of Directors or these Bylaws.

- 10.9 President/Chief Executive Officer (or President/CEO). The President/CEO of the corporation, under the direction of the Chairman of the Board and the Board of Directors, shall supervise the day to day business activities and have active charge of the administrative affairs of the corporation and shall receive such compensation for services as the Board of Directors may determine from time to time. The President/CEO shall keep the minutes of all meetings of the Directors and of committee and the papers belonging to the Corporation and shall render a report to the Board of Directors upon call and shall be bonded at the expense of the Corporation. The CEO shall have the power to select and remove all employees and agents of the Corporation (except where otherwise stated herein) and shall be responsible for the day to day supervision and management of said employees and agents.
- 10.10 Removal and Resignation of Officer. Any Officer may be removed, either with or without cause, by a two-thirds (2/3) vote by the Board of Directors at any regular or special meeting of the Board of Directors. Removal of the President/CEO is subject to the provisions of Section 6.2(c). Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any time specified in that notice, and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.
- 10.11 Vacancies in Offices. Any vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

## **ARTICLE XI INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS**

- 11.1 Actions Other Than by the Corporation. The Corporation may indemnify any person who was or is a party, or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor), by reason of the fact that the person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and do the amounts actually and reasonably incurred in connection with the proceeding if that person acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the Corporation or that he had no reasonable cause to believe that his conduct was unlawful.
- 11.2 Actions by the Corporation. The Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor



by reason of the fact that the person is or was an agent of the Corporation, against reasonable expenses, including but not limited to reasonable attorney's fees, incurred by that person in connection with the defense or settlement of that action if that person acted in good faith, in a manner that he believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. The Corporation shall have the right to control selection of legal counsel as it relates to defending any person contemplated in this Article. No indemnification shall be made under this Section 11.2 for any of the following:

- (a) In respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to the Corporation in the performance of his duty to the Corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for expenses and then only to the extent that the court shall determine;
- (b) Of amounts paid in settling or otherwise disposing of a pending action without court approval; or
- (c) Of expenses incurred in defending a pending action, which is settled or otherwise disposed of without court approval.

11.3 Successful Defense by Agent. To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Section 11.1 or 11.2, or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses reasonably incurred by the agent in connection therewith.

11.4 Required Approval. Any indemnification under this Article may be made by the Corporation only if authorized in the specific case on a determination that indemnification of the agent is proper in the circumstances by any of the following:

- (a) A written legal opinion provided by independent legal counsel who was approved by the Shareholder Council;
- (b) Approval or ratification by the affirmative vote of a majority of the shares of the Corporation entitled to vote represented and voting at a duly held meeting at which a quorum is present (which shares voting affirmatively also constitute at least a majority of the required quorum) or by the written consent of holders of a majority of the outstanding shares entitled to vote (for this purpose, the shares owned by the person to be indemnified shall not be considered outstanding or entitled to vote therein); or
- (c) The court in which the proceeding is or was pending, on application made by the Corporation or the agent of the attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney or other person is opposed by the Corporation.

11.5 Advances of Expenses. Expenses incurred in defending any proceeding may be advanced by the Corporation before the final disposition of the proceeding on receipt

of an undertaking by or on behalf of the agent to repay the amount of the advance if it shall be determined ultimately that the agent is not entitled to be indemnified as authorized in this Article.

- 11.6 Other Contractual Rights. Nothing contained in this section shall affect any right to indemnification to which persons other than Directors and officers of the Corporation or any subsidiary hereof may be entitled by contract or otherwise.
- 11.7 Limitations. No indemnification or advance shall be made under these Bylaws, in any circumstance where it appears:
- (a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the Shareholders or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred, or other amounts were paid, which prohibits or otherwise limits indemnification; or
  - (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.
- 11.8 The Corporation shall obtain appropriate liability insurance to cover its Directors and Officers. Any actions described in Sections 11.1 and 11.2 shall be submitted to the insurance carrier.

## **ARTICLE XII RECORDS AND REPORT**

- 12.1 Maintenance and Inspection of Share Register. The Corporation shall keep at its principal executive office as has been appointed and as determined by resolution of the Board of Directors, a record of its Shareholders and the number of shares held by each Shareholder. Any Shareholder may inspect and copy the records of Shareholders' names, addresses and shares held during usual business hours on five (5) days prior written demand on the Corporation.
- At least ten (10) days before each meeting of the Shareholders, a complete list of Shareholders entitled to vote at such meeting, arranged in alphabetical order with the address of and the number of shares held by each shall be prepared and kept on file at the registered office of the Corporation and shall be subject to inspection by any Shareholder (without prior written demand) at any time during business hours.
- 12.2 Maintenance and Inspection of Bylaws. The Corporation shall keep at its principal executive office, the original or copy of these Bylaws as amended to date, which shall be open to inspection by the Shareholders at all reasonable times during office hours. The Corporation will provide a dated current copy of these Bylaws to each Shareholder.
- 12.3 Maintenance and Inspection of Other Corporate Records and Documents. The Articles of Incorporation, Shareholders' Agreement, accounting books and records and minutes or proceedings of the Shareholders and the Board of Directors and any committee or committees of the Board of Directors shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written

form and the accounting books and records shall be kept either in written form or in any other form capable of being converted in to written form.

The minutes and accounting books and records shall be open to inspection upon the written demand of any Shareholder at any reasonable time during usual business hours for a purpose reasonably related to the holder's interests as a Shareholder. The inspection may be made in person or by an agent or attorney and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the Corporation.

- 12.4 Inspection by Director. Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. Inspection by a Director may be made in person or by an agent or attorney and the right of inspection includes the right to copy and make extracts of documents.
- 12.5 Financial Statements. A copy of any annual financial statement and any income statement of the Corporation for each monthly period of each fiscal year and any accompanying balance sheet of the Corporation as of the end of each such period that has been prepared by the Corporation shall be kept on file in the principal executive office of the Corporation for twelve (12) months, and each such statement shall be exhibited at all reasonable times to any Shareholder demanding an examination of any such statement or a copy shall be mailed to any such Shareholder. If any Shareholder makes a written request to the Corporation for an income statement of the Corporation for the three-month, six-month or nine-month period of the then current fiscal year ended more than thirty (30) days before the date of the request, and a balance sheet of the Corporation as of the end of the period, the Secretary/Treasurer shall cause that statement to be prepared, if not already prepared, and shall deliver personally or mail that statement or statements to the person making the request within thirty (30) days after the receipt of the request. The Corporation shall also, on the written request of any Shareholder, mail to the Shareholder a copy of the last annual, semi-annual or quarterly income statement, which it has prepared, and a balance sheet as of the end of the period.

The quarterly income statements and balance sheets referred to in this section shall be accompanied by the report, if any, of any independent accountants engaged by the statements were prepared without audit from the books and records of the Corporation. The Corporation shall send, each month, one copy of the financial statement and one copy of the minutes to the Shareholders. There shall be an annual independent audited financial statement provided to the Shareholders.

The fiscal year of the service shall commence on January 1 and shall end on December 31.

- 12.6 Annual Statement of General Information. If required, the Corporation shall file annually with the Missouri Secretary of State, on the prescribed form, a statement setting forth the authorized number of Directors, the number of vacancies on the Board of Directors, the names and complete business or residence address of all incumbent Directors, the names and complete business or residence addresses of the Chairman, Vice Chairman, Secretary/Treasurer, and President/CEO, the street address of its principal executive office or principal business office in Missouri, and the general type of business constituting the principal business activity of the Corporation, together with a designation of the agent of the Corporation for the purpose of service of process.

## **ARTICLE XIII**

### **GENERAL CORPORATE MATTERS**

- 13.1 **Record Date for Purposes Other than Notice and Voting.** For purposes of determining the Shareholders which are entitled to receive payment of any dividend or other distribution or allotment of any rights or entitled to exercise any right in respect of any other lawful action (other than action by Shareholders by written consent without a meeting), the Board of Directors may fix, in advance a record date which shall not be more than sixty (60) days before any such action, and in that case only Shareholders of record on the date so fixed are entitled to receive the dividend, distribution or allotment of rights or to exercise the rights, as the case may be, notwithstanding any transfer of any shares on the books of the Corporation after the record date so fixed, except as otherwise provided in the Missouri Corporation Code. If the Board of Directors does not so fix a record date, the record date for determining Shareholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the applicable resolution or the sixtieth (60) day before the date of that action, whichever is later.
- 13.2 **Checks, Drafts, Evidence of Indebtedness.** All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed in such manner as from time to time shall be determined by resolution of the Board of Directors.
- 13.3 **Corporate Contracts and Instruments: How Executed.** The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and this authority may be general or confined to specific instances; and, unless so authorized or ratified by the Board of Directors or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.
- 13.4 **Certificates for Shares.** A certificate or certificates for shares of the capital stock of the Corporation shall be issued to each Shareholder when any of these shares are fully paid. All certificates shall be signed in the name of the Corporation by the Chairman of the Board of Directors and by the Secretary/Treasurer, certifying the number of shares and the class or series of shares owned by the Shareholder. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed on a certificate shall have ceased to be that officer, transfer agent or registrar before that certificate is issued, it may be issued by the Corporation with the same effect as if that person were an officer, transfer agent or registrar at the date of issue.
- 13.5 **Lost, Stolen or Destroyed Certificates.** Except as provided in this Section, no new certificates for shares shall be issued to replace an older certificate unless the latter is surrendered to the Corporation and canceled at the same time. The Board of Directors may, in case any share certificate or certificates for any other security is lost, stolen or destroyed, authorize the issuance of a replacement certificate on such terms and conditions as the Board may require, including provision for indemnification of the Corporation secured by a bond or other adequate security sufficient to protect the Corporation against any claim that may be made against it, including any expense or

liability on account of the alleged loss, theft or destruction of the certificate or the issuance of the replacement certificates.

- 13.6 Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction and definitions in the General and Business Corporation Law of Missouri shall govern the construction of these Bylaws. Without limiting the generality of the provision, the singular number includes the plural, the plural number includes the singular, the masculine includes the feminine and the term "person" includes both a Corporation and a natural person.
- 13.7 Roberts Rules of Order. The latest edition of Roberts Rules of Order shall govern any meetings to be held pursuant to these Bylaws. In the event Roberts Rules of Order conflict with these Bylaws, these Bylaws shall prevail.
- 13.8 Close Corporation. The undersigned Shareholders by its duly authorized officers agree to elect statutory close corporation status under Section 351.755 of the Revised Statutes of Missouri and direct the officers and the Board, to implement the foregoing, shall prepare and submit to the Shareholders an amendment to the Articles of Incorporation of the Corporation evidencing the Corporation's election to become a statutory close Corporation.

#### **ARTICLE XIV AMENDMENTS**

- 14.1 Amendments. Notwithstanding anything contained herein to the contrary, new bylaws may be adopted, or these Bylaws may be amended, restated, or repealed on approval by (a) a majority of Shareholders and two-thirds (2/3) vote of the Corporation's shares entitled to vote at a duly authorized meeting (annual or special) of the Shareholders; or (b) as described in Section 6.2(g); all Amendments to these Bylaws shall be noticed to the Shareholders, Shareholder Council, and Directors at least 10 days prior to any vote to adopt them.

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