

Membership entitles members to participate at all meetings, and each member shall have one (1) vote in any business conducted by a duly constituted meeting of the members. Members may serve on/or chair committees upon approval by a majority vote of the Board of Directors. [4/6/1999]

### ARTICLE III

#### BOARD OF TRUSTEES

- Section 1. Composition of Board: The Board of Directors shall consist of **not less than nine (9) members and not more than fifteen (15) members** [4/2/2002] duly elected from the membership at the annual meeting. Each Director shall serve a three (3) year term, with terms staggered such that at each annual meeting one-third (1/3) of the Directors are elected. Members of the Corporation may place their names in nomination for Board vacancies up to twenty-four (24) hours in advance of the annual meeting, and nominations will be taken from the floor at each annual meeting. Each member of the Corporation may cast one (1) vote per vacancy when electing new Directors at an annual meeting.
- Section 2. Resignations and Removals: A member of the Board of Directors may resign by tendering his/her resignation in writing to the remaining members of the Board. Any member of the Board of Directors may be removed from office by five-eighths (5/8) majority vote of the entire Board of Directors, or by a majority vote of the entire membership.
- Section 3. Vacancies: If a vacancy shall occur in the Board of Directors as a result of death, resignation, removal or otherwise, the unexpired term created by such vacancy shall be filled by vote of a majority of the remaining members of the Board of Directors and the persons filling such vacancy shall serve as a member of the Board of Directors until the next annual meeting of the members or until his successor is duly elected and qualifies.

### ARTICLE IV

#### MEETINGS

- Section 1. Place of Meetings: Any and all meetings of members and of the Board of Directors of this Corporation may be held within or without the State of Michigan, provided that no meeting shall be held at a place other than the Corporation's registered office in Michigan except pursuant to the resolution adopted by the members or the Board of Directors, as the case may be.
- Section 2. Annual Meeting of Members: An annual meeting of the members of this Corporation shall be held each year on the first Tuesday in April at 6:30 p.m. If for any reason such meeting shall not be timely held it may thereafter be called and held as a special meeting.