

Except as otherwise provided in this section, special meetings of the Board of Directors or any committee designated thereby may be called by or at the request of the President, any Director or the chair of a committee, as the case may be, upon written, verbal, telephonic, facsimile notice (or any other means of notice authorized by the Act) given to all other Directors or committee members, as the case may be, at least two (2) days before the meeting. Unless the Articles or the Act provide otherwise, regular meetings of the Board of Directors may be held without notice at the principal office of the Corporation or at such other location as may from time to time be designated as the location for such meetings. The regular annual meeting of the Board of Directors shall be held during the month of January, or on such other date as may from time to time be specified by resolution of the Board of Directors.

Section 8: Quorum and Voting Requirements. A quorum of the Board of Directors consists of a majority of the Directors in office immediately before a meeting begins. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A majority of the number of committee members fixed and appointed by the Board of Directors of the President, as the case may be, shall constitute a quorum for the transaction of business at a meeting of such committee. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 9: Action Without a Meeting. Any action required by the Act to be taken at a meeting of the Board of Directors of the Corporation, or any action that may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

Section 10: Compensation. No Director or committee member shall receive a salary or other compensation for service in that capacity but may be reimbursed for actual expenses incurred in the performance of such service. This provision shall not preclude any Director from serving the Corporation in any other capacity and receiving additional compensation therefor.

Section 11: Director Conflicts of Interest. Except as may otherwise be provided by the Act or the Articles, no contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entry in which a Director of the Corporation has an interest or in which one or more of its directors or officers are also Directors of the Corporation, shall be either void or voidable because of such relationship or interest or because such Director or Directors or a committee thereof that authorizes, approves or ratifies such contract or transaction or because such Director's votes are counted for such purposes, if:

(a) The material facts of such relationship or interest are disclosed or known to the Board of Directors or committee that authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such action without counting the vote or consent of such interested Directors; and,