

Section 8. Filling Vacancies. The Board of Directors may, by a majority vote, elect new directors to fill any vacancies on the Board. A director elected to fill a vacancy will serve only until the next regular election of directors, at which time she or he must be elected by the voting members in order to remain a director.

Section 9. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interest of the corporation.

Section 10. Quorum. At all meetings of the Board of Directors, the presence of a quorum, which is at least a majority of the number of directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 11. Decision-Making and Voting. The directors shall make decisions on behalf of the Corporation through consensus. Using consensus, each Board member may agree with a motion before the Board, disagree with the motion but "stand aside" and not "block" its passage, or "block" consensus on the motion. Consensus does not require unanimous agreement but rather is achieved and a decision is made if no participating director "blocks" consensus. The Board shall diligently and conscientiously attempt to reach consensus, and shall employ all standard consensus practices and techniques including the expression and careful consideration of minority views. Where consensus cannot be achieved, the matter shall be tabled to a later meeting, not less than twenty four (24) hours later. If a consensus still cannot be achieved, than a majority vote may be taken.

All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the Board of Directors will have one vote. At the request of any director, the names will be recorded in the minutes of each director who voted for, voted against, or abstained on a particular motion.

Section 12. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 13. Telephonic Meetings. Meetings may be held by telephone, or other method, so long as all participating directors may simultaneously hear and speak with each other. A director participating in such a meeting is deemed present for purposes of a quorum.

Section 14. Decisions Without Meetings. The Board may make any decision or take any action within its power without a meeting through a written "unanimous consent resolution" that sets forth the action so taken and is signed by all the directors then in office. The resolution is effective when the last director signs a copy of the unanimous consent resolution. The unanimous consent resolution may be sent or transmitted by