

(b) Any Annual or Special Meeting of Members may be held at such place within or without the State as the Board of Directors of the Corporation may from time to time fix. In the event the Board of Directors shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of the Corporation in this State.

(c) Written notice stating the place, day and hour of the meeting shall be given for all meetings and unless it is an annual meeting, such notice shall state the person or persons calling the meeting. Notices of any special meeting shall also include the persons calling the meeting. Notice shall be given either personally or by first class mail not less than 10 days nor more than 50 days before the date of the meeting and if mailed by any other class of mail, it shall be given not less than thirty nor more than sixty days before the date of the meeting to each Member at his or her address as it appears on the records of the members of the Corporation, or if such Member shall have filed with the Secretary of the Corporation a written request that notices to be mailed to some other address, then such notice shall be directed to him or her at such other address. Whenever a Corporation shall have more than five hundred members, the notice may be served by publication, in lieu of mailing, in a newspaper published in the county in the state in which the principal office of the Corporation is located, once a week for three successive weeks next preceding the date of the meeting. If mailed, such notice is given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Whenever a meeting of Members is adjourned, it shall not be necessary to provide any notice of the time and place of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting so adjourned. In the event the Board of Directors fixes a new record date for an adjourned meeting, a new notice shall be given, in the same manner as herein provided. Notice of a meeting need not be given to any Member who submits a signed Waiver of Notice before or after the meeting. The attendance of any Member in person or by proxy at the meeting without protesting the lack of notice of a meeting prior to the conclusion of such meeting shall constitute a waiver of notice by such Member. Any notice of meeting to Members relating to the election of Directors, shall set forth any amendments to the By-Laws of the Corporation adopted by the Board of Directors, together with a concise statement of the changes made.

(d) A list or record of members entitled to vote at any meeting of members, certified by the transfer officer or officer responsible for its preparation shall be produced at any meeting members upon request therefor by any member who has given written notice to the Corporation, which request shall be made at least 10 days prior to such meeting. Such list or record shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

3. The order of business at the annual meeting of members shall be as follows:

- (a) Roll call.
- (b) Reading notice and proof of mailing.