

President; sign checks, drafts, notes and orders for the payment of money, which shall have been duly authorized by the Board of Directors and counter-signed by the President.

e. The Assistant Secretary, in the absence or disability of the Secretary, shall perform the duties and exercise the powers of the Secretary. The Assistant Treasurer, in the absence or disability of the Treasurer, shall perform the duties and exercise the powers of the Treasurer.

6. Any officer elected by the Board may be removed by the Board with or without cause; however, any officer elected by the Members or a class of Members, may be removed with or without cause, only by the vote of the Members or of the class of Members. The removal of any officer, with or without cause, shall be without prejudice to his or her contracts rights, if any.

#### ARTICLE V BOARD OF ADVISORS

1. The Board of Directors may appoint, from time to time, any number of persons as advisors to the Corporation, to act either singly or as a committee or committees. Each such advisor shall hold office at the pleasure of the Board, and shall have such authority and obligations as the Board may from time to time determine.

2. No such advisor of the Corporation shall receive any salary, compensation or emolument for any service rendered to the Corporation, except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Corporation.

#### ARTICLE VI MISCELLANEOUS

1. The Corporation shall keep at the principal office of the Corporation, complete and correct records and books of account of the Corporation, including a minute book, which shall contain a copy of the Corporation's Certificate of Incorporation, a copy of these Bylaws and all minutes of meeting of the Boards of Directors, or any committee thereof, of the Members, as well as a list or record containing the names and address of all members.

2. The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

3. The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

4. These Bylaws may be amended, altered, or repealed, and new Bylaws may be made, by the Members of the Corporation entitled to vote in the election of directors at a special meeting of