

ARTICLE VIII. QUORUM

8.1 Quorum.

At any duly authorized regular or special meeting of the Members, at least ten (10) Voting Members (Directors that are present count as Voting Members) must be present to constitute a quorum for the transaction of business. At any duly authorized regular or special meeting of the Board, a simple majority of the voting Directors, which includes the Officers, must be present to constitute a quorum for the transaction of business. The Directors or Members present at a duly organized meeting can continue to do business until adjournment notwithstanding the withdrawal of enough Directors or Members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting to such time and place as they may determine. In the case of any meeting called for the election of Directors, those who attend the second of such meeting, although less than a quorum nevertheless constitutes a quorum for the purpose of election of Directors. In the case of any meeting called for any other purpose, those who attend the second of such adjourned meetings, although less than a quorum nevertheless constitutes a quorum for the purpose of acting upon any resolution or other matter set forth in the notice of the meeting, if written notice of such second adjourned meeting stating that those Members who attend constitutes a quorum for the purpose of acting upon such resolution or other matter is given to each Member of record entitled to vote as such second adjourned meeting at least ten (10) days prior to the day named for the second adjourned meeting.