

Section 3.8 Removal of Directors. A Director's service on the board may be terminated prior to the expiration of the Director's term as a consequence of any one or more of the following:

- (A) *Resignation*. A Director may resign at any time by delivering written notice to the President/CEO, or the Board Chairman or Secretary. Unless the notice of resignation specifies a later effective date, a Director's resignation is effective upon receipt. If a Director's resignation is effective at a later date, and if the successor Director does not take office until the effective date of the Director's resignation, then the Board can initiate Director Vacancy pursuant to Section 3.9— before the effective date of the Director's resignation.
- (B) *Loss of Qualification*. A Director who becomes unqualified to be elected, serve, or remain a Director under Section 3.5 will be removed on the earlier of: (i) the date the Board votes to remove the Director; or (ii) sixty days after the Director becomes unqualified, unless the lack of qualification is subject to waiver by the Board under the express provisions of these Bylaws, and the Board votes to waive the condition giving rise to the lack of qualification.
- (C) *Board Removal*. If a Director materially breaches any policy applicable to the Board, or is guilty of a serious dereliction of duty, becomes physically or mentally impaired in a manner that compromises the ability of the Director to carry out his or her duties and responsibilities as a Director, or is not physically present at the place of the regularly scheduled meeting more than three times during any calendar year, the Director may be removed by the Board, but only after notice and an opportunity to be heard. The requirement of Board Member physical presence is waived if a majority of the Board Members attend the meeting by video due to the Board's determination that an in-person meeting is unsafe and unwarranted under the present conditions.—