

### **ARTICLE III - Meetings of Member Representatives**

1. The Annual Meeting of the Member Representatives (i.e., the Corporation) shall be held during the month of April of each year at Tucson, Arizona or at such other place and on such day as may be determined by the Member Representatives at their preceding Annual Meeting or any intervening special meeting.
2. Written notice of the Annual Meeting of the Member Representatives shall be mailed or sent by electronic transmission to each Member Representative at least ten (10) days before the Meeting. Any Member Representative may waive notice in writing of any Meeting whether Annual or special either before, at or after the Meeting.
3. A majority of the entire membership of the Member Representatives shall constitute a quorum at all meetings of the Member Representatives for the transaction of business, except as otherwise provided by these By-Laws. If, however, such majority shall not be present at any meeting, the Member Representatives present shall have the power to adjourn the meeting from time to time until the required number of Member Representatives shall be present. At such adjourned meeting at which the required number of Member Representatives shall be present any business may be transacted which might have been transacted at the meeting on the date on which it was originally called.
4. Special meetings of the Member Representatives for any purpose may be called by the Chair of the Board or the President whenever they may deem it expedient, and they (or any one of them) shall call such meetings when requested in writing by one-tenth or more of the Member Representatives. Such request shall state the business or purposes of the proposed meeting. Written notice of special meetings shall be given by mail or by electronic transmission by the Chair of the Board or the President at least fifteen (15) days in advance of the meeting. Special meetings may be held at the principal office of the Corporation or at such other place as may be designated in the notice.
5. Business transacted at any special meetings shall be confined to the purposes stated in the notice, which notice may specify that Member Representatives not present at the meeting may vote by mail or electronic transmission on questions set forth in the notice.
6. Member Representatives may nominate candidates at any meeting at which elections are held, provided that the candidate consents to the nomination and is willing to serve.
7. Unless otherwise specified in these By-Laws, actions by the Member Representatives shall be by majority vote. Each Member Representative shall be entitled to one (1) vote.

8. The Chair of the Board, or in the necessary absence of the Chair, any Member Representative duly elected at the meeting, shall preside at any meeting of the Member Representatives.

9. The Chair of the Board of Directors, and any Director may be removed by majority vote of the Member Representatives.