

#### Section 4. BOARD OF TRUSTEES

4.1 Number and Election. The Board of Trustees shall consist of eleven (11) members. The Board of Trustees shall be divided into three classes (Class I, II and III) with equal numbers in each class or, if the number is unequal, the additional Trustees will be assigned first to Class I and second to Class II. At any special or regular meeting, the members may increase the number of Trustees and elect new Trustees to complete the number so fixed; or they may decrease the number of Trustees, but only to eliminate vacancies existing by reason of the death, resignation, removal, disqualification or expiration of the term of one or more Trustees. A Trustee must be a Representative.

#### 4.2 Tenure.

- (a) Each Trustee shall hold office until the expiration of his term and until his successor is elected and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.
- (b) To effectuate a change to three year terms in which only one Class of Trustees is up for election each year, at the annual membership meeting in 2010 Trustees in Class I shall be elected to hold office for a term expiring at the next annual meeting of stockholders to be held in 2011, Trustees in Class II shall be elected to hold office for a term expiring at the annual meeting to be held in 2012, and Trustees in Class III shall be elected to hold office for a term expiring at the annual meeting of members to be held in 2013. At each succeeding annual meeting following such initial classification and election, the respective successors of the Trustees whose terms are expiring shall be elected for terms expiring at the annual meeting of members held in the third succeeding year. In the event a vacancy is created by the death, resignation, removal or disqualification of a Trustee the members may, at a special or regular meeting, hold an election for the vacant position, which will be in the same Class as the Class of the vacated Trustee.
- (c) No Trustee may serve for more than two consecutive three year terms.