

ARTICLE (#) DIRECTORS

Section 1. Number of Directors. The Board of Directors shall consist of not less than number (#) and not more than number (#) members, of which at least seventy-five (75%) shall be residents of AREA, owners of real property located in AREA, or persons employed in AREA. The Board shall fix the exact number of Directors within the limits specified in this section by a Board resolution. Should the number of Directors fall below (number) the Board shall have 90 days to bring the number to the minimum.

Section 2. Term. Each Director shall hold office for three (3) years or until his or her removal, death or resignation. All Directors shall hold office until their respective successors are duly elected by the voting Members.

Section 3. Election. Board elections shall be held each year over a three (3) year cycle with the following Board positions up for consideration. Board positions 1, 2, 3, 12, and 13 elected in the first year; Board positions 4, 5, 6, 7, and 14 elected in the second year, and Board positions 8, 9, 10, 11, and 15 elected in the third year. Once the three year cycle has been completed, a new three year cycle will begin.

Section 4. Removal. Any Director may be removed at any time by the vote of a majority of the Board of Directors or the Members at a duly called and noticed meeting of the Members for cause, including commission of a felony, malfeasance, continued gross or willful neglect of duties, or conduct derogatory to the best interest of the Corporation. Failure to attend three (3) consecutive Board meetings shall be cause for dismissal, and failure to attend four (4) Board meetings within any twelve (12) month period shall also constitute cause for dismissal.

Section 5. Resignation. Any Director may terminate membership in the Corporation and in the Board of Directors thereof at any time by giving written notice to the President of the Board or the Secretary of the Corporation. Such termination shall become effective upon receipt of the foregoing notice unless the notice specifies a later time for the effectiveness of such resignation. A Director whose appointment was conditioned on residence, employment, or ownership of real property within AREA shall tender his or her resignation to the Board of Directors effective on the date such residence, employment, or ownership of real property within AREA ceases.

Section 5.9. Filling Vacancies. Vacancies in the Board, shall be filled by election by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. Each Director so selected shall hold office until the expiration of the term of the replaced Director and until a successor has been selected and qualified.