

ARTICLE 5 BOARD OF DIRECTORS

Section 1. The Association shall be governed by a board of five (5) to up to fifteen (15) Directors (the "Board"). The Directors shall be elected by the Members, with a goal of achieving geographic representation from across the state and/or from both urbanized and non-urbanized areas as well as diversity of professions. The Board may determine other important skills and priorities for its Directors.

Section 2. Any Member shall be eligible to be elected as a Director so long as the individual has previously held or currently holds a position on one of the Association's standing or ad hoc committees. Upon the recommendation of the Nominating Committee, the Board may choose to waive the requirement of previous committee participation and/or the requirement of Membership. Each Director shall be elected by a majority of the Members at the annual membership meeting or as prescribed to fill a vacancy. The foregoing shall not be interpreted to require that any Director be a representative of a particular MLP except that the Association desires to have broad representation.

Section 3. The Board shall be the governing agent of the Association and is empowered to act fully on behalf of the membership of the Association to fulfill the purpose of the Association under these Bylaws. To accomplish this, the Board shall have the authority necessary to manage the affairs of the Association and establish the policies of the Association. The Board shall report to the full membership in an annual membership meeting.

Section 4. Each Director shall serve for a term of two (2) years except as provided for the initial Board in Section 5. No Director may serve for more than three (3) consecutive terms except that Class 1 of the initial Board shall not be counted as a term for purposes of this calculation. The Board may, at its own discretion, allow an individual to exceed the term limit, such as, but not limited to, the immediate past president. The terms shall be staggered with half of the positions up for election in even years, and half or half plus one of the positions up for election in odd years.

Section 5. The initial Board shall serve as a temporary board composed of the organizers of the Association consistent with the certificate of organization plus any additional persons selected by a majority vote of the organizers. So long as there are at least five (5) directors (including vacancies), the directors shall be divided into two classes, designated Class 1 and Class 2, for purposes of staggering terms. Each class shall consist as nearly as may be possible, of one-half of the total number of directors constituting the entire board; provided, however, that no class shall have less than two (2) directors, including vacancies. The term of the initial Class 1 directors shall terminate on the date of the 2023 annual meeting of members; and the term of the initial Class 2 directors shall terminate on the date of the 2024 annual meeting of members. At each annual meeting of members beginning in 2023, successors to the class of directors whose term expires at that annual meeting shall be elected for a two-year term. Thereafter, if the number of directors is changed, any increase or decrease shall be apportioned among the classes, so as to maintain the number of directors in each class as nearly equal as possible, and any additional directors of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director.

Section 6. Directors shall be elected at the annual meeting of the membership of the Association. The Nominating Committee will prepare a list of candidates for Board review, following which the Members shall vote. The ballot will include space for a write-in candidate. In the election of Directors, the number of top vote recipients necessary to fill the requisite number of seats shall be elected as Directors. Votes may

be cumulated. In the event that one of the top vote recipients is ineligible to serve as a Director, the next candidate in order of most votes received shall become Director.

Section 7. Board meetings shall be held at a frequency no less than quarterly and at a time and place to be determined by the Board. A majority of the Board is considered a quorum for transaction of business at any meeting of the Board. Unless otherwise provided for in the Bylaws, approval of the Board shall be granted upon the affirmative vote of a majority of the Directors present and eligible to vote. By a simple majority, the Board may call a special meeting upon seven (7) days' prior written notice, which includes by email, to the full Board. Board members may participate in meetings via teleconference or other electronic manner so long as each participant can hear and be heard and vote. The Board, by a simple majority, may invite any non-Director, such as an outside legal or financial advisor, to attend a regular or special meeting of the Board in a non-voting capacity.

Section 8. The Directors are required to attend, in person or virtually, each regular and special meeting of the Board, as well as the annual meeting of the members of the Association. If a Director misses three (3) consecutive meetings the Board shall issue a warning and if the Director misses a fourth (4th) consecutive meeting, he or she shall be removed by the Board. Furthermore, if he or she misses a fifth (5th) meeting at any time during any rolling twelve-month period, he or she shall be removed by the Board. Directors may not vote or qualify as having attended a meeting by proxy.

Section 9. Any Director may resign from the Board. A Director may be removed from the Board by a two-thirds majority vote of all remaining Directors, and not merely those Directors present at the regular or special meeting of the Board where the removal of a Director is considered. Any such removal shall be for cause. For purposes of these Bylaws, "for cause" shall be interpreted as any act or omission, whether related to the Director's official duties or not, that is deemed to be detrimental to the activities or reputation of the Association or the industry.

Section 10. In the event of any vacancy in the Board, whether by death, disability, resignation, or removal, the Board, in collaboration with the Nominating Committee, shall be permitted to appoint a successor Director by a two-third majority vote of the remaining Directors. Such successor Director shall hold the position until the earlier of (a) the end of the departed Director's term or (b) the next annual meeting of the members of the Association, either of which is counted as a full term for purposes of determining term limits. If the former, at the next regularly occurring annual meeting of the members, the members shall be given the opportunity to ratify the appointment of the successor Director by a majority vote. If the members do not ratify the successor Director's appointment, the members shall vote for a Director to fill the remainder of the departed Director's term.

Section 11. Any duality of interest or possible conflict of interest on the part of any Director shall be disclosed to the other members present and made a matter of record in a manner determined by the Board but on no less than an annual basis. Any Director having such duality or possible conflict of interest shall not vote or use their personal influence in the matter, and that member shall not be counted in determining the quorum for the meeting.

Section 12. Directors shall each exercise ordinary business judgment in managing the affairs of the Association. Directors shall act as fiduciaries with respect to the interests of the members of the Association. In acting in their official capacity as Directors of this Association, Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Association and that are not unlawful. In all other instances, the Board of Directors shall not take any action that they should reasonably believe would be opposed to the Association's best interests or would be unlawful. A director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Association. The Administrator shall

recuse themselves from any action on matters related specifically to their performance, salary, or employment status.

Section 13. The Board shall try to act by consensus. However, the vote of a majority of the Board present and voting at a meeting at which a quorum is present shall be sufficient to constitute an act of the Board unless the act of a greater number is required by law or the bylaws. A Director who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board.

Section 14. Any decision required or permitted to be made at a meeting of the Board of Directors, or any committee of the Association, may be made without a meeting. A decision without a meeting may be made if consent to the decision is indicated by all of the Directors or committee members entitled to vote on the matter. The original consents or records of consents communicated by electronic means or otherwise shall be kept with the Association's records.

Section 15. A Director may not vote by proxy at meetings of the Board. Board meetings may be held in-person, telephonically, or virtually as necessary and appropriate.

Section 16. The Board of Directors may be increased or decreased in number from time to time by amendment to the bylaws but no decrease shall have the effect of shortening the term of any Director. Any position on the Board of Directors to be filled by reason of an increase in the number of the Board of Directors shall be filled by election at an annual or special meeting of the Members of the Association, or by interim appointment.

Section 17. Meetings of the Board shall be open to Members in good standing of the Association, except when the Board is in executive session for discussion of personnel matters or the like.