



PROPOSED AMENDMENTS TO WISHIN BYLAWS

Section 3.9 Meetings.

E. Quorum. There shall be a quorum for the transaction of business at any meeting of the Board only if a majority of the ~~Member~~ Directors are present and such majority includes at least one Member Director, at least one, a majority of the State Directors, and a majority of the at least one Elected Directors ~~are present~~. However, if less than the required number of Directors are present, those Directors that are present may adjourn the meeting from time to time without further notice.

Once a quorum of Directors is present for a meeting of the Board, a quorum shall be deemed to be present for the remainder of the meeting.

Section 4.6 Chief Executive Officer.

A. Authority of the Chief Executive Officer. The Chief Executive Officer, unless otherwise determined by the Board, shall be the chief executive officer of the Corporation. The Chief Executive Officer is appointed by the Board, and serves as Chief Executive Officer until terminated by the Board or resigns from such position. Subject to the control of the Board, the Chief Executive Officer shall oversee and direct the business and affairs of the Corporation. The Chief Executive Officer shall have authority to appoint such agents or employees of the Corporation as the Chief Executive Officer shall deem necessary or desirable, to prescribe their powers, duties and compensation, and to delegate authority to them. The Chief Executive Officer shall have authority to ~~sign, execute,~~ and deliver in the Corporation's name all documents and instruments ~~when specifically authorized by the Board of Directors,~~ except in cases where the ~~signing and~~ execution of the documents or instruments shall be expressly delegated by these Bylaws or by the Board to some other officer(s) or agent(s) of the Corporation or shall be required by law or otherwise to be signed by some other officer or agent. Except as otherwise provided by law or the Board, the Chief Executive Officer may authorize other officers or agents of the Corporation to ~~sign, execute, acknowledge~~ and deliver such documents and instruments in his or her place. Prior to the Chief Executive Officer executing and delivering (or authorizing another officer of agent of the Corporation to execute and deliver) any document or

instrument having a cost or benefit in excess of Twenty Five Thousand Dollars (\$25,000.00), the Board or the Executive Committee must approve the document or instrument. In general, the Chief Executive Officer shall perform all duties incident to the office of a chief executive officer and such other duties as from time to time may be assigned to him or her by the Board.

Section 5.5 Executive Performance and Compensation Committee.

An Executive Performance and Compensation Committee is hereby established as a standing committee of the Corporation. It shall have ~~three-four~~ (34) persons, ~~two-three~~ (23) of whom shall be appointed by the Chair upon the advice and consent of the Board, with the Chair serving as the third committee member. The Executive Performance and Compensation Committee shall evaluate the performance of the Chief Executive Officer at least annually, report its evaluation and recommend compensation adjustments to the Board, and provide the Chief Executive Officer with his or her performance review following Board consideration of his or her evaluation and approval of any compensation adjustments. The Executive Performance and Compensation Committee shall have such additional duties as may be delegated to it by the Board from time to time.