

**PROCEEDINGS OF THE BOARD OF DIRECTORS  
OARC, INC.**

The undersigned, constituting all of the Directors of OARC, Inc. (the "Company") in attendance at the Board of Directors' meeting held on \_\_\_\_ \_\_\_\_, 2018, hereby considered the following matters and adopted the following resolutions:

**Procedures for Change in Election of Directors:**

WHEREAS, on September 30, 2017, the Company adopted and approved revisions to Article IV of the Company's Bylaws regarding changes in the election of the Directors; and

WHEREAS, it is in the best interests of the Company and its members for the Board of Directors to approve additional revisions to Article IV of the Company's Bylaws in order to clarify the method and procedures for the previously approved changes in the election of Directors;

NOW THEREFORE, IT IS RESOLVED, that Sections 2 and 4A of Article IV of the Company's Bylaws (as previously amended) shall be further amended to provide as follows:

Section 2. NUMBER AND QUALIFICATION OF DIRECTORS. The number of directors of the corporation shall be not less than five (5) nor more than eight (8), with the exact authorized number of directors to be fixed from time to time within such limits by vote of the members. The initial number of authorized directors shall be six (6). The Board shall be composed of persons employed by or otherwise affiliated with a member organization; provided however, that not more than one (1) person employed by or affiliated with a particular member organization may be nominated or elected to serve as a Director.

Notwithstanding the above, in the event that (i) two or more persons employed by or affiliated with a particular member organization are elected as Directors, or (ii) two or more persons become employed by or affiliated with a particular member organization while serving as Directors as a result of an employment or affiliation change or change in the structure of the member organization, then such additional persons **may** be removed by a majority vote of the members so that only one Director employed by or affiliated with a particular member organization remains on the Board of Directors. In such event, any resulting vacancies shall be filled by vote of a majority of the members.

Section 4. VACANCIES; RESIGNATIONS.

- A. Vacancies. A vacancy in the Board of Directors shall be deemed to exist upon the occurrence of any of the following: (i) the death, resignation, or removal of any director, (ii) the Board of Directors by resolution declares vacant the office of a director who has been declared of unsound mind by an order of court or convicted of a felony, (iii) the authorized number of

directors is increased, or (iv) any director duly elected shall refuse in writing to accept the position. Except as provided in Article IV, Section 2, a vacancy in the Board of Directors shall be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director. Each director elected to fill a vacancy shall hold office until a successor has been appointed and qualified.

FURTHER RESOLVED, that any Director holding office as of the date of the Company's 2018 annual meeting of the members (*i.e.*, those Directors continuing their terms and not newly elected) shall serve the remainder of their terms as individual Directors, not as designees of particular member organizations.

FURTHER RESOLVED, that the officers of the Company are hereby authorized and directed to sign all documents and take all actions necessary and appropriate to implement the actions approved hereby.

This Proceedings of the Board of Directors shall be signed by those Directors in attendance at the meeting of the Board of Directors on the date hereof and shall be incorporated into the official minutes of such meeting.

Dated: \_\_\_\_ \_\_\_\_, 2018

\_\_\_\_\_  
David Lawrence, Director

\_\_\_\_\_  
Jaromir Talíř, Director

\_\_\_\_\_  
Jacques Latour, Director

\_\_\_\_\_  
George Michaelson, Director

\_\_\_\_\_  
Ondrej Sury, Director

\_\_\_\_\_  
Duane Wessels, Director