

OARC, INC. -- BYLAWS

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~~ (in either case, the "Overlapping Directors"), then one or both of the Overlapping Directors may continue to serve as Directors for the remainder of their respective terms, unless an Overlapping Director is removed by a majority vote of the other members of the Board of Directors (i.e., the Directors that do not include the Overlapping Directors), in such Directors' sole discretion. In such event, any resulting vacancy shall be filled by vote of a majority of the remaining members ~~so~~ of the Board of Directors.

In addition, in the event that only one ~~an existing~~ Director ceases to be employed by or affiliated with a ~~particular~~ member organization ~~remains on, then such Director may continue to serve as a Director for the remainder of his or her term, unless removed by a majority vote of the other members of~~ the Board of Directors. In such event, any resulting ~~vacancies~~ vacancy shall be filled by vote of a majority of the remaining members of the Board of Directors.

SECTION 3. ELECTION AND TERM OF OFFICE OF DIRECTORS. The directors of this corporation shall be elected by a majority of the members from time to time, subject to the limitation on the number of directors as provided in Section 2 above. ~~Each director~~ So long as the corporation uses ranked voting for election of directors, the nominees for directors who are ranked from first through to one-half (1/2) of the total number of directors in such voting shall serve as directors for a term of two (2) years each, and if there are any remaining vacancies, the other nominees in such voting shall serve as a director for a one-year term in descending order of rank. Each director may be appointed to serve no more than three (3) consecutive ~~2-year~~ terms (regardless of the length of such terms). Each director shall hold office until expiration of his or her term and until a successor has been appointed or elected. To the extent practicable, the terms of office for directors shall begin on the date of the annual meeting of the members, and shall be staggered so that the terms of approximately one-half (1/2) of the directors will expire each year.