

**ACTION OF THE MEMBERS
OARC, INC.
October 12th, 2023**

The Members of OARC, Inc. (the “Company”) in attendance at the Annual Meeting of the Members held on October 12th, 2023 considered the following matters and adopted the following resolutions:

Procedures for Changes in Qualification, Election and Term of Directors:

WHEREAS, the Company has previously adopted and approved revisions to Article IV of the Company’s Bylaws regarding changes in the election and term of the Directors; and

WHEREAS, it is in the best interests of the Company and its members to approve additional revisions to Article IV of the Company’s Bylaws in order to clarify the method and procedures for the qualification, election and terms of office of the Directors; and

WHEREAS, the Board of Directors has approved such changes to the Company’s Bylaws;

NOW THEREFORE, IT IS RESOLVED, that Section 2 of Article IV of the Company’s Bylaws (as previously amended) shall be further amended as follows, effective as of the date hereof:

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 persons employed by or affiliated with a particular member organization are elected as directors, or (ii) two 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 (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 of the Board of Directors.

In addition, in the event that an existing director ceases to be employed by or affiliated with a member organization, 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 vacancy shall be filled by vote of a majority of the remaining members of the Board of Directors.

The Secretary of the Company shall incorporate this Action of Members into the official Minutes of the Members' Meeting held on the date hereof.

Dated: October 12th, 2023

Keith Mitchell, Secretary