

BY-LAW 6.

Board of Directors.

(K) A director may be removed from the Board, with or without cause, by a majority vote at any annual or special meeting of the members; provided, (i) that the notice of the meeting at which removal is to be considered states such purpose, (ii) that the director to be removed has a right to be heard at the meeting, and (iii) that a new director is elected at the meeting by the members to fill the vacant position caused by the removal, or (iv) the members may delegate to the Board of Directors the duty of selecting a director to fill the vacant position.

(1) A director shall be removed by the Board of Directors if such director has been found, after a hearing, where the director to be removed is present and has an opportunity to be heard before a Special Board Committee appointed by the President, to have been accused of inappropriate behavior. Prior to the hearing, the Executive Committee of the Board should present the facts in question to said Director and provide the director an opportunity to be heard with respect to these facts. The Special Committee, after this hearing, will provide a written statement of facts as to its decision, and make a recommendation based on those facts to the Full Board of Directors. The director designated for removal shall be provided another opportunity to present his/her case to the Full Board of Directors. If the Full Board of Directors having conducted this hearing finds that the director should be removed, the Board will present its findings at the Annual Meeting or Special Meeting of the Members.

(2) A director who has more than three unexcused consecutive absences from Board meetings and/or members meetings during any twelve month period, or (ii) is no longer a dues paying member of MRSEA may also be removed.

(3) A Board of Directors' member or an officer of a Sub-Chapter of MRSEA may be removed according to procedures in this paragraph. See BY-LAW 9. Sub Chapters. Paragraph E.3.