

EXHIBIT 3

SECTION VI; Subsection 3; B.4 & 5

4. The Board will use the following small board protocol during Board meetings:
5. Board meetings shall be held at least quarterly, at a place and time determined by the Board.
 - a) Board members do not have to stand, but should be recognized by the President to speak or make motions.
 - b) Motions must be seconded.
 - c) Each board member may speak for no more than ten (10) minutes per topic.
 - d) Informal discussion is allowed on non-motion topics.
 - e) Votes will be taken by a show of hands (or vocal, if attending electronically).
 - f) To vote on a subject, a formal motion must be made.
 - g) The President need not stand when putting items to a vote.
 - h) The President may debate, make motions and vote.

SECTION VI; Subsection 1; G.2.

2. Elements of the performance appraisal Process for the CEO:

- a) A committee of the Board of Directors shall manage the performance appraisal and will conduct the performance appraisal interview. If the President has been in office less than 6 months, inclusion of the Past President on the committee is necessary, if possible. This Committee shall consist of at least 3 Board members who have been in office for more than 1 year. No staff or non-board members shall participate.
- b) The Current President establishes the Committee and chairs it.
- c) The Committee works on behalf of the Board and does not assume its authority regarding the CEO. The total Board serves as the evaluator and final arbiter of any issues related to performance of the CEO.
- d) Committee responsibilities.
The committee shall:
 - a) Be appointed and serve through the entire evaluation year
 - b) Draft any changes to the CEO Job Description and obtain Board input/approval, design the Performance Appraisal Process, including the necessary tools, and recommend to the Board the process and tools. The Board formally adopts the process and tools.
 - c) Initiate the formal performance appraisal process, typically 2-3 months prior to the date of the Annual Meeting of the Board of Directors. This time period allows
 - d) Completion of the appraisal process, format review and action by the Board and meeting with the CEO.
 - e) Recommend the bonus to the Board following the annual performance appraisal.
 - f) Review and endorse the CEO's annual goals and professional development plan and inform the full Board.
 - g) Regularly review the job description, any relevant policies, the appraisal process, and recommend enhancements for review and action by the Board as necessary.