



## RESOLUTIONS OF THE MEMBERS

*Approved at the October 18, 2019 Annual Meeting of the Members*

### Election of Chair

WHEREAS, the Board seeks to elect Erik Clemons as Chair of the Partnership's Board of Directors to serve at the pleasure of the Board until January 5, 2021, or until such person's earlier resignation, removal, or death; and

WHEREAS, pursuant to the Bylaws of the Partnership, the Members have the right to approve the Board's selection of the Chair of the Board of Directors;

NOW, THEREFORE, be it hereby:

RESOLVED, that Erik Clemons is approved as Chair of the Board of Directors to serve at the pleasure of the Board until January 5, 2021, or until such person's earlier resignation, removal, or death.

### Amendment to the Bylaws

WHEREAS, on June 13, 2019, the interim Board approved the Bylaws for the Partnership with the intention of presenting the Bylaws to the Board at its organizational meeting for review and possible amendment; and

WHEREAS, the Board has reviewed the Bylaws; and

WHEREAS, the Board has identified a drafting error in Section 5.5 of the Bylaws, as follows:

The President/CEO shall be the chief executive officer of the Corporation, have general control and supervision of the affairs and operations of the Corporation, keep the Board fully informed about the activities of the Corporation and see that all orders and resolutions of the Board are carried into effect. He or she shall be appointed by the vote of a majority of the Board, **and approval of at least one Member from each class of Members**. He or she shall manage and administer the Corporation's business and affairs and shall also perform all duties and exercise all powers usually pertaining to the office of a chief executive officer of a corporation. He or she shall have the authority to sign, in the name and on behalf of the Corporation, checks, orders, contracts, leases, notes, drafts and all other documents and instruments in connection with the business of the Corporation, subject to any limitations on such authority established by the Board. The President/CEO shall have such other duties and powers as the Board may from time to time prescribe.

WHEREAS, the Board wishes to amend Section 5.5 to correct this drafting error in order to ensure the language is consistent with Section 2.1 of the Bylaws; and

WHEREAS, the Board also wishes to amend Section 2.4(e) of the Bylaws, as follows:

Each Member entitled to vote at a meeting of the Members may authorize another person or persons to act for such Member by proxy, but no such proxy shall be voted or acted upon more than eleven months from its date, unless the proxy provides for a longer period.

WHEREAS, pursuant to the Bylaws of the Partnership, no amendment to the Bylaws may be made without approval of the Members;

NOW, THEREFORE, be it hereby:

RESOLVED, that the Members approve that Section 5.5 of the Bylaws be amended as follows:

The President/CEO shall be the chief executive officer of the Corporation, have general control and supervision of the affairs and operations of the Corporation, keep the Board fully informed about the activities of the Corporation and see that all orders and resolutions of the Board are carried into effect. He or she shall be appointed by the vote of a majority of the Board **with approval of the Members**. He or she shall manage and administer the Corporation's business and affairs and shall also perform all duties and exercise all powers usually pertaining to the office of a chief executive officer of a corporation. He or she shall have the authority to sign, in the name and on behalf of the Corporation, checks, orders, contracts, leases, notes, drafts and all other documents and instruments in connection with the business of the Corporation, subject to any limitations on such authority established by the Board. The President/CEO shall have such other duties and powers as the Board may from time to time prescribe.

RESOLVED, that the Members approve that Section 2.4(e) of the Bylaws be amended as follows:

Each Member entitled to vote at a meeting of the Members may authorize another person or persons **also being a Member** to act for such Member by proxy, but no such proxy shall be voted or acted upon more than eleven months from its date, unless the proxy provides for a longer period.