

**Section 10.03. Amendment of By-Laws.** This By-Laws may be amended or repealed, or new By-Laws may be adopted, either:

1. by the vote of the eligible voting members to cast at least two-thirds (2/3) majority of the votes which all members present are entitled to cast thereon, at any duly organized annual or special meeting of the members; or
2. with respect to those matters which are not by statute reserved exclusively to the members, by vote of a majority of the Board of Directors of the Corporation in office at any regular or special meeting of the Board of Directors.