Officers, the "Officers"). The Board of Directors may also authorize any Officer to appoint one or more of such other Officers. The duties of the Officers shall be those enumerated herein and any further duties designated by the Board of Directors.

Section 5.02   Chair of the Board of Directors. The Chief Executive Officer/President shall be the Chair of the Board of Directors and shall, if present, preside at meetings of the Board of Directors and shall, in addition to the powers and duties expressly conferred or assigned by these Bylaws, have such other powers and duties as the Board of Directors may authorize and define by resolution from time to time, or as may be incident to the office of Chair of the Board of Directors. Notwithstanding the foregoing, the Board of Directors may elect a Chair of the Board of Directors other than the Chief Executive Officer/President. In the absence or inability of the Chair of the Board to act, the Lead Director shall preside at the meeting of the Members and the Board of Directors. Notwithstanding anything to the contrary contained in this Section 5.02, upon the retirement of the Chief Executive Officer/President, the Chair of the Board may, upon a majority vote of the Board, continue to serve as Chair of the Board for such term as the Board determines appropriate, provided that such term shall not exceed three (3) years, and the replacement Chief Executive Officer/President shall serve as a Director until such time as the Chair's term expires or the Chair resigns, at which time the replacement Chief Executive Officer/President shall automatically become Chair of the Board.

Section 5.03   Chief Executive Officer/President. The Chief Executive Officer/President shall exercise general administrative leadership and direction of the Company in conformity with actions and controls established and maintained by the Board of Directors. The Chief Executive Officer/President shall have the power and authority to execute on behalf of the Company any and all documents, contracts, instruments, or other papers to which the signature of the Company is to be attached; provided, however, a facsimile signature may be printed, engraved, or stamped on any approved document, contract, instrument or other papers of the Company.

Section 5.04   Succession. Should the Chief Executive Officer/President be absent or unable to act, the Lead Director shall have full power and authority to call an emergency Board Meeting at which the Board shall appoint an interim Chief Executive Officer/President, who shall be a current Officer of the Company. The Chief Executive Officer/President shall perform all duties of the Chief Executive Officer/President until such time as the Chief Executive Officer/President returns or the Board appoints a permanent successor Chief Executive Officer/President, whichever occurs first. In the event the Chief Executive Officer/President does not return within six (6) months after the appointment of the Interim Chief Executive Officer/President, the Board shall begin the process of evaluating and hiring a successor Chief Executive Officer/President.

Section 5.05   Secretary. The Secretary or an Assistant Secretary shall keep a record of the Minutes of the meetings of the Members and of the Board of Directors. He or she shall countersign all instruments and documents executed by the Company which the laws or Bylaws require to be so executed; affix to instrument and documents the seal of the Company; keep in proper books therefor the transactions of the Company; and perform such other duties as usually are incident to such office.

Summary report: **Litera® Change-Pro for Word 10.9.0.460 Document comparison done on** **5/8/2020 9:34:06 AM**	
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Intelligent Table Comparison: Active	
Original filename: Bylaws - SMHC.docx	
Modified filename: Bylaws - SMHC(1).docx	
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Add	1
Delete	0
Move From	0
Move To	0
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	1