

Exhibit C - Termination and Revocation of State Network Charter

The parties may terminate the Agreement in accordance with the following:

1. Termination by Council:
 - a. The Council may terminate this Agreement if the Network:
 - i. is in material breach of the Agreement;
 - ii. has taken any action that the Council believes, in its reasonable discretion, may damage the goodwill of the Council; or
 - iii. fails to follow the Council's administrative procedures.
 - b. If the Council wishes to terminate the Agreement, the Council shall adhere to the following procedure:
 - i. The Council shall work with the National Liaison to determine whether the Network has materially breached the Agreement.
 - ii. The Council will direct the National Liaison to initially work with the Network informally to resolve the Network's material breach.
 - iii. If such efforts to resolve the Network's material breach is unsuccessful, as determined in the Council's sole discretion, the Council will provide the Network with a formal notice of termination, identifying the Network's Material Breach within between Seven (7) and fourteen (14) days ("Cure Period") depending on the nature of the breach and as determined in Council's sole discretion.
 - iv. If the Network does not cure its breach within the Cure Period, the Council shall provide the Network with a written notice of revocation of the Network's charter ("Notice of Revocation"), which shall take effect within fourteen (14) days of receipt, unless the Council receives a notice of appeal from the Network.
 - v. The Network has fourteen (14) days from the date of receipt of the Council's Notice of Revocation to appeal.
 - vi. If the Network appeals the Notice of Revocation:
 1. The Network shall have the opportunity to present its appeal to a hearing committee, which shall be comprised of three (3) members of the Council's Executive Committee and shall include at least one (1) national leadership team member ("Hearing Committee").
 2. The Network, in its discretion, may choose to present its appeal in writing, face-to-face electronically, or in-person only if the Council's Executive Committee is meeting within one (1) month of the date the Council receives the Network's appeal.
 3. The decision of the Hearing Committee is final, and not subject to further appeal.
2. Termination by Network:
 - a. The Network may terminate the Agreement, and thereby surrender its charter, at any time during the Term of the Agreement by providing thirty (30) days written Notice to the Council.
3. If terminated or revoked the National Liaison must work with the Council to dissolve the Network, including by complying with the Networks' Bylaws provision Article XIV.