

**BYLAWS OF THE EL PASO ART ASSOCIATION
2011 (Updated 11/17/17)**

**ARTICLE I
NAME, LOCATION AND OFFICES**

1.01 **Name.** The name of this Corporation is El Paso Art Association, Inc., (EPAA)

1.02 **Principal Office.** The principal office of the Corporation is located in El Paso, Texas, with the initial register office of the Corporation being 405 Caples Building, El Paso, Texas, 79901. For the purpose of these Bylaws, any reference to the "principal office" of the Corporation shall be deemed to refer to such location as may be determined by the Board of Directors and set forth in a resolution duly adopted. The Corporation may have such other offices, either within or without the state of Texas, as the business of the Corporation may require and the Board of Directors may determine.

**ARTICLE II
SEAL**

No corporate seal shall be required.

**ARTICLE III
BUSINESS OF THE CORPORATION**

3.01 **Purpose.** The purpose or purposes for which the Corporation is organized are to operate exclusively for charitable, religious, literary, educational or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). The Corporation shall also be empowered to perform and transact such other business as may be permitted corporations exempt from tax under section 501(c)(3) of the Code and incorporated under the Texas Non-Profit Corporation Act (the "Act").

3.02 **Powers.** The Corporation shall possess all corporate powers provided by the Texas Non-Profit Corporation Act and shall be entitled to engage in any legitimate pursuit not in contravention of the laws of the state of Texas and permitted corporations exempt from tax under section 501(c)(3) of the Code.

**ARTICLE IV
MEMBERS**

4.01. Members. The members of this Corporation shall be the initial Directors of the Corporation named in its Articles of Incorporation, as well as such other persons who have paid such dues as may have been set by the Board of Directors for the membership period of one year, starting with the month of joining and ending twelve (12) months later. The membership shall consist of the following classes:

a. A junior artist member is any full-time student between the ages of 10 and 15, and who has paid their annual dues. He/she is not eligible to participate in exhibits except as specifically designated in the show prospectus.

b. A student member is any full-time student between the ages of 16 and 25 who has paid their annual dues and performed 25 hours volunteer service, and complies with all the privileges and restrictions required by the Bylaws. A student member shall have all the rights of regular membership.

c. A regular member is any person interested in art and the promotion of art appreciation that has paid their annual dues and complies with all the privileges and restrictions required by the Bylaws. A regular member shall have the right to vote and to be heard at any time.

d. A senior citizen age 65 and over whom pays their annual dues shall have all the rights and privileges of a regular member and must also comply with any restrictions required by the Bylaws.

e. A military member is any active duty member of the military service (or spouse) who pays their annual dues and complies with all the privileges and restrictions required by the Bylaws.

f. A business category shall have three (3) different levels of membership; Bronze, Silver and Gold, to receive the recognition pertaining to that level the annual dues applicable for that level must be paid. Bronze level will include all the rights and benefits of general regular membership plus Bronze Recognition on the EPAA "Community Business Support Board" displayed at the EPAA office at 500 W. Paisano. Silver membership has all the benefits of Bronze and includes a Silver Recognition display. Gold level has all the benefits of Silver and includes monthly recognition in the EPAA newsletter.

g. An honorary member is any person of international, national, or local prominence who has rendered distinguished service in the cultivation or advancement of art, who may be duly elected by a majority vote of the active members present at a regular meeting. Honorary membership will be carried on the rolls without voting power and without financial obligation on the part of the honoree.

h. A life member is one who has served as President of the Association. Life membership shall be automatically conferred upon a President at the conclusion of one term in office, after which he/she shall have no financial obligation to the Association. He/she shall have voting power.

4.02. Vote. Each member shall be entitled to one (1) vote on each matter submitted to the vote of the members.

4.03 Transfer and Assignment. Membership in this Corporation is not transferable or assignable.

**ARTICLE V
MEETINGS OF MEMBERS**

5.01. Annual Meetings. An annual meeting of the members shall be held during the first two (2) weeks in the month of December in each year, beginning with the year 2012 at such time and place as may be specified in the notice of the meeting, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

5.02. Regular Meetings. General meetings of the members may be held quarterly, in March, June, September and December. The December meeting shall coincide with the annual Installation and Awards Banquet.

5.03. Special Meetings. Special meetings of the members may be called by the President, the Board or a majority of the members.

5.04. Place of Meeting. All meetings of members shall be held at such location as may be designated by the President or Board. If all of the members shall meet at any time and place, either within or without the state of Texas and consent to the holding of a meeting, such a meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

5.05. Notice of Meeting. In the case of the annual or a special meeting, written notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the meeting, either personally, by mail, by email, or by facsimile transmission by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting to each person entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited with the United States Postal Service addressed to the member at his or her address as it appears on the records of the Corporation, with postage thereon prepaid. If transmitted by facsimile or email, notice is deemed to be delivered on successful transmission of the facsimile or email.

5.06. Quorum. Those members of the Corporation present at any duly called meeting of the members shall constitute a quorum for the transaction of business, provided that in no event shall less than 10% of the active membership shall constitute a quorum and further provided that if less than such number of members are present at said meeting, a majority of the members present, may adjourn the meeting from time to time without further notice.

**ARTICLE VI
BOARD OF DIRECTORS**

6.01. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors (the "Board"). The Board may adopt such rules and regulations for the conduct of their meetings and management of the business and affairs of the Corporation as they may deem proper, not inconsistent with the laws of the state of Texas, the Articles of Incorporation of this Corporation or these Bylaws. The Board shall cause an examination to be made annually of the books and records of the Corporation by an accountant or other qualified person to be selected by the Board.

6.02. Election, Number and Qualification. The number of Directors of the Corporation shall be no less than three (3) nor more than thirteen (13). The Directors of the Corporation shall be elected at the annual or regular meeting of the members of the Corporation or at a special meeting called for that purpose. All Directors shall be members in good standing of the Corporation.

6.03. Annual Meeting. The annual meeting of the Board shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of the members. The purpose of such annual meeting shall be the election of officers and the transaction of such other business as may come before the meeting. The annual meeting of the Directors shall be called by the President or a majority of the Directors of the Corporation.

6.04. Regular Meetings. Regular meetings of the Board shall be held at such time and place as designated by the Board. The Board may provide, by resolution, the time and place, either within or without the state of Texas, for the holding of additional regular meetings without other notice than such resolution. In any event, the Board shall meet no less often than quarterly and a schedule of regular meetings complying with this provision shall be enacted by the Board.

6.05. Special Meetings. Special meetings of the Board may be called at the request of the President or any Director. The person calling the meeting may fix any place, either within or without the state of Texas, as the place for holding any special meeting of the Board so called.

6.06. Meeting by Telephone. The Board may hold a meeting by telephone conference in which all persons participating in the meeting can hear each other. The notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in meeting notices as provided in section 6.07 of these Bylaws. Participation of a person in a telephone conference meeting constitutes presence of that person at the meeting.

6.06 A The Board may elect as needed to hold a discussion and take a vote on a matter via email. All members must use the "reply all" feature so that everyone may be kept apprised of all facets of the discussion and voting.

6.07. Notice. No notice of any regular meeting of the Board of the Corporation need be given, other than these Bylaws. Notice of any special meeting shall be given at least ten (10) days previously thereto by written notice delivered personally or mailed to each Director at his or her address as it appears on the records of the Corporation, by mail, by facsimile transmission, by email, or by telegram or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited with the United States Postal Service so addressed, with postage thereon prepaid. If transmitted by facsimile or email or by telegram by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited with the United States Postal Service so addressed, with postage thereon prepaid. If transmitted by facsimile or email, notice is deemed to be delivered on successful transmission of the facsimile or email. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting or special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

6.08. Quorum. A simple majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of such number of Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

6.09. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

6.10. Vacancies. Any vacancy occurring in the Board by reason of the resignation, removal or death of a Director shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board. A Director so elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

6.11. Compensation. Directors shall not receive compensation for their services as such, but may be reimbursed their expenses for bona fide expenses incurred and arising out of attendance at Board or committee meetings.

6.12. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

6.13. Term. Each Director shall hold office for a three (3) year term and until the election and qualification of his or her successor, or until his or her earlier death, resignation or removal. Provision may be made, in the discretion of the Board of Directors, for a staggering of the terms of office of the individual Directors.

6.14. Informal Action by Members or Directors. Unless specifically prohibited by the Articles of Incorporation of this Corporation or these Bylaws, any action required to be taken at a meeting of the members or of the Board, or any other action which may be taken at such a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members or Directors entitled to vote with respect to the subject matter thereof, as the case may be. Any such consent signed by all of the members or Directors shall have the same effect as a unanimous vote at a meeting, and may be stated as such in any document filed.

6.15. Removal of Director. Any Director may be removed, with or without cause, at any meeting of the members called expressly for that purpose, by vote of a majority of the members present at the meeting. The removal shall be effective upon written notice to the Director to be removed of any action in this regard undertaken by the members.

ARTICLE VII OFFICERS

7.01. Number. The officers of the Corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board), a Treasurer, and a Secretary, and such assistant treasurers, assistant secretaries or other officers as may be elected or appointed by the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers of the Corporation shall also be members in good standing of the Corporation.

7.02. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices filled at any meeting of the Board. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter set forth for that purpose. Election or appointment of an officer or agent shall not of itself create contract rights.

7.03. Removal. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby.

7.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled for the unexpired portion of the term by the Board at any meeting.

7.05. President. The President shall be the principal executive officer of the Corporation and shall call and preside over meetings of the Board of Directors and shall exercise such powers as may be delegated to him or her by the Board of Directors and shall in general supervise and control all the business and affairs of the Corporation. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

7.06. Vice-Presidents. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President (or in the event there

be more than one vice-president, the vice-presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any vice-president may sign any instruments the Board of Directors has authorized to be executed, with the Secretary or any assistant secretary; and shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

7.07. Treasurer. The Treasurer shall:

A. Have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and shall supervise the deposit of all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws;

B. In general perform all the duties incident to the office of Treasurer and such other duties as from time to time be assigned to him or her by the President or by the Board of Directors.

7.08. Secretary. The Secretary shall:

A. Keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose;

B. See that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law;

C. Be custodian of the Corporation records;

D. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

7.09. Salaries. The officers of the Corporation shall not receive a salary or other compensation by reason of the service on behalf of the Corporation, but may be reimbursed their expenses for bona fide expenses incurred and arising out of services rendered as officers.

ARTICLE VIII CONTRACTS, LOANS, CHECKS & DEPOSITS

8.01. Contracts. Contracts entered into in the ordinary course of business may be signed by the President of the Corporation; provided further, however, that any contract which is executed on behalf of the Corporation which is not in the ordinary course of business shall first be authorized by the Board and shall be signed by the President of the Corporation. The Board may authorize by resolution any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument which is in the ordinary course of business in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

8.02. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

8.03. Checks and Drafts. All payments from corporate funds shall be made by check to be signed by the Treasurer or by any other person duly designated by a resolution passed by the Board, or by an employee of the Corporation who may be designated by a resolution passed by the Board.

8.04. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

ARTICLE IX COMMITTEES

9.01. Membership. The Board, by resolution adopted by it at a regularly scheduled meeting, may designate one (1) or more committees, each of which shall have and may exercise all of the authority delegated to it by the Board in such resolution. Each committee so designated shall consist of three (3) or more persons, one of whom is a Director of the Corporation. The remaining members of the committee need not be Directors but shall be members of the Corporation in good standing. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed upon it by law.

a. The Newsletter Publication Chairman and committee shall be responsible for the preparation, printing and distribution of EPAA's monthly newsletter .

b. The Yearbook Publication Chairman and committee shall be responsible for the preparation, printing and distribution of the annual Yearbook,

c. The Instruction Chairman and committee shall be responsible for organizing demonstrations, workshops, lectures, paint-outs, continuing art instruction, and any other activities which will advance the art education of the general membership and the public.

d. The Arts International Chairman shall work closely with the Exhibits Chairman and shall be in charge of all aspects of the Arts International. He/she shall appoint such committee members as are deemed necessary to fulfill the execution of the many aspects of this exhibition.

e. The Exhibits Chairman and committee shall set the rules for exhibits and they shall be published in each exhibit prospectus. All artwork submitted for exhibition shall be subject to approval by the Exhibits Chairman and the chairman for that show. When requested by the Exhibits Chairman, the President and other members of the Board of Directors designated by the President shall assist in resolving controversial issues. The Association shall not be responsible for the loss or damage of any artwork.

f. The Publicity Chairman and committee shall be responsible for furthering the recognition of the visual arts in the El Paso area. He/she shall maintain liaison with the news media, civic leaders, business owners and patrons of EPAA and make available notices of EPAA events to all interested parties.

g. The Membership Chairman shall head a committee which will maintain accurate records on EPAA members and provide such rosters and files as are required by EPAA. He/she shall provide updates on new and expired memberships, and changes of address to the Newsletter Chairman by the 20th of each month. He/she shall notify members of dues by separate mailing, receive all membership dues, welcome new members to EPAA and pursue the collection of delinquent dues.

9.02. Creation of Other Committees. The Board may also create other committees not having and exercising any delegated authority of the Board in the management of the Corporation. In this case, membership on such committees may but need not be limited to Directors and a majority of members need not consist of Directors.

9.03. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Directors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

9.04. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

9.05. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

9.06. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

9.07. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE IX INDEMNIFICATION OF MEMBERS, DIRECTORS, AND OFFICERS

10.01. Right to Indemnification. The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding, whether civil, criminal, administrative, or investigative, including all appeals, by reason of the fact that such person is or was a member, Director, officer, employee or agent of the Corporation. Indemnification shall be against all reasonable expenses, including without limitation, attorneys' fees, court costs, expert witness fees, judgments, decrees, fines, penalties, and reasonable expenses actually incurred by the person in connection with the

proceeding, except that if the person is found liable to the Corporation or is found liable on the basis that he or she improperly received personal benefit, indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding, and shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his or her duty to the Corporation.

10.02. Limitation on Indemnification.

A. No indemnification shall be made for obligations resulting from a proceeding in which the person is found liable on the basis that personal benefit was improperly received by him or her, or from a proceeding in which the person is found liable to the Corporation.

B. Indemnification under the Bylaw shall be available only after a determination has been made that the person acted in good faith and:

(1) In the case of conduct in an official capacity, reasonably believe his or her conduct to be in the best interests of the

Corporation, or

(2) In all other cases, reasonably believed his or her conduct to be at least not opposed to the best interests of the Corporation.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not of itself be determinative that the person failed to act in accordance with these requirements. A person shall be deemed to have been found liable in respect of any claim, issue, or matter only after the person shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals from the judgment.

C. The determination of indemnification required by Paragraph (B) above, must be made:

(1) By majority vote of a quorum of Directors not named as defendants or respondents in the proceeding; or

Directors, consisting of two (2) or more Directors not named defendants or respondents in the proceeding; or

above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.

Authorization of indemnification and determination of reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified in subparagraph (3) above, for the selection of special legal counsel.

10.03. Indemnity for Successful Defense. In spite of any limitations set forth in Paragraphs 10.01 and 10.02, above, to the extent that any person has been wholly successful on the merits or otherwise in defense of any proceeding referred to in those paragraphs, that person shall be indemnified against all reasonable expenses incurred by him or her, including, without limitation, attorney's fees, court costs, and expert witness fees.

10.04. Advancement of Expenses. Reasonable expenses incurred by a member, Director, officer, employee, or agent of the Corporation who was, is, or is threatened to be named defendant or respondent in an action, suit, or proceeding may be paid or reimbursed by the Corporation in advance of the final disposition as authorized by the Board. Before authorizing the advance, the Board must determine that under the facts then known indemnification would not be precluded under these Bylaws. In addition, the Board must receive:

A. A written affirmation by the member, Director, officer, employee, or agent involved of that person's good faith belief that he or she had met the standard of conduct necessary under these Bylaws for indemnification; and

B. A written undertaking by or on behalf of the member, Director, officer, or employee involved to repay the expenses if it is ultimately determined that he or she had not met the standard of conduct necessary under these Bylaws for indemnification.

10.05. Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed to be exclusive of any other rights to which and person indemnified may be entitled under any regulation, agreement, vote of the disinterested Directors or otherwise. The indemnification provided by this Article shall not be deemed exclusive of any other power to indemnify or right to indemnification that the Corporation or any person referred to in this Article may have or acquire under the laws of the state of Texas. Indemnification shall continue and inure to the benefit of the heirs, executors, and administrators of any person entitled to indemnification under this Article.

10.06. Insurance. The Corporation may purchase and maintain insurance or another arrangement of behalf of any person who is or was a member, Director, officer, employee, or designated agent of the Corporation or who is or was serving at the request of the Corporation as a member, Director, officer, partner, venturer, proprietor, Director, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against any liability asserted against and incurred by that person in his or her status as such, whether or not the Corporation would have the power to indemnify him or her under the provisions of this Article. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the Directors. Without limiting the Corporation's power to procure or maintain any kind of insurance or other arrangement, the Corporation, for the benefit of persons it has indemnified, may (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the Corporation's assets or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or in part by the Corporation. In the absence of fraud, the judgment of the Board as to the terms and conditions of the insurance or other arrangements and the identity of the insurer or other person participating in an arrangement shall be conclusive, and the insurance or arrangement shall not be voidable and shall not subject the Directors approving the insurance or arrangement to liability, on any ground, regardless of whether Directors participating in the approval are beneficiaries of the insurance or arrangement.

**ARTICLE XI
FISCAL YEAR**

The fiscal year of the Corporation shall end on the last day of the month of December of each year.

**ARTICLE XII
AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws adopted at any meeting of the members of the Corporation by a majority vote of the members present at the meeting, provided however, that notice of any such meeting shall be given no less than ten (10) nor more than sixty (60) days before the meeting and that such notice shall contain a full statement of the proposed changes.

DATED this _____ day of _____

I, Secretary of the said Corporation, do hereby certify that the foregoing is a true and correct copy of the Bylaws of the Corporation duly adopted by the board as of the date so stated.