

**BYLAWS
OF THE
HONG KONG BUSINESS ASSOCIATION OF HAWAII**

**ARTICLE I
PURPOSES; NONPROFIT CHARACTER**

SECTION 1.1 Purposes. The purposes of the Corporation shall be as specifically set forth in Article IV of the Articles of Incorporation.

SECTION 1.2 Nonprofit Character. The Corporation shall be a nonprofit corporation. The Corporation shall not authorize or issue shares of stock. No dividend shall be paid and no part of the income or earnings which may be derived from its operations, in pursuance of the purposes of the Corporation, shall be distributed to or inure to the benefit of any Member, Director or Officer of the Corporation, or any private individual, but shall be used to promote the purposes of the Corporation.

**ARTICLE II
PRINCIPAL OFFICE; PLACE OF MEETINGS; SEAL**

SECTION 2.1 Principal Office. The principal office of the Corporation shall be maintained at such place within the State of Hawaii, but the Corporation may have such other offices within or without the State of Hawaii, as the Board of Directors shall determine.

SECTION 2.2 Place of Meetings. All meetings of the Members and of the Board of Directors shall be held at the principal office of the Corporation, unless some other place is stated in the call. Any meeting, regular or special, of either the Board of Directors or of the Members may be held by conference telephone or similar communication equipment as long as all Directors or all Members participating in the meeting can hear one another, and all such Directors or Members shall be deemed to be present in person at the meeting.

SECTION 2.3 Seal. The Corporation may have a corporate seal as the Board of Directors shall determine.

ARTICLE III

MEMBERS

SECTION 3.1 Types of Membership: Voting Rights. Any person who is interested in promoting, fostering and furthering the purposes of the Corporation shall be eligible for membership. The membership shall be divided into the following membership classes:

a. Company Members. Company Members shall include corporations, partnerships, sole proprietorships or other legal entities which are formed, founded or incorporated in or outside of the United States. Company Members shall have the following voting rights:

(i) Each Company Member shall nominate one to four persons of good reputation to be its representative(s) in the Corporation, and shall designate one person as its Voting Representative.

(ii) Each Company Member shall exercise its vote through its Voting Representative, who shall have full voting rights at any meeting of the Members.

b. Individual Members. Individual Members shall include any person, ages twenty-one (21) years or older; who is interested in promoting, fostering and furthering the purposes of the Corporation, and who meets the following general membership criteria of either a (i) be a professional, (ii) be a business owner, or (iii) be an individual with managerial responsibilities. An Individual Member shall have full voting rights at any meeting or the Members.

c. Student Members. Student Members shall include any individual who is a full-time student attending an accredited university, college, or other institution of higher education. Verification of full-time status may be required by the board of directors or its designated committee. Student Members shall not have voting rights and are not eligible to serve on the Board of Directors.

d. Honorary Members. Honorary Members shall be individuals so elected by the Board of Directors from time to time. Honorary Members shall be entitled to all of the privileges of membership, except as hereinafter provided, and shall be exempt from payment of membership dues. Honorary Members shall not have voting rights.

SECTION 3.2 Determination of Membership. Anyone who desires to become a Member of the Corporation shall be admitted to membership in the following manner:

a. Each applicant for membership shall submit an application to the Corporation in such form and in such manner as shall be prescribed by the Board of Directors, and shall be sent to the Secretary of the Corporation;

b. Each completed application shall be accompanied by written recommendation of one (1) current Members of the Corporation who are in good standing status;

c. Upon approval by the Board of Directors or a committee established by the Board of Directors;

d. Upon payment of an application fee, if any, and the proper dues and assessments as shall be determined by the Board of Directors.

SECTION 3.3 Annual Meeting. The Annual meeting of the Members shall be held in the month of November of each calendar year on a day to be designated by the Board of Directors.

SECTION 3.4 Regular meetings. The Members may establish regular meetings to be held in such places and at such times as the Members may from time to time by vote determine, and when such meeting or meetings shall be so determined, no further notice thereof shall be required.

SECTION 3.5 Special Meetings. Special meetings of the Members may be held at any time upon the call of the President or two-thirds (2/3) of all of the Directors, or upon the call of one-fourth (25%) of all of the Members. Upon receipt of such call or written request, the Secretary shall send out notices of the meeting to all Members in the same manner as for annual meetings of the Members.

SECTION 3.6 Notice of Meetings. Subject to Sections 3.4 and 3.5 of Article III, notice setting forth the time and place of the annual and any special meetings and the general nature of the business to be considered thereat shall be given by the Secretary, or by the person or one of the persons calling the meeting, to each Member. Such notice shall be given to each such Member by advising him of the meeting by facsimile or other means of electronic transmission or by telegram or by personally delivering written notice thereof to him, in each case not less than forty-eight (48) hours prior to the time set for the meeting, or by mailing written notice thereof, postage prepaid, addressed to him at his residence or usual place of business at least ten (10) days prior to the time set for the meeting. Nonreceipt by a Member of notice of a meeting mailed to such Member shall not invalidate any business done at the meeting while a quorum is present.

SECTION 3.7 Waiver of Notice.

a. Any Member may waive notice of any meeting of Members in writing signed by himself or his duly authorized proxy or attorney-in-fact, either prior to, at or after the meeting.

b. The presence or representation at any meeting of any Member shall be the equivalent of the waiver of the giving of notice of such meeting to such Member. Any meeting at which all of the Members shall be present in person or represented by proxy in writing shall be valid without notice.

c. When two-thirds (2/3) of all Members of the Corporation sign by themselves or their proxies or other authorized representatives a written consent or approval on the record of the meeting, actions taken at the meeting, however called or notified, shall be valid.

SECTION 3.8 Quorum. At any meeting of the Members of which proper notice has been given, where twenty percent (20%) of the voting Membership is present either in person or by proxy (provided that not more than three-fourths (75 %) of the votes present are by proxy) shall constitute a quorum, and the concurring votes of a majority of the Members constituting a quorum shall be valid and binding upon the Corporation, except as otherwise provided by law, these Bylaws or the Articles of Incorporation.

SECTION 3.9 Voting: Proxies. Each voting Member is entitled to one (1) vote, either in person or by proxy, at all meetings of the Members. The authority given by a Member to any person to represent such Member at meetings of the Members shall be in writing and signed by such Member, and shall be filed with the Secretary. No proxy shall be valid after eleven (11) months from the date of such proxy, unless otherwise provided in such proxy.

SECTION 3.10 Adjournment. Any meeting of the Members, whether annual or special, may be adjourned from time to time, whether a quorum be present or not, without notice other than the announcement at the meeting. Such adjournment may be to such time and to such place as shall be determined by a majority of the Members present. At any such adjourned meeting at which a quorum shall be present, any business, which might have been transacted by a quorum at the original meeting as originally called, may be transacted.

SECTION 3.11 Action by Members Without a Meeting. Any action required or permitted to be taken at a meeting of the Members 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 with respect to the subject matter thereof and filed with the records of the meetings of the Members. Such consent shall have the effect as a unanimous vote of the Members and may be stated as such in any articles or documents filed with the Director of the Department of Commerce and Consumer Affairs.

SECTION 3.12 Removal: Withdrawal. Any member may be removed as a Member of the Corporation, with or without cause, by the affirmative vote of two-thirds (2/3) of all Directors (the total number of Directors/Members in determining the two-thirds (2/3) shall not include any Director/Member whose removal is the subject of such vote). Any Member may withdraw from the corporation at any time upon giving prior written notice to the Secretary.

SECTION 3.13 Dues. Members shall be liable for such annual membership dues and such other assessments as shall from time to time be determined by general or special resolution of the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 4.1 Powers. The Board of Directors shall manage the property and business of the Corporation and shall have and may exercise all of the powers of the Corporation except such as are reserved to or may be conferred from time to time by law, the Articles of Incorporation and any amendments thereto, or the Bylaws upon the Members of the Corporation.

SECTION 4.2 Number: Election: Term: Removal. There shall be a Board of Directors of the Corporation, to consist of not less than seven (7) not more than twenty-one (21) Members. Members shall be elected to the Board of Directors by a majority of votes of the Members constituting a quorum. At the inception of the Corporation, Directors shall serve on a staggered basis, with one-third (1/3) of the Directors to be elected for a one-year term, one-third (1/3) for a two-year term, and the remaining one-third (1/3) for a three-year term. Directors elected thereafter to succeed the initial slate of Directors shall be for three-year terms each. Each Director shall (a) be required to attend more than sixty percent (60%) of all Board of Directors meetings, whether annual meeting, regular meetings, or special meetings, in each twelve (12) month term since his election, and (b) not be absent from three (3) Board of Directors meetings consecutively without the latter's consent; provided, however, a Director who, during his or her term resides outside the Island of Oahu, shall attend at least eight percent (8%) of such meeting of the Board of Directors. Attendance at up to 6 meetings of Board Committees may be counted toward meeting the 60% rule. Any Director who fails to comply with either one of these attendance requirements shall be sent a letter from the Board Chair informing them of this fact and requesting that the member correct the situation. Failure to do so in a timely manner shall be sufficient grounds for automatic removal of the Director from the Board of Directors. A Director who is unable to meet these attendance requirements because of temporary circumstances may request an attendance waiver from the Board.

SECTION 4.2.1 Ex Officio and Honorary Directors.

a. The sitting Director of the San Francisco office of the Hong Kong Economic and Trade Office shall be an Ex Officio Director of the Corporation. Each new Director of the San Francisco office of the Hong Kong Economic and Trade Office shall replace the outgoing Director as an Ex Officio Director of the Corporation. Ex Officio Directors are exempt from the attendance requirement for Directors. Ex Officio Directors are voting Directors but are excluded from calculations of the majority whose attendance in person is required to constitute a quorum of the Board of Directors authorized to transact and approve the business of the Corporation per Section 4.9 for any meeting of the Board of Directors.

b. The Board of Directors of the Corporation may also appoint Honorary Directors of the Corporation subject to the acceptance of such appointment by the Honorary Director nominee. Honorary Directors are exempt from the attendance requirement for Directors. Honorary Directors are voting Directors but are excluded from calculations of the majority whose attendance in person is required to constitute a quorum of the Board of Directors authorized to transact and approve the business of the Corporation per Section 4.9 for any

meeting of the Board of Directors. Honorary Directors serve at the pleasure of the Board of Directors and may be appointed or removed at any duly called meeting of the Board of Directors.

SECTION 4.3 Chairman. The Board of Directors may appoint from among its members a Chairman who shall preside at all meetings, serve at the pleasure of the Board of Directors, and perform such other duties as may be assigned to him by the Articles of Incorporation, these Bylaws or the Board of Directors.

SECTION 4.4 Annual Meeting. A meeting of the Board of Directors shall be held at the place of each annual meeting of the Members and immediately following such meeting. At such annual meeting, the Board of Directors shall elect the Officers of the Corporation for the ensuing year.

SECTION 4.5 Regular Meetings. The Board of Directors may establish regular meetings to be held in such places and at such times as it may from time to time by vote determine, and no further notice thereof shall be required.

SECTION 4.6 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by any two (2) Directors.

SECTION 4.7 Notice of Meetings. Except as otherwise expressly provided, reasonable notice of any meeting of the Board of Directors shall be given to each Director (other than the person or persons calling the meeting and other than the person giving notice of the meeting) by the Secretary, or by the person or one of the persons calling the meeting, by advising the Director of the meeting by word of mouth, by telephone or by facsimile or other means of electronic transmission, or by leaving written notice thereof with him or at his residence or usual place of business. Such written notice shall be mailed not less than ten (10) days prior to the date of the meeting. Nonreceipt by a Director of any written notice of a meeting mailed to such Director shall not invalidate any business done at the meeting while a quorum is present.

SECTION 4.8 Waiver of Notice.

a. Any Director may, prior to, at the meeting, or subsequent thereto, waive notice of any meeting in writing, signed by him.

b. The presence at any meeting of any Director shall be the equivalent of a waiver of the requirement of the giving of notice of said meeting to such Director. No notice of a meeting of the Board of Directors need be given to any Director who at the time is absent from the State of Hawaii.

c. When two-thirds (2/3) of all members of the Board of Directors sign a written consent or approval on the record of the meeting, actions taken at the meeting, however called or notified, shall be valid.

SECTION 4.9 Quorum. Thirty-three percent (33%) of the total number of Directors shall constitute a quorum to transact business. All actions undertaken by the Board of Directors must receive the approval of a majority of such quorum. For purposes of determining whether the quorum requirement set forth hereinabove has been satisfied, the total number of Directors shall be reduced by any vacancy in the membership of the Board of Directors until such time that a successor Director is duly appointed or elected.

SECTION 4.10 Adjournment. In the absence of a quorum at a meeting duly called, the President or a majority of the Directors present may adjourn the meeting from time to time without further notice, and may convene or reconvene the meeting when a quorum shall be present.

SECTION 4.11 Action by Directors without a Meeting. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors with respect to the subject matter thereof and filed with the records of the meetings of the Board of Directors. Such consent shall have the same effect as a unanimous vote of the Board of Directors and may be stated as such in any articles or documents filed with the Director of the Department of Commerce and Consumer Affairs.

SECTION 4.12 Permanent Vacancies. If any permanent vacancy shall occur in the Board of Directors through death, resignation, disqualification, removal or other cause other than temporary absence, illness or disability, the remaining Directors, by the affirmative vote of a majority of all remaining members of the Board of Directors, may elect a successor Director to hold office for the unexpired portion of the term of the Director whose place shall be vacant or until the Members shall elect a successor Director.

SECTION 4.13 Temporary Vacancies Substitute Directors. If any temporary vacancy shall occur in the Board of Directors through prolonged sickness, disability or work-related absence, the remaining Directors, by the affirmative vote of a majority of all remaining members of the Board of Directors, may appoint a person as a substitute Director, who shall hold office until the absent Director returns to duty.

SECTION 4.14 Proxies. Voting by proxy shall not be permitted at any meeting of the Board of Directors or of any committees, boards or bodies created by the Board of Directors.

SECTION 4.15 Executive and Other Committees.

a. The Board of Directors, by resolution adopted by a majority of the Board of Directors, may designate and appoint an Executive Committee and any other committees, each of which, to the extent provided in the resolution, the Articles of Incorporation or these Bylaws, shall have and may exercise all the authority of the Board of Directors; except that no such committee shall have the authority of the Board of Directors in reference to:

(i) Amending, altering or repealing the Bylaws;

(ii) Electing, appointing or removing any member of any such committee or any Director or Officer of the Corporation;

(iii) Amending the Articles of Incorporation, restating the Articles of Incorporation, adopting a plan of merger, or adopting a plan of consolidation with another corporation;

(iv) Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation;

(v) Authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore;

(vi) Adopting a plan for the distribution of the assets of the Corporation;

(vii) Amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee.

b. Nothing in subparagraphs (i) to (vii) shall prohibit any committee, if properly authorized by the Board of Directors and not prohibited by these Bylaws, from engaging in any sale, lease, exchange, mortgage, pledge or distribution of assets of the Corporation in the normal course of the Corporation's business.

c. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon the Board of Directors or the Director by law.

SECTION 4.16 Compensation. The Board of Directors shall have authority to fix the compensation of members of the Board of Directors.

SECTION 4.17 Gifts and Contributions. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the Corporation.

SECTION 4.18 Procedure. The Board of Directors shall fix its own rules of procedure which shall not be inconsistent with these Bylaws.

ARTICLE V

OFFICERS AND MANAGEMENT

SECTION 5.1 Appointment, Term, Removal. The Officers of the Corporation shall be the President, one or more Vice Presidents, one or more Secretaries, the Treasurer, and in addition thereto, as provided in the Articles of Incorporation, one or more Assistant Secretaries, one or more Assistant Treasurers and such other Officers, with such duties, as the Board of Directors shall from time to time determine. The Officers shall be elected annually by the Board of Directors at the first meeting thereof after the annual or special meeting of the Members at which the Board of Directors is elected and shall hold office at the pleasure of the Board of Directors until the next annual meeting or thereafter until their respective successors shall be duly elected or appointed and qualified. The Board of Directors may, in its discretion, from time to time limit or enlarge the duties and powers of any officer appointed by it.

SECTION 5.2 The President. The President shall be the Chief Executive Officer of the Corporation. He shall preside at all meetings of the Members and in the absence of the Chairman of the Board of Directors, or if no Chairman of the Board of Directors shall have been appointed, the President shall preside at all meetings of the Board of Directors. He may call special meetings of Members at his discretion and shall call annual meetings of Members, as provided by these Bylaws. Subject to the Direction and control of the Board of Directors, the President shall:

- a. be in personal charge of the principal office of the Corporation;
- b. have the general management, supervision and control of all of the property, business and affairs of the Corporation, prescribe the duties of the managers of all branch offices, and exercise such other powers as the Board of Directors may from time to time confer upon him; and
- c. subject to approval of the Board of Directors, appoint heads of departments and generally control the engagement, government and discharge of all employees of the Corporation, and fix their duties and compensation.

He shall at all times keep the Board of Directors fully advised as to all of the Corporation's business.

SECTION 5.3 The Vice President or Vice Presidents. The Vice President or Vice Presidents shall, in such order as the Board of Directors shall determine, perform all of the duties and exercise all of the powers of the President provided by these Bylaws or otherwise during the absence or disability of the President or whenever the office of President shall be vacant, and shall perform all other duties assigned to him or them by the Board of Directors or the President. The Board of Directors may designate one of the Vice Presidents as the First Vice President and the First Vice President so designated shall be first in order to perform the duties and exercise the power of the President in the absence of that Officer.

SECTION 5.4 The Secretary. The Secretary shall attend all meetings of the Members and of the Board of Directors, and shall record the proceedings thereof in the minute

book or books of the Corporation. He shall give notice, in conformity with these Bylaws, of meetings of Voting members and, where required, of the Board of Directors. In the absence of the Chairman of the Board of Directors and of the President and the Vice President, or the Vice Presidents if there be more than one, he shall have power to call such meetings and shall preside thereat until a President Pro Temp shall be chosen. The Secretary shall perform all other duties incident to his office or which may be assigned to him by the Board of Directors or the President.

SECTION 5.5 The Treasurer. The Treasurer shall have custody of all of the funds, notes, bonds and other evidences of property of the Corporation. He shall deposit or cause to be deposited in the name of the Corporation all monies or other valuable effects in such banks, trust companies or other depositories as shall from time to time be designated by the Board of Directors. He shall make such disbursements as the regular course of the business of the Corporation may require or the Board of Directors may order. He shall perform all other duties incident to his office or which may be assigned to him by the President or the Board of Directors.

SECTION 5.6 Assistant Secretary and Assistant Treasurer. The Assistant Secretary or Assistant Secretaries and Assistant Treasurer or Assistant Treasurers, if elected or appointed, shall, in such order as the Board of Directors may determine, perform all of the duties and exercise all of the powers of the Secretary and Treasurer, respectively, during the absence or disability, and in the event of a vacancy in the office, of the Secretary or Treasurer, respectively, and shall perform all of the duties assigned to him or them by the President, the Secretary in the case of Assistant Secretaries, the Treasurer in the case of Assistant Treasurers, or the Board of Directors.

SECTION 5.7 Absence of Officers. In the absence or disability of the President and Vice President, or Vice Presidents if there be more than one, the duties of the President (other than the calling of meetings of the Members and the Board of Directors) shall be performed by such persons as may be designated for such purpose by the Board of Directors. In the absence or disability of the Secretary, or Secretaries if there be more than one, and of the Assistant Secretary, or Assistant Secretaries if there be more than one, or of the Treasurer and the Assistant Treasurer, or Assistant Treasurers if there be more than one, the duties of the Secretary or of the Treasurer, as the case may be, shall be performed by such person or persons as may be designated for such purpose by the Board of Directors.

SECTION 5.8 Compensation. The Board of Directors shall have the authority to fix the compensation, if any, of the Officers, agents and employees.

SECTION 5.9 Term Limit on the Office of President. The office of President shall not be held by the same person for more than two (2) full terms, unless at least one (1) year has elapsed since the end of such person's last term in office; provided however, that in the event a person is duly appointed to fill a vacancy in the office of President, the duration of such appointed term shall not be deemed a "full term" for purposes of calculating the term limit set forth hereinabove.

ARTICLE VI

REMOVALS

Section 6.1 The Members may at any time depose or remove from office any Officer, Director, or Member, whenever, in their judgment, the best interests of the Corporation will be served thereby. Removal shall be by the vote of a majority of the Members at a meeting at which there is a quorum of the Members present. An Officer, Director or Member may be removed with cause only after reasonable notice and the opportunity has been given to be heard by the Members proposing to remove the individual.

Section 6.2 The Board of Directors may at any time remove from office or discharge from employment any Director, Officer, subordinate Officer, agent or employee appointed by it or by any person under authority delegated by it, whenever, in their judgment, the best interests of the Corporation will be served thereby. Removal of a Director or Officer shall be by the vote of a majority of the Directors at a meeting at which there is a quorum of the members of the Board of Directors present. A Director or Officer may be removed with cause only after reasonable notice and the opportunity has been given to be heard by the Board. Termination of employment shall be in compliance with the labor laws of the State of Hawaii.

ARTICLE VII

AUDIT OF BOOKS

The Board of Directors may cause a complete audit to be made of the books of the Corporation at least once in each fiscal year and more often if required by the Board of Directors, and shall thereafter make appropriate reports to all Members and the Board of Directors. The Board of Directors may appoint some person, firm or corporation engaged in the business of auditing to act as the auditor of the Corporation.

ARTICLE VIII

EXECUTION OF INSTRUMENTS

SECTION 8.1 Proper Officers. Except as hereinafter provided or as required by law, all checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, bills of exchange, orders for the payment of money, licenses, endorsements, powers of attorney, proxies, waivers, consents, returns, reports, applications, notices, mortgages and other instruments or writings of any nature, which require execution on behalf of the Corporation, shall be signed by (a) the President or a Vice President, and (b) the Secretary, the Treasurer, an Assistant Secretary or an Assistant Treasurer. The Board of Directors may from time to time authorize any such documents, instruments or writings to be signed by such officers, agents or employees of the Corporation, or any one of them, in such manner as the Board of Directors may determine;

provided, however, that the following persons shall be authorized to sign checks drawn on the checking account of the Corporation as follows:

<u>Amount of Check</u>	<u>Authorized Signatory(ies)</u>
Under \$500.00	The Treasurer
From \$500.00 and greater:	The Treasurer and the President, or any one of the Vice Presidents, or any one of the Secretaries.

SECTION 8.2 Facsimile Signatures The Board of Directors may, from time to time by resolution, provide for the execution of any corporate instrument or document, including but not limited to checks, warrants, letters of credit, drafts and other orders for the payment of money, by a mechanical device or machine or by the use of facsimile signatures under such terms and conditions as shall be set forth in any such resolution.

SECTION 8.3 Funds. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

CORPORATE BOOKS AND RECORDS; INSPECTION OF SAME AND BYLAWS

SECTION 9.1 Books and Records. The Corporation shall keep correct and complete books and records of account of the Corporation and minutes of the proceedings of its Members, Board of Directors and any committee having any of the authority of the Board of Directors, and shall keep at its registered office or principal office in the State a record of the names and addresses of its Members. All books and records of the Corporation may be inspected, upon written demand, by any Member or Member's agent or attorney for any proper purpose at any reasonable time. Demand of inspection other than at a meeting shall be made in writing to the President, the Secretary or any other officer designated by the Board of Directors.

SECTION 9.2 Inspection of Bylaws. The Corporation shall keep in its principal office for the transaction of business a copy of the Bylaws of the Corporation as amended or otherwise altered to date, which shall be open to inspection by the Members at all reasonable times during office hours.

ARTICLE X

FISCAL YEAR

The fiscal year of the Corporation shall be such as may from time to time be established by resolution by the Board of Directors.

ARTICLE XI

AMENDMENT TO BYLAWS

The Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the vote of a majority of the Members of the Corporation constituting a quorum at any meeting of the Members or by the written consent of the Members.

ARTICLE XII

DEFINITIONS

The word person or any pronoun used in place thereof, where the context so requires or admits, shall include and mean individuals, firms, corporations, partnerships and associations. The singular shall include and mean the plural, or vice versa. Masculine, feminine and neuter genders shall include or interchange each of the other genders as the context shall imply.

Last amendments were approved at Annual Membership Meeting 11/12/2008 to be effective 1/1/2009.