

**BYLAWS OF
TPF ASSOCIATION INC.
A CALIFORNIA NONPROFIT
MUTUAL BENEFIT CORPORATION**

ARTICLE I - NAME AND OFFICES

Section 1. **NAME.** The name of this corporation is TPF ASSOCIATION (the “Corporation”), TPF FORWARDING NETWORK, TPF NETWORK, or such other name as the directors of the Corporation may elect to use in manner consistent with the purposes and activities of the Corporation, by amending the Articles of the Corporation.

Section 2. **PRINCIPAL OFFICE.** The location of the Principal Office for the transaction of the activities, affairs and business of the Corporation shall be designated by the Board of Directors and may be changed from one location to another at any time according to the Corporation needs.

Section 3. **OTHER OFFICES.** The board of directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to do business.

ARTICLE II - PURPOSES AND LIMITATIONS

Section 1. **GENERAL PURPOSES.** This corporation is a Nonprofit Mutual Benefit Corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

Section 2. **SPECIFIC PURPOSES.** The specific and primary purpose for which this corporation is formed is to establish a trade association of organizations or companies engaged in businesses related to the international carriage of goods in order to do the following:

- (a) Promote the international carriage of goods;
- (b) Promote the identity and use of a common trade symbol for among the Members of TPF Association and other industry constituents;
- (c) Promote an integration of information for documentation, communication, sales, accountancy and other services related to the movement of freight within members;
- (d) Promote efficient systems for the carriage of goods at a global level;

- (e) Study issues and problems connected with the growth and development of the international freight industry;
- (f) Present and advocate the views of all Members and on their behalf to enter into discussions and negotiations with official bodies and other organizations;
- (g) Commercialize licenses, copyrights, patents, designs, trade secrets, trademarks and similar interests, to promote the selling and purchasing of, as well as to trade in, the foregoing objects;
- (h) Receive royalties and other income connected with the purposes and activities of TPF Association;
- (i) Acquire, hold, turn to account, encumber, dispose of or in any other way utilize tangible and intangible, movable and immovable property; and
- (j) Perform all acts that are necessary, appropriate, usual, customary and advisable in relation to the aforesated purposes and activities of the Corporation, including without limitation such acts that relate to the participation in and management of a business combination or consolidation with other organizations or entities which have purposes, activities, and operations which are equivalent to or consistent with those of the Corporation.

Section 3. **LIMITATIONS.** Notwithstanding any of the statements of purposes and powers set forth in these Bylaws, this corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in the Corporation's Articles of Incorporation and Bylaws.

ARTICLE III - MEMBERSHIP

Section 1. **MEMBERSHIP.** Any member, regardless of its status within TPF, must be an organization or company whose primary function is to generate and facilitate services to promote and assist international freight.

(a) **Agreement to Follow TPF Articles and Bylaws.** All members agree to act in the best interest and further the aims and objectives of TPF as well as abide by its Articles, Bylaws and accept any decision by the Board of Directors and/or General Assembly. Each Member demonstrates this agreement by signing a TPF Association Membership Agreement.

(b) **Change of Ownership.** Any change of ownership of a Member organization of TPF after original acceptance of such Member by the General Assembly must be officially reported to the TPF Secretariat. Continued membership must be confirmed by a simple majority vote of the General Assembly. For purposes of

this Article III (b), change of ownership shall mean change of equity or voting control of a Member organization of more than 25%.

(c) Use of TPF Name and Emblem. All members are encouraged to use both the name and the emblem of TPF on correspondence originating from their company, e.g. letterheads, business cards, house airway bills, bills of lading, etc. They should also, wherever possible, promote TPF identification on buildings and vehicles, and use any opportunity to provide exposure for the group.

(d) Operational Facilities in Established Region. It is the objective of TPF to designate between one and three specific Members as its representative/s for geographic regions defined by the board, except as may be deemed necessary to provide the full range of services. Members will have the choice to be exclusive representatives in their territory or to share the said territory with other members. Exclusivity will be based and maintained on parameters approved by the committee in charge and/or the Board of Directors.

Member companies may establish operational facilities in a region already represented by a TPF member, but the existing Member/s will remain that country region's TPF representative/s. In addition, TPF requests that any Member company establishing operational facilities in a region already represented by a TPF member notify the Board of Directors of the establishment of new facility locations.

Section 2. CLASSES OF MEMBERSHIP. The Corporation shall have 1 class of membership designated as "Full Membership" and described as follows:

(a) Full Members. Full Members shall mean those persons or companies, as defined in Section 5065 of the California Nonprofit Corporation law, which meet the following criteria:

(i) The person or company is actively involved in generating and/or facilitating international freight services.

(ii) The person or company shall meet such other "Quality Requirements" or other membership criteria, which the board of directors may adopt for uniform application to all members of this class.

(iii) The person or company shall be elected as a Full Member in accordance with the provisions of this Article.

(iv) The person or company shall pay such initial and annual membership fees, as the board of directors shall establish from time to time.

Full Members shall have the right to vote as set forth in Section 9(e) of this Article III for the election of directors and on a disposition of substantially all of

the assets of the Corporation and on a merger and on dissolution. Additionally, Full Members shall have all of the rights afforded to members under the California Non-Profit Mutual Benefit Corporation Law.

Section 3. APPLICATION AND ADMISSION.

(a) Full Membership. Application for membership shall be in the form of a membership application to the Membership Work Group or the Board of Directors from the applicant, setting forth the applicant's qualifications to become a Member, agreeing to abide by the provisions of these Bylaws and any amendments thereto. Any specific matter that would inhibit the applicant from cooperating with the purposes and goals of TPF should be raised and clearly stated at the time of applications. In order to be considered for admission, an applicant for membership must be recommended or nominated by an existing Full Member in good standing of TPF. If no inhibiting matter is raised; the applicant pays the annual dues. The applicant becomes a Full Member after the applicant attends the first General Assembly Meeting after being admitted.

(b) Vote on Membership. Upon the affirmative vote of at least a simple majority of the Membership Work Group or the Board of Directors and upon payment of membership fees established by the Board of Directors, the applicant shall be admitted as a Full Member and announced to the network.

Section 4. MEMBERSHIP RIGHTS AND PRIVILEGES. The rights, interests and privileges of members shall be as follows:

(a) Full Members. Each Full Member shall have the right to vote as set forth in the Bylaws, to serve on the Board of Directors, receive all publications, serve on committees, attend meetings and have the privileges of the floor thereat.

(b) Limitation on Right to Exercise Membership Privileges. No member shall be entitled to exercise their privileges of membership unless all membership dues and obligations are fully paid.

Section 5. DUES. The annual dues payable to the Corporation by the members shall be in such amounts as shall be determined by resolution of the Board. The Board shall amend the amount of membership dues from time to time in a manner necessary and appropriate to meet the needs of the Association.

(a) Payment of Dues. Each member must pay dues upon admission to the Corporation and regularly thereafter within 30 days upon billing by the Corporation. A surcharge of 1% a month will be levied in the event of late payment. All unpaid accounts over 90 days delinquent shall automatically subject such delinquent member to suspension. Members suspended for nonpayment of dues may be reinstated to membership by a majority vote of the Board of Directors upon payment of current and delinquent membership dues.

(b) Good Standing. Those members who have paid the required dues in accordance with these Bylaws and who are not suspended shall be members in good standing.

(c) Dues generated by one TPF member to another will be paid within 30 days from the last day of the month in which the invoice was generated (unless otherwise agreed). Statements have to be exchanged at the end of each month.

Any dispute among the members exceeding 2,500 USD may be reported to the Board of Directors that, after analyzing the allegations submitted by parties involved, will resolve the dispute acting as Arbitration Committee. This decision will not be subject to appeal.

Section 6. TERMINATION OF MEMBERSHIP. A membership shall terminate on occurrence of any of the following events:

(a) Resignation of a member given not less than ninety (90) days written notice to the board of directors;

(b) Failure of a member to pay dues, fees, or assessments as set by the board within ninety (90) days after they become due and payable;

(c) Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications;

(d) Expulsion of the member under this Article III of these Bylaws, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.

Section 7. SUSPENSION OF MEMBERSHIP. A member may be suspended, under Section 7 of this Articles III of these Bylaws, based on the good faith determination by the Board, that the member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation. A person whose membership is suspended shall not be a member during the period of suspension.

Section 8. PROCEDURE FOR EXPULSION OR SUSPENSION.

(a) The member shall be given 15 days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given shall be sent by first-class mail, facsimile or e-mail to the member's last address as shown on the Corporation's records.

(b) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the Board to determine whether the expulsion or suspension should take place.

(c) The Board, by a two-thirds vote, shall decide whether or not the member should be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

(d) Any expelled member shall have no right of redress against TPF Association nor its Board of Directors.

(e) Expelled or suspended members shall remain liable for all fees or levies owed prior to the membership termination. Memberships terminated prior to the expiration of their annual membership are not entitled to any refund of dues. Each member leaving the TPF membership shall lose all rights and use of the TPF property, equipment owned or developed by the association as well as the right to use the TPF Association bills of lading, names and/or logos.

Section 9. MEETINGS AND CORPORATE GOVERNANCE.

(a) General Assembly. The General Assembly of TPF will consist of all members of TPF.

(i) General Assembly Meetings. The General Assembly will meet annually at a venue and on a date proposed by the Board of Directors and approved by a simple majority of voting members. Each Member will be given the opportunity of hosting a General Assembly in the country where its company is domiciled. At each meeting of the General Assembly, the Board of Directors will report on all matters involving the work of TPF since the preceding meeting.

(ii) Minutes of the General Assembly. The minutes of the General Assembly will be recorded and distributed, as applicable, within one month after completion of said meeting. Such minutes must be approved by the Chairman and presented for approval to Members during the next General Assembly. These minutes are to be kept in an appropriate register held by the Secretariat.

(iii) Attendance of Members at General Assembly. It is mandatory to attend all General Assemblies. During the General Assembly, the Members must vote on the continuing membership of all those Full Members who have not attended two consecutive meetings. It is also mandatory that all Members remain in attendance for the entire meeting including all presentations and other organized functions unless the Board of Directors

has given approval for absence. Applications for absence must be made to the Board in writing.

(iv) Voting at General Assembly will be regulated by the same rules as any other voting process as described in Art.III, Section 9, (g)

(v) Issues Brought by Members Requiring Action of the General Assembly. Any matter which a Member wishes to bring to the attention of the Board, requiring action or decision before a General Assembly, should be put forth in writing to the Secretariat at least 21 days prior to the commencement of the next Board Meeting.

(vi) General Assembly Power to Discharge or Suspend Board of Directors. The General Assembly has the power and the authority of discharging or suspending (as considered appropriate) one or all of the Members of the Board of Directors by the proposition of a motion, duly seconded and carried by a two third majority of the membership entitled to vote. In the event that the entire Board of Directors is discharged or suspended, the General Assembly must immediately nominate and elect directors to fill the vacancies created.

(b) Special Meetings. Special meetings of members may be called for any lawful purpose at any time by the Board, the Chairman of the Board, or not less than five (5) percent of the members. Five (5) percent or more of the members of the Corporation may call special meetings for any lawful purpose.

(c) Notice of General Assembly or Special Meetings. Written notice of each general assembly or special meeting of members shall be given not less than 10 days before the date of the meeting postal mail, facsimile, and/or e-mail to each member entitled to notice. Such notice shall state the place, date, and hour of the meeting and (a) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (b) in the case of the general assembly meeting, those matters which the Board, at the time of the mailing of the notice, intends to present for action by the members, but, subject to the provisions of applicable law, any proper matter may be presented at the meeting for such action. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is sent to members.

(d) Cost of General Assembly and Special Meetings. All Members will be required to contribute to the cost of organizing and conducting the general assembly and special meetings, the costs of which will be reasonably determined from time to time by the Board of Directors. Contributions from both attending and non-attending Members will cover the cost directly connected with the meeting. It is the responsibility of each member to pay individual expenses incurred, such as travel, accommodation, meals and drinks. Members should not involve TPF or the Secretariat in payment of these personal expenses.

(e) Quorum. A majority of the voting power, represented in person or by proxy, shall constitute a quorum at any meeting of members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote, and voting on any matter shall be the act of the members. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken is approved by at least a majority of the members required to constitute a quorum.

(f) Adjourned Meetings and Notice Thereof. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but in the absence of a quorum (except as provided in Section 8(e) of this Article III) no other business may be transacted at such meeting.

It shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement at the meeting at which such adjournment is taken; however, if after adjournment a new record date is fixed for voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting, as in the case of the meeting as originally called.

No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

(g) Voting. Only Full Members in good standing have the right and obligation to vote on any matter during the course of a meeting or, if necessary, by postal mail, facsimile and/or e-mail vote. Voting by Full Members during a meeting will be made by show of hands. Confidential or sensitive matters will be decided by secret ballot upon request of the Chairman or upon the request of a voting Member. A postal, fax or e-mail vote might be required, upon initiation of the Board of Directors, to reach a decision for urgent matters. Voting can only be on the basis of one vote per Member Company initiated by a duly authorized representative of the company. The members entitled to notice of any meeting or to vote at any such meeting shall be only persons specified on the memberships listed in the records of the Corporation on the record date for notice determined in accordance with this Article III. Voting Members are not permitted to be represented by another Member. Voting in all cases shall be subject to the provision of Chapter 6 of the California Nonprofit Mutual Benefit Corporation Law.

(h) Record Date. The Board may fix, in advance, a record date for the determination of the members entitled to notice of any meeting of members or entitled to exercise any rights in respect of any lawful action. The record date so fixed shall be not more than 60 days neither less than 10 days prior to the date of the meeting nor more than 60 days prior to any other action. When a record date is so fixed, only members of record on that date are entitled to notice, to vote, or to exercise the rights for which the record date was fixed. A determination of members of record entitled to notice of a meeting of members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting. The Board shall fix a new record date if the meeting is adjourned for more than 30 days.

If no record date is fixed by the Board, the record date for determining members entitled to notice of a meeting of members shall be at the close of business on the business day next preceding the day on which the meeting is held. If no record date is fixed by the Board, members on the day of the meeting who are otherwise eligible to vote are entitled to vote at the meeting of members or, in case of an adjourned meeting, members on the day of the adjourned meeting who are otherwise eligible to vote are entitled to vote at the adjourned meeting of members. The record date for determining members for any other purpose other than set forth in this Section 8(h) or Section 8(d) of this Article III shall be at the close of business on the day on which the Board adopts the resolution relating thereto, or the sixtieth day prior to the date of such other action, whichever is later.

(i) Consent of Absentees. The transactions of any meeting of members called and noticed in accordance with these Bylaws are valid as though had at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, receives a written notification of the actions taken (or to be taken) at the meeting or a copy of the minutes thereof. The Board may request from the absentee his or her written approval of the minutes of actions taken in the absence of such person. Any transactions by the members shall be valid if such actions are approved by the number of votes of members in person or by proxy or by written consent of absentees, or any combination thereof, equals or exceeds the number of votes that would be required at a duly constituted meeting of the members. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of and presence at such meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by the California Nonprofit Mutual Benefit Corporation Law to be included in the notice but not so included, if such objection is expressly made at the meeting. Neither the business to be transacted at nor the purpose of any regular or special meeting of members

need be specified in any written waiver of notice, or consent to the holding of the meeting, or approval of the minutes thereof, except as provided in Section 7511(f) of the California Nonprofit Mutual Benefit Corporation Law.

(j) **Action Without Meeting.** Subject to Section 7513 of the California Nonprofit Mutual Benefit Corporation Law, any action except election of directors which, under any provision of the California Nonprofit Mutual Benefit Corporation Law, may be taken at any regular or special meeting of members, may be taken without a meeting if the written ballot of every member is solicited, if the required number of signed approvals in writing, setting forth the action so taken, is received, and if the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Unless a record date for voting purposes be fixed as provided in Section 8(h) of this Article III, the record date for determining members entitled to cast written ballots pursuant to this Section 8(j), when no prior action by the Board has been taken, shall be the day on which the first written ballot is mailed or solicited, whichever is first.

Alternatively, any action required or permitted to be taken by the members may be taken without a meeting, if all members individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members.

(k) **Proxies.** Every Full entitled to vote has the right to do so either in person or by one or more persons authorized by a written proxy executed by such member and filed with the Secretary provided the proxy holder is not another Full Member or any employee of TPF. Any proxy duly executed is not revoked and continues in full force and effect until revoked by the person executing it prior to the vote pursuant thereto. Such revocation may be effected either (a) by a writing delivered to the Secretary of the Corporation stating that the proxy is revoked, (b) by a subsequent proxy executed by the person executing the prior proxy and presented to the meeting, or (c) as to any meeting, by attendance at the meeting and voting in person by the person executing the proxy; provided, however, that no proxy shall be valid after the expiration of 11 months from the date of its execution unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three years from the date of execution.

(l) **Inspectors of Election.** In advance of any meeting of members, the Board may appoint inspectors of election to act at such meeting and any adjournment thereof. If inspectors of election be not so appointed, or if any persons so appointed fail to appear or refuse to act, the chairman of any such meeting may, and on the request of any member or member's proxy shall, make such appointment at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more members or

proxies, the majority of members represented in person or by proxy shall determine whether one or three inspectors are to be appointed. In the case of any action by written ballot without a meeting as provided for in Section 8(j) of this Article III, the board may also appoint inspectors of election.

Whether the election is at a meeting or by written ballot without a meeting, the powers and duties of the inspectors shall be as prescribed by Section 7614(b) of the California Nonprofit Mutual Benefit Corporation Law and shall include: determining the number of Full Members outstanding and the voting power of each; determining the Full Members represented at the meeting; determining the existence of a quorum; determining the authenticity, validity, and effect of proxies; receiving votes, ballots, or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes or consents; determining when the polls shall close; determining the result; and doing such acts as may be proper to conduct the election or vote with fairness to all members. If there are three inspectors of election, the decision, act, or certificate of a majority is effective in all respects as the decision, act, or certificate of all.

(m) Conduct of Meeting. The Chairman of the Board shall preside as chairman at all meetings of the members unless the Chairman of the Board appoints a meeting chairman in the event the Chairman of the Board is unable to attend the meeting or other just reason deem such an appointment appropriate. The chairman shall conduct each such meeting in a businesslike and fair manner, but shall not be obligated to follow any technical, formal, or parliamentary rules or principles of procedure. The chairman's rulings on procedural matters shall be conclusive and binding on all members, unless at the time of a ruling a request for a vote is made to the members entitled to vote and which are represented in person or by proxy at the meeting, in which case the decision of a majority of such members shall be conclusive and binding on all members. Without limiting the generality of the foregoing, the chairman shall have all of the powers usually vested in the chairman of a meeting of members.

Section 10. DISSOLUTION.

(a) Vote to dissolve TPF. TPF can only be dissolved by a two thirds majority of the General Assembly under the condition that at least three quarters of all voting members are present to vote or vote by proxy.

(b) In the event of dissolution of the Corporation, the members of record at the time a certificate evidencing the Corporation's election to dissolve is filed with the Attorney General or, if no such election is made, at the time an order for winding up and dissolution of the Corporation is entered shall receive the assets of the Corporation remaining after (i) return of those assets held upon a valid condition requiring return, transfer, or conveyance, which condition has occurred or will occur; (ii) disposition of those assets held in a charitable trust in compliance with the provisions of any trust under which such assets are held;

(iii) payment, or adequate provision for payment, of all taxes, penalties, debts, and liabilities; and (iv) other provisions under applicable law. Such remaining assets shall be distributed pro rata per membership.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. DUTIES.

(a) **General Management.** The Board of Directors is responsible and accountable for the management of the Corporation and for keeping the membership advised of all relevant matters and business. It is their responsibility and duty to enforce the general policy of the Corporation as prescribed in the Articles and Bylaws and to ensure that any specific decision taken during General Assemblies is implemented in the best interest of all Members. The Board of Directors is jointly and individually responsible and accountable to the General Assembly.

(b) **Financial Management.** The Board of Directors is responsible and accountable for all receipts and payments processed through and by the TPF Secretariat. Any contribution, fee, or levies applied and remitted by Members may be utilized and applied for services rendered by the Secretariat and other approved expenditures authorized by the Board in furtherance of the purposes and activities of TPF.

(c) **Budget of TPF.** The Board of Directors will propose a Budget of the income and expenses of TPF during the General Assembly for approval by the Members. Operating capital of TPF shall be derived principally from annual membership dues, management fees, Board fund, levies for application for development funds, administrative fees, and such other dues and fees as the Board may recommend. Upon such approval of the proposed Budget by the General Assembly, the Board shall authorize the Secretariat to collect the dues and fees and make the expenditures approved by the General Assembly in a manner consistent with ordinary business practices.

Section 2. POWERS. Subject to limitations of the Articles, of these Bylaws, and of the California Nonprofit Mutual Benefit Corporation Law relating to action required to be approved by the members or by a majority of members, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the other officers, agents, and employees of the Corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations therefor not inconsistent with law, the Articles, or these Bylaws, as they may deem best.

(c) To adopt, make, and use a corporate seal, and to prescribe the forms of certificates of membership, and to alter the form of such seal and of such certificates from time to time as they may deem best.

(d) To authorize the issuance of memberships of the Corporation from time to time, upon such terms and for such consideration as may be lawful.

(e) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

(f) To carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage.

(g) To request action and compliance from Members in accordance with their overall commitment to the Group.

Section 3. NUMBER OF DIRECTORS. The authorized number of directors shall be not less than four (4) nor more than six (6) plus one (1) alternative director or Chairperson of a committee, until changed by an amendment of the Articles or by a Bylaw duly adopted by approval of the members. The exact number of directors shall be fixed, within the limits specified, by amendment of the next sentence duly adopted by the Board or the members.

(a) In order to serve as a director of the Corporation, a person must be an officer, director or designee of a Full Member, which is in good standing with the organization.

(b) At each General Assembly, the Board of Directors shall elect a director to serve as the Chairman of the Board/President and other directors to serve as Vice-Chairman and Treasurer of the Board.

Section 4. NOMINATIONS OF DIRECTORS. At each General Assembly of the Corporation, the Chairman of the Board of Directors shall appoint a nominating committee from among the directors in good standing to select qualified candidates for election to the board. The nominating committee will present a

slate of candidates consisting of Full Members in good standing as the nominations for directors. Only Full Members of the Corporation may be nominated and elected to serve on the Board.

Section 5. ELECTION AND TERM OF DIRECTORS.

(a) Election Location and Term of Directors. The election of Directors of the Board will be determined by the General Assembly at the General Assembly Meeting. All directors shall be elected for a three (3) year term which runs from immediately after the General Assembly until the end of the General Assembly three (3) years thereafter. If the directors are not elected at the General Assembly, they may be elected at any special meeting held for that purpose. Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

Elections are to be held every year in order to stagger terms. Voting need not be by ballot; provided, however, that all elections for directors must be by ballot upon demand made by a member at the meeting and before the voting begins.

(b) Election Procedure. All prospective Board Members must be proposed by at least two other Members and each post on the Board must be voted on separately, by confidential ballot. In any election of directors, the candidates receiving the highest number of votes are elected.

(c) Re-election. The Members of the Board are eligible for re-election upon completion of their term, but must subject themselves to the normal selection and election procedures. The General Assembly may determine the number of Board Members required from time to time.

Section 6. VACANCIES.

(a) Events Causing Vacancy. A vacancy or vacancies on the board of directors shall be deemed to exist on the occurrence of the following:

- (i) the death, resignation, or removal of any director,
- (ii) the declaration by resolution of the board of directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty arising under Section 7238 of the California Nonprofit Corporation Law,
- (iii) the vote of the members to remove a director,
- (iv) the increase of the authorized number of directors,
- (v) the failure at any meeting at which any director or directors are to be elected, to elect the number of directors to be elected at such meeting, or
- (vi) a director's failure to attend three (3) consecutive meetings of the board for reasons which the board, by a majority vote, declares insufficient.

(b) Resignations. Any director may resign, which resignation shall be effective upon giving written notice to the Chairman of the Board. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. No director may resign when the Corporation would then be left without a duly elected director or directors in charge of its affairs.

(c) No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

(d) Filling Vacancies. Any vacancy on the Board of Directors prior to the end of a term shall be filled by an individual recommended by the Chairman of the Board with majority approval from the Board of Directors.

Section 7. DIRECTORS' MEETING.

(a) Time of Meeting. A Directors' Meeting shall be held every year, beginning in the year 1997. The Directors' Meeting will be held prior to a General Assembly Meeting. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day. At this meeting officers shall be elected and any other proper business may be transacted. Notice of this meeting is not required.

(b) Chairman of Meeting. The meeting of the Board of Directors is chaired by the Chairman of the Board. In the case that the Chairman is absent, the Board meeting is still considered to be a valid one, the present Board Members amongst themselves will appoint an Acting Chairman.

(c) Minutes of Meeting. The minutes of such proceedings will be recorded and distributed within one month after completion of said meeting to the Board of Directors. Such minutes must be approved during the next official Board meeting and kept in an appropriate register held by the Secretariat.

Section 8. PLACE OF MEETINGS; MEETINGS BY TELEPHONE. Meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by resolution of the Board. In the absence of such designation, meetings shall be held at the principal executive office of the Corporation. Any meeting may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 9. OTHER REGULAR MEETINGS. Other regular meetings of the Board of Directors shall be held at least once every calendar quarter at such time and place as the board may fix from time to time. Meetings may be held in person

by conference call or similar communication equipment. Notice of this meeting is not required.

Section 10. SPECIAL MEETINGS.

(a) Authority to Call. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board or by any director with at least five days' notice.

(b) Notice. Notice of the time and place of special meetings shall be given to each director by postal mail, facsimile, and/or e-mail and shall be received at least 48 hours before the time set for the meeting. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Corporation.

Section 11. QUORUM. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 13 of this Article IV. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of the California Nonprofit Corporation Law, except those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 12. WAIVER OF NOTICE. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 13. ADJOURNMENT. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 14. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be

given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 15. **ACTION WITHOUT MEETING.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 16. **FEES AND COMPENSATION OF DIRECTORS.** Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

ARTICLE V - COMMITTEES

Section 1. **COMMITTEES OF DIRECTORS.** The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of one or more directors, to serve at the pleasure of the board. There shall be standing committees and ad hoc committees, as deemed necessary by the Chairman of the Board of Directors with the approval of the board. The chairman of ad hoc committees can be nominated by a member of the Board of Directors with the approval of the Board of Directors. Other members of such committees shall be appointed by the chairman of the committee. The Chairman of the Board shall serve as ex-officio on all committees, except the nominating committee. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Take any final action on matters, which, under the California Nonprofit Corporation Act, also require approval of a majority of all Board members;
- (b) Fill vacancies on the Board of Directors;
- (c) Fix compensation of the directors for serving on the Board or on any committee;
- (d) Amend or repeal Bylaws or adopt new Bylaws;
- (e) Amend or repeal any resolution of the Board of Directors, which by its express terms is not so amendable or repealable;
- (f) Appoint any committees of the Board of Directors or the members of such committees;

(g) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; and

(h) Approve any transaction to which the Corporation is a party and in which one or more directors have a material financial interest.

Section 2. **MEETINGS AND ACTION OF COMMITTEES.** Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of these Bylaws, concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE VI - OFFICERS

Section 1. **OFFICERS.** The officers of the Corporation shall be a Chairman of the Board (President and CEO), a Secretary, and a Chief Financial Officer (Treasurer). These officers shall comprise the Executive Committee. The Corporation may also have, at the discretion of the Board of Directors, a Vice-Chairman (Vice-President) and such other officers as may be appointed in accordance with the provisions of Section 2 of this Article VI. Any number of offices may be held by the same person. Officers shall hold office for a term of one (1) year. Only directors who have served at least one (1) year as a member of the Board of Directors are eligible to hold an elective office. The officers shall perform the duties prescribed by these Bylaws and Robert's Rules of Order, as shall be amended from time to time. The Executive Committee shall act for the Board of Directors between regular meetings of the Board or in the absence of a quorum. The quorum of any two (2) of the following: Chairman, Secretary or Treasurer shall be required before the officers can go into executive session.

Section 2. **ELECTION OF OFFICERS.** The officers of the Corporation, except such officers as may be elected or appointed in accordance with the provisions of Sections 3, 4 or 5 of this Article IV, shall be chosen every year by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 3. **SUBORDINATE OFFICERS.** The Board may elect, and may empower the Chairman of the Board to appoint, such other officers as the business of the

Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

Any officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. RESPONSIBILITIES OF OFFICERS.

(a) Chairman of the Board (President and CEO). The Chairman of the Board shall preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be assigned from time to time by the Board. The Chairman is appointed by the Board to oversee the activities of the Corporation. The Chairman has the general powers and duties of management usually vested in the office of the president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

(b) Secretary. The Secretary has the general powers and duties of management usually vested of the organization and such other powers and duties as may be prescribed by the Board. The Secretary shall keep or cause to be kept, at the principal office of the Corporation or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board and its committees. The minutes shall include the time and place of meetings, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of Florida as well as the secretariat office, the original or a copy of the Corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and its committees required by law or by these Bylaws to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

(c) Chief Financial Officer (Treasurer). The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the Corporation. The books of account shall be open at all reasonable times to inspection by any director.

The Chief Financial Officer s shall oversee the deposit of all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Chief Financial Officer shall oversee the disburse of the funds of the Corporation as may be ordered by the Board, shall render to the President and the directors, whenever requested an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

ARTICLE VII - INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

Section 1. DEFINITIONS. For the purposes of this Article,

(a) “Agent” means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;

(b) “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative; and

(c) “Expenses” includes, without limitation, all attorneys’ fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

Section 2. SUCCESSFUL DEFENSE BY AGENT. To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and

reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Sections 3 through 5 of this Article VII shall determine whether the agent is entitled to indemnification.

Section 3. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION. Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by an officer, director or person granted relater status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General or a person granted relater status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION.

(a) **Claims Settled Out of Court.** If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

(b) **Claims and Suits Awarded Against Agent.** This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and

(ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT. The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

(a) Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, that he acted in good faith, in a manner he believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he reasonably believed to be in the best interest of this corporation or that he had reasonable cause to believe that his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his conduct was unlawful.

(b) Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:

(i) The board of directors by a majority vote of a quorum consisting of directors who are not parties to the proceeding; or

(ii) The court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

Section 6. LIMITATIONS. No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5, in any circumstance when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. ADVANCE OF EXPENSES. Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 8. CONTRACTUAL RIGHTS OF NON-DIRECTORS AND NON-OFFICERS. Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9. **INSURANCE.** The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section except as otherwise provided by law.

Section 10. **FIDUCIARIES OR CORPORATE EMPLOYEE BENEFIT PLAN.** This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. **CONTRACTS.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. **CHECKS, DRAFTS, ETC.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the board of directors, such instruments shall be signed by the Treasurer or the Assistant Treasurer and countersigned by the chief executive officer of the Corporation.

Section 3. **DEPOSITS.** 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 -- RECORDS AND REPORTS

Section 1. **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.** The Corporation shall keep at its principal executive office or at its principal business office the original or a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours. If the principal executive office of the

Corporation is outside the State of California and the Corporation has no principal business office in this state, the secretary shall, on the written request of any director, furnish to that director a copy of the Articles and Bylaws as amended to date.

Section 2. MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS. The accounting books, records, and minutes of proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed or printed form.

Section 3. INSPECTION BY DIRECTORS. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 4. ANNUAL REPORT. The Corporation shall provide to the directors within 120 days after the close of its fiscal year, a report containing the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

ARTICLE X - CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the Corporation and a natural person.

ARTICLE XI - RULES OF ORDER

Robert's Rules of Order, Newly Revised, as may be amended from time to time, shall govern the proceedings of the Corporation in all cases not provided for in these Bylaws, Board of Directors Rules of Procedure and the Administrative Letters, insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation or the law. The rules of order adopted by the Corporation shall be adopted by each committee of the Corporation.

ARTICLE XII - AMENDMENT TO BYLAWS

These Bylaws may be amended or repealed by approval of the members or by approval of the Board; provided, however, that members must approve any action that would:

- (a) Materially and adversely affect the rights of members as to voting, dissolution, or redemption, or transfer of memberships;
- (b) Increase or decrease the number of memberships authorized in total or for any class;
- (c) Effect an exchange, reclassification, or cancellation of all or any part of the memberships;
 - (c) Specify or change a fixed number of directors or the maximum or minimum number of directors or change from a fixed to a variable number of directors or vice versa.

A Bylaw conferring some or all of the rights of a member upon any person or entity who does not have the right to vote on any of the matters set forth in Section 1 of Article II may be adopted only by approval of the members.