

FIRST AMENDED BY-LAWS and CONSTITUTION
OF
AMERICAN OXFORD SHEEP ASSOCIATION, INC.

ARTICLE I

Section 1. Name. The name of the corporation is AMERICAN OXFORD SHEEP ASSOCIATION, INC., (hereinafter referred to as the "Corporation").

Section 2. Address. The post office address of the Corporation's registered office is 1960 E 2100 North Rd., Stonington, Illinois 62567. The registered agent in charge of the registered office is Tony Weber, S. 44 W. 35961 Hwy. C, Dousman, Wisconsin 53118.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of May and end on the last day of April next succeeding.

Section 4. Purposes. The objects of the Corporation are to collect, keep on file, or publish in suitable form the history and pedigree of purebred Oxford sheep in America; to provide for their registration; to maintain the purity of the breed; to encourage or promote its future improvement and a wider distribution of Oxford sheep, and to do anything incidental or necessary towards the conduct of the business.

Section 5. Purebred Registry. In order to accomplish the purposes of the Corporation, a registry of purebred Oxford sheep shall be established and kept by the Executive Secretary subject to such rules and regulations as may from time to time be adopted by the Board of Directors. The rules for recording, transfers and other business of the registry shall be fixed by the Board of Directors.

ARTICLE II
Membership

Section 1. Voting Members. The Corporation shall have the one class of voting members in accordance with the provisions of the Corporation's Articles of Incorporation and these by-laws as amended or restated.

Section 2. Non-Voting Members. The Corporation shall have such classes of non-voting members as provided in these by-laws as amended or restated.

ARTICLE III
Meetings and Members

Section 1. Classes of Members and Qualifications.

- a. **Voting Members (Adult Membership).** The Corporation shall have one (1) class of voting members. Any person eighteen (18) years of age and over who is a Breeder of Oxford sheep and/or is interested in the welfare, improvement, promotion and development of the Oxford breed, may become a voting member. Voting membership may be in the name of an individual and his business entity name but such membership shall collectively be allowed only one vote.
- b. **Non-Voting Members (Junior Membership).** The Corporation shall have such classes of non-voting members as are established, from time to time, by the Board of Directors of the Corporation. Notwithstanding the foregoing, non-voting junior memberships are available to any youth who is a Breeder of Oxford sheep and/or is interested in the welfare, improvement, promotion and development of the Oxford breed until January 1st of the year such individual turns twenty-one (21) years old. Voting memberships are available to junior members at age eighteen (18) but an individual may not be both a voting and a non-voting member. Except for voting privileges, junior memberships are entitled to all other rights and privileges of voting memberships in addition to any other rights and privileges conferred by the Board of Directors.
- c. **Other Qualifications.** All memberships shall be by application to the Corporation and payment of annual membership fees in such manner and amount as set forth by the Corporation's Board of Directors and shall not

be transferable. Annual membership fees are due January 1st of each year and must be paid before an animal can be registered, recorded and/or transferred on the Corporation's registry. Notwithstanding the foregoing, any person not desiring to be a member of the Corporation but desiring to register, record and/or transfer an animal on the Corporation's registry shall pay twice the regular fees for said registration, recordation and/or transfer. If any member is charged with willful misrepresentation in regard to any animal owned or bred by him, or with other dishonorable conduct, and if such charge be sustained by a majority vote of the Board of Directors, said member may be suspended with no further privileges of the Corporation extended.

Section 2. Rights, Preferences, Limitations and Restrictions of Classes. The members shall have such rights, duties, liabilities, limitations and restrictions as are herein provided for, or as may be provided for in the Articles of Incorporation of the Corporation.

Section 3. Voting Rights of Members. On all other matters submitted to vote at any annual or special meeting of the members, all voting members of the Corporation shall have the same and equal voting rights, and will be entitled to only one (1) vote. Members may not vote by proxy.

Section 4. Place of Meeting. Any or all meetings of the members and of Board of Directors of this corporation shall be held within the United States of America. Meetings of the members and of the Board of Directors shall be conducted according to and governed by Roberts Rules of Order (revised then current edition) except as otherwise provided in these by-laws.

Section 5. Annual Meeting of Members. An annual meeting of the members shall be held not later than ninety (90) days after the end of the fiscal year, one of the purposes of which shall be the election of a board of directors.

Section 6 Notice of Annual Meeting of Members. At least thirty (30) days prior to the date fixed for the holding of the annual meeting of members, written notice of the time and place of such meeting shall be transmitted, as hereinafter provided, to each member entitled to vote at such meeting.

Section 7. Delayed Annual Meeting of Members. If, for any reason, the annual meeting of the members shall not be held prior to the deadline herein before designated, such meeting may be called and held as a special meeting, and the same proceedings may be had thereat as at an annual meeting, provided however, that the notice of such meeting shall be the same herein required for the annual meeting, namely, not less than a thirty (30) day notice.

Section 8. Order of Business at Annual Meeting of Members. The order of business at the annual meeting of the members shall be as prescribed by the presiding officer at his discretion.

Section 9. Special Meeting of Members. A special meeting of the members may be called at any time by (1) the President, (2) a majority of the board of directors or (3) written demand signed by at least twenty percent of the then constituted voting members. The method by which such meeting may be called is as follows: upon receipt of a specification in writing setting forth the date and purposes of such proposed special meeting, signed by requesting party as described above, the executive secretary or an acting secretary shall prepare, sign and transmit the notices requisite to such meeting. Such notice may be signed by the stamped, typewritten, electronic or printed signature of the secretary.

Section 10. Notice of Special Meeting of Members. At least thirty (30) days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purposes of such meeting shall be transmitted, as hereinafter provided, to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

Section 11. Quorum. The number of members necessary to constitute a quorum at any meeting of the members of the Corporation shall be twenty-five (25).

Section 12. Fixing of Record Date to Determine Members Entitled to Vote. The Board of Directors may fix a day and hour not more than sixty (60) days prior to the holding of any meeting of members as the time as of which members entitled to notice of, and to vote at, such meeting shall be determined, and all persons who are members of record at such time, and no others, shall be entitled to notice of, and to vote at, such meeting. In the absence of such a determination, such date and time shall be thirty (30) minutes prior to the date and time such meeting is called to order. Any determination of members entitled to notice of or to vote at a membership meeting is effective for any adjournment of the meeting unless the

Board of Directors fixes a new record date, which is only required if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting.

Section 13. Communication of Notice of Meeting. Any notice of the annual or any special meeting of members may be by oral, electronic or written means. All such notices shall state the place, date and time of each meeting of the members (and the purposes or purposes thereof in the case of a special meeting) and shall be transmitted by the Executive Secretary of the Corporation or by the person or persons calling the meeting, to each member so that such notice is effective at least thirty (30) days before the date of the meeting. Oral notice shall be effective when communicated. Written notice shall be effective at the earliest of the following: (1) when received, (2) five days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation, (3) on the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee, or (4) thirty days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the post mark, if mailed correctly addressed to the address listed in the most current records of the Corporation. Electronic notice shall be effective at the earliest of the following: (1) when received, (2) five days after the notice is electronically transmitted if such is transmitted to the electronic address listed in the most current records of the Corporation, (3) on the date shown on the electronic return receipt, if return receipt is requested and given. Notice of any member meeting may also be waived in writing by any member. Attendance at any meeting in person shall constitute a waiver of notice of such meeting. Each member, who has in the manner above provided waived notice of a membership meeting, or who personally attends a membership meeting shall be conclusively presume to have been given due notice of such meeting.

Section 14. Organizational Meeting of Board. At the place of holding the annual meeting of members and immediately following the same, the board of directors as constituted upon final adjournment of such annual meeting shall convene for the purpose of electing officers and transacting any other business properly brought before it, provided that, the organizational meeting in any year may be held at a different time and place than that herein provided, by consent of a majority of the directors of such new board.

ARTICLE IV Board of Directors

Section 1. Generally. The affairs of the corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors, subject to the provisions of the Articles of Incorporation, these by-laws and all applicable laws. The Board of Directors shall have installed and maintained an adequate accounting system and require proper records of all business transactions to be kept and audited, and reports to be made to appropriate government officials as required by law.

Section 2. Qualifications. Directors must be voting members of the Corporation and shall have such other qualifications as the by-laws may prescribe.

Section 3. Board of Directors. The Board of Directors shall consist of seven (7) members serving the following regional districts:

- a. District 1. The District 1 Director shall serve the States of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington and Wyoming and shall be a resident of one of the States he serves;
- b. District 2. The District 2 Director shall serve the States of Arkansas, Iowa, Kansas, Louisiana, Missouri, Nebraska, North Dakota, Oklahoma, South Dakota and Texas and shall be a resident of one of the States he serves;
- c. District 3. The District 3 Director shall serve the States of Michigan, Minnesota and Wisconsin and shall be a resident of one of the States he serves;
- d. District 4. The District 4 Director shall serve the State of Illinois and shall be a resident of such State;
- e. District 5. The District 5 Director shall serve the State of Ohio and shall be a resident of such State;
- f. District 6. The District 6 Director shall serve the States of Alabama, Florida, Georgia, Indiana, Kentucky, Mississippi and Tennessee and shall be a resident of one of the States he serves;
- g. District 7. The District 7 Director shall serve the States of Connecticut, Delaware, District of Columbia (Washington), Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina,

Pennsylvania, Rhode Island, South Carolina, Vermont, Virginia and West Virginia and shall be a resident of one of the States he serves.

Section 4. Election of Directors. The Board of Directors shall be elected, via secret written ballot, by the voting membership at the Corporation's annual membership meeting. Directors shall be elected by a majority of voting membership present with the persons receiving the largest number of total votes being elected; however, cumulative voting is not permitted. Election of Directors shall be staggered so that no more than three (3) Directors are elected at any annual membership meeting except in the case of election of a Director created by an increase in the number of Directors or to fill an unexpired term of a previous Director.

Section 5. Terms of Office of Directors. The term of office of Directors shall be three (3) years; however, no person may serve as a Director for a period exceeding six (6) consecutive years except that the maximum term of a Director appointed to serve a vacancy created by an increase in the number of Directors or to fill an unexpired term of a previous Director shall be calculated from the expiration date of his first appointed term. Upon completion of a period of service as a Director, no person may again serve as a Director for a period of three (3) years.

Section 6. Resignation and Vacancies. Any Director may resign at any time by giving written notice to the Board of Directors or to the President. Any such resignation shall take effect upon receipt of such notice or at a later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring on the Board of Directors caused by death, resignation, or otherwise, shall be filled until the next annual meeting of members of the Corporation through a vote of the majority of the remaining members of the Board of Directors.

Section 7. Removal of Directors. Any Director may be removed with or without cause only by the affirmative vote of a majority of the remaining members of the Board of Directors at any meeting called for that purpose.

Section 8. Increases Board Size. An increase in board size shall generally be accomplished by the affirmative act of a majority of the Directors present at any regular or special meeting at which a quorum is present and pursuant to the Articles of Incorporation and these by-laws as amended or restated. The filling of the vacancies created by such increases or otherwise shall be done by the affirmative act of a majority of the Directors present at any regular or special meeting at which a quorum is present and in accordance with the provisions of the Corporation's Articles of Incorporation and these by-laws as amended or restated.

Section 9. Quorum and Voting. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. Except as otherwise provided in the Articles of Incorporation or by-laws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10. Regular Meetings. The Board of Directors may hold regular meetings, as fixed by these by-laws or by resolution of the Board of Directors, and at such time and place as the board of directors shall from time to time determine, for the purpose of transacting such business as properly may come before the Corporation's Board of Directors. Except as provided in these by-laws, such regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting.

Section 11. Special Meetings. Notwithstanding the preceding Section 10 of this Article, the Board of Directors may hold special meetings for any lawful purpose upon proper notice, as described in Section 12 of this Article, and upon call by the presiding officer of the Board of Directors, the President of the Corporation or by twenty percent (20%) of the directors then in office. A special meeting shall be held at such date, time, and place within the United States as is specified in the call of the meeting with the purpose of any such meeting specified therein.

Section 12. Notice of Special Meetings. Oral, electronic or written notice of the place, date, and time of each special meeting of the Board of Directors shall be communicated, delivered or mailed by the Executive Secretary of the Corporation, or by the person or persons calling the meeting, to each member of the Board of Directors so that such notice is effective at least fourteen (14) days before the date of the meeting. Except as provided in these by-laws, the notice shall describe the purpose of the special meeting. Oral notice shall be effective when communicated. Written notice shall be effective at the earliest of the following: (1) when received, (2) five days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the

Corporation, (3) on the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee, or (4) thirty days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the post mark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

Section 13. Waiver of Notice. Notice may be waived in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records. Attendance at or participation in any meeting of the Corporation's Board of Directors shall constitute a waiver of notice of such meeting unless the director shall, at the beginning of the meeting or promptly upon the director's arrival, object to holding the meeting and does not vote for or assent to action taken at the meeting.

Section 14. Means of Communication. The Board of Directors may (a) permit a director or member to participate in a regular or special meeting by or (b) conduct a regular or special meeting through the use of any means of communication or technology by which all directors or members participating may communicate with each other during the meeting. A director or member participating in a meeting by such means shall be considered present in person at the meeting.

Section 15. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each director or all committee members, as the case may be, and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specified a prior or subsequent effective date. A consent signed as described in this Section shall have the effect of a meeting vote and may be described as such in any meeting document.

Section 16. Compensation. No Director may receive compensation for his services as Director except a Director shall be entitled to reimbursement of the actual expenditures advanced by said Director or behalf of the Corporation but only so long as such expenditure is authorized by the Executive Committee or Board of Directors in advance.

ARTICLE V Officers

Section 1. In General. The officers of the Corporation shall be a President, a Vice-President, an Executive Secretary, a Treasurer, and such other officers as the Board of Directors may otherwise elect. The offices of Executive Secretary and Treasurer may simultaneously be held by one individual but no individual may simultaneously hold more than one of any of the other offices. Except for the Executive Secretary (and Treasurer if being simultaneously held by the same individual), each officer shall be elected by the Board of Directors at its annual meeting and shall serve for one (1) year and until the officer's successor is elected and qualified. The Executive Secretary (and Treasurer if being simultaneously held by the same individual) shall be appointed by the Board of Directors but such individual may not be a member of the Board of Directors. All other officers shall be members of the Board of Directors. Any officer may be removed by the Board of Directors at any time, with or without cause, by majority vote. Any vacancy occurring in any office shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

Section 2. President. The President shall be selected by, and from the membership of, the board of directors. The President shall preside over all meetings of the board and of the members. Except for the management powers granted to or conferred upon the Executive Secretary by the Board of Directors and/or these by-laws, the President shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board are carried into effect. The President shall be ex-officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

Section 3. Vice-President. The Vice-President shall perform all the duties of the President in the absence of the President, plus such duties as may be prescribed by the President.

Section 4. Executive Secretary. The Executive Secretary shall, subject to the direction, approval and control of the executive committee and/or Board of Directors:

- a. have general charge of the ordinary and usual business operations of the Corporation;
- b. have charge of and maintain the Corporation's business office;
- c. maintain a registry of purebred Oxford sheep, including but not limited to, the acceptance for registration, recording and/or transfer of purebred Oxford sheep in the United States;
- d. attend all meetings of the members and of the board of directors and committees and shall preserve in books of the corporation true minutes of the proceedings of all such meetings;
- e. be responsible for the safe keeping of the seal of the corporation and shall have authority to affix the same to all instruments where its use is required;
- f. give all notices required by statute, by-law, articles of incorporation or resolution;
- g. handle and account in the manner and form prescribed by the directors all money and other property belonging to the Corporation which shall come into his possession and receive all monies and turn same over to the Treasurer, keeping an accurate account thereof, and shall have charge of all advertisements, promotions, fundraisers and publications of the Corporation;
- h. maintain his records and accounts in such a manner that the condition of the Corporation's business may be correctly ascertained therefrom at any time and shall render annual and periodical statements in the form and manner prescribed by the Board of Directors carefully preserving all books, documents, correspondence and records of whatever kind pertaining to the business which may come into his possession;
- i. perform such functions as are necessary to carry out the Corporation's purposes and comply with the Articles of Incorporation and these By-Laws; and
- j. perform such other duties as may be delegated to him by the Board of Directors or by the executive committee.

The Executive Secretary, whose location must be in the United States, shall be appointed by the Board of Directors. The term of office and compensation the Executive Secretary shall be determined by the Board of Directors but such appointment shall be for no longer than five (5) years without further action by the Board. The Executive Secretary may engage in other business of a like nature, such as Secretary of another purebred livestock association, but shall not do so in derogation of his duties to the Corporation.

Section 5. Treasurer. The Treasurer shall be responsible for the safe keeping of all corporate funds and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; he shall arrange for all moneys and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all his transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall deliver to the President of the corporation, and shall keep in force, a bond in form, amount and with a surety satisfactory to the Board, conditioned for faithful performance of the duties of his office, and for restoration to the corporation in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind under his control belonging to the corporation. The compensation of the Treasurer, if any, is to be fixed by the Board of Directors, who shall appoint the Treasurer. The bonds of the Executive Secretary and Treasurer shall be an amount fixed by the Board of Directors, but in no case shall said bonds be less than \$3,000.00.

Section 6. Other Officers. Each other officer of the Corporation shall perform such duties as the Board of Directors or President may prescribe.

Section 7. Audits. At the close of each fiscal year and at such other times as the Board of Directors shall determine, the officers shall make or cause to be made an accurate written statement of the financial inventory of all Corporation property. At the close of each fiscal year and at such other times as the Board of Directors shall determine, the books and accounts of the Corporation shall be carefully audited by a competent and disinterested auditor or accountant, who shall make a detailed written report thereon.

ARTICLE VI Committees

Section 1. Executive Committee. The Board of Directors may appoint an Executive Committee of not less than three (3) Directors along with the Executive Secretary serving as an ex-officio member, and which, to the extent provided in and consistent with applicable law, shall have and exercise all of the authority of the Board of Directors in the management

of the Corporation's affairs during intervals between meetings of the Board of Directors. The Executive Committee shall be subject to the authority and supervision of the Board of Directors. A copy of the minutes of each meeting of the executive committee shall be placed on file and kept available to all Directors. The Board of Directors at its next meeting shall consider the executive committee minutes and ratify or disapprove the action of the executive committee.

Section 2. Nominating and By-laws Committee. The Board of Directors may establish a Nominating and By-laws Committee, which shall evaluate the leadership strengths and forecast the leadership needs for the Corporation and shall develop rosters of candidates for director and officer positions. The Nominating and By-laws Committee shall establish procedures, subject to the approval of the Board of Directors, for the identification and evaluation of nominees for director and officer positions and shall present a slate of nominees in accordance with such procedures at the times required by such procedures. The Nominating and By-laws Committee shall also periodically review the By-laws and propose to the Board of Directors any modifications to the By-laws that the committee deems appropriate or necessary. Members of the Nominating and By-laws Committee may, but need not be, members of the Board of Directors.

Section 3. Other Committees. The Board of Directors may establish other committees, in addition to the Executive Committee and the Nominating and By-laws Committee, to accomplish the goals and perform the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify. Members of such other committees may, but need not be, members of the Board of Directors. A committee member appointed by the Board of Directors may be removed by the Board of Directors, with or without cause.

Section 4. General. A majority of the members of any committee shall constitute a quorum and all actions of a committee shall require a majority vote of the committee members present at a meeting at which a quorum is present.

ARTICLE VII **Indemnification**

Section 1. Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, or employee of the corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or connection with or resulting from any claims, action, suit, or proceeding (a) if such person is wholly successful with respect thereof or, (b) if not wholly successful, then if such person is determined as provided in Section 3 of this Article to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claims, action, suit, or proceeding, by judgment, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of *nolo contendere*, or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article.

Section 2. Definitions.

(a) As used in this Article, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other Corporation or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or his or her heirs or personal representatives) may become involved, as a party or otherwise:

(i) By reason of his or her being or having been a director or officer of the Corporation or of any corporation where he or she served as such at the request of the Corporation, or

(ii) By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust or other organization or entity where he or she served as such at the request of the Corporation, or

(iii) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

(b) As used in this Article, the terms “liability” and “expense” shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgment, fines, or penalties against, and amounts paid in settlement by or on behalf of, a person.

(c) As used in this Article, the terms “wholly successful” shall mean (i) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity herein provided, or a settlement of any action, suit, or proceeding, or (iii) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim action, suit, or proceeding) shall be entitled to indemnification (a) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the referee), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in the preceding Section 1 of this Article and (b) if the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions, or other evidence in any way relevant to the referee’s findings which are within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers or others persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit, or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation’s liabilities and obligations under this Article and insurance protecting the Corporation’s directors, officers, employees, or other persons.

ARTICLE VIII **Employees, Contracts, Loans, Checks** **Deposits and Gifts, Insurance**

Section 1. Employees and Compensation. In order to carry out the purposes and activities of the Corporation, the Board of Directors may employ such individuals as are deemed necessary, and each such individual may be paid such compensation for his services actually rendered in the course of such employment as may be fixed in the manner provided by the Board of Directors of the Corporation. No individual shall be precluded from taking such employment and compensation by reason of the fact that he is a member, director or officer of the Corporation.

Section 2. Contracts. The Board of Directors may authorize one (1) or more officers or agents of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

Section 3. Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by the Executive Secretary and the Treasurer and/or such person or persons as the Board of Directors may from time to time designate by resolution.

Section 4. Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name.

Section 5. Deposits. All funds of the Corporation shall be deposited to its credit in such bank, banks, trust companies, or other depositories as the Board of Directors may specify.

Section 6. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

Section 7. Insurance. The Board of Directors shall provide for the adequate insurance of the property of the Corporation and property in its possession, or stored by it, and not otherwise adequately insured, and for adequate insurance covering liability to employees and the public or any other insurance necessary or required for the Corporation.

ARTICLE IX **Amendments**

Section 1. Amendment. These bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the board of directors if the amendment, alteration, change, addition or repeal be proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting; provided, that any bylaws made by the affirmative vote of a majority of the board of directors as provided herein may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members; also provided, however, that no change of the date for the annual meeting of members shall be made within thirty (30) days next before the day on which such meeting is to be held, unless consented to in writing, or by a resolution adopted at a meeting, by all members entitled to vote at the annual meeting.

Section 2. Conflicts. In the case of any conflict between the Articles of Incorporation and these By-Laws, the Articles of Incorporation shall control.

Section 3. Interpretation. All pronouns and any variations thereof herein shall be deemed to refer to the masculine, feminine, neuter, singular, or plurals the identity of the person or persons may require. All section titles or captions contained herein are for convenience only and shall not be deemed part of the context nor effect the interpretation of this document. If any provision of these By-Laws or the application of such provision to any person or circumstance shall be held invalid, the remainder hereof, or the application of such provision to persons or circumstances other than those as to which it is held invalid, shall not be affected thereby.

These First Amended By-Laws are adopted this 20th day of June, 2008, by a two-thirds majority/unanimous vote of the voting membership upon due notice thereof and proposal by the Board of Directors.



Frank Silva, President

ATTEST:



Mary Blome, Executive Secretary