

BYLAWS
OF
THE CONGOLESE COMMUNITY OF CHICAGO (C.C.C./DRC)

PREAMBLE

We the members of the Congolese community in the Chicago region:

INSPIRED By difficulties encountered in the past by the Congolese community in the Chicagoland area;

MOVED By the desire to build a constructive sense of community and of cultural identity and to meet the aspirations of the members of the Congolese community;

COMMITTED To the general progress of our wellbeing and to the idea of supporting each other in every way necessary;

DO Hereby adopt these bylaws and the Articles of Incorporation of the association herein referenced.

ARTICLE I
Name and Purpose

Section 1.1 The Name. The name of the Corporation shall be The Congolese Community of Chicago, abbreviated as C.C.C./D.R.C..

Section 1.2 The Purposes. The purposes of the Corporation shall be to:

1. Foster bonds of friendship and understanding among members of the Congolese community;
2. Assist members of the Congolese community in successfully integrating the American society;
3. Promote the awareness of the Congolese culture in its diversity; and
5. Serve as a depository and clearinghouse of information for organizations, agencies, and corporations interested in working for social and economic development of the Democratic Republic of the Congo.

ARTICLE II
Membership

Section 2.1 Qualifications. Membership shall be of two classes, sponsoring and voting. All persons who share the mission of the Corporation set forth in Article I shall be eligible for sponsoring membership in the Corporation. All persons born in the DRC, their descendants, and

spouses who share said mission and live or work within the area hereinabove set forth shall be eligible for voting membership in the Corporation. Whether a person shares said mission shall be determined through review of such person's application for membership. The sponsoring member class shall consist of two classes organizational and individual, with each organization's constituents being treated collectively as one member. Organizational members shall designate a representative who will, attend meetings, and if applicable serve on the Board of Directors and committees thereof on behalf of the organization.

Section 2.2 Application for Membership. Application for membership shall be signed and submitted to the Secretary of the Corporation on a written form prescribed and approved by the Board of Directors. The application shall require in the case of an organization, the submission of such applicant's written mission statement and, in the case of an individual, the disclosure of the organizations with which such applicant is affiliated. The Secretary shall transmit such application for consideration to the Board of Directors who shall evaluate such application in order to determine the applicant's eligibility for membership.

Section 2.3 Election. Members shall be elected by a simple majority of the votes cast at a regular or special meeting of the Board of Directors, and shall be admitted to membership upon payment of dues. Each member so admitted shall be and remain a member for life, unless such member resigns or is removed as hereinafter provided. Each member shall at all times maintain his correct address with the Secretary.

Section 2.4 Meetings. The annual membership meeting of this organization shall be held on the third Sunday of the month of September each and every year except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.

The Secretary shall cause to be mailed to every member in good standing at his address as it appears of the membership roll book of this organization a notice telling the time and place of such annual meeting.

The presence of not less than two-third (2/3) of the voting members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than four weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Special meetings of this organization may be called by the chairperson when he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of one-third of the members of the Board of Directors or two-third of the members of the

organization, the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

Section 2.5. Voting. At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

Section 2.6 Order of Business

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

ARTICLE III Directors

Section 3.1 General Powers. The business, activities, affairs and property of the Corporation shall be managed, directed and controlled, and its powers exercised by, and vested in, the Board of Directors. The Board of Directors shall exercise its powers in strict observance of these bylaws.

Section 3.2 Number of Directors, Election and Term of Office. The number of Directors of the Corporation shall be not less than six (6) nor more than ten (10), the exact number of Directors to be fixed from time to time by resolution of the General Assembly of Members. Directors shall be elected annually to hold office for two years (2) and until their successors shall have been elected and qualified, or until death, resignation or removal. On the initial board, fifty percent of directors shall serve a two (2) year term and fifty percent shall serve a one (1) year term. Thereafter all directors will serve two (2) year terms. Directors may only serve two consecutive terms.

Section 3.3 Qualifications. Voting members are eligible for membership on the Board of Directors if they (i) certify that they are in good standing and (ii) request of the membership committee, two (2) months prior to the annual meeting, that their names be placed on a list of candidates for membership on the Board of Directors.

Section 3.4 Resignation. Any director may resign at any time by delivering a written resignation to the Board of Directors, the Chairperson or the Secretary of the Corporation. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.5 Vacancies. Each vacancy in the Board of Directors, or any directorship to be filled by reason of an increase in the number of Directors, shall be filled by a majority vote of Directors. The vacancy may be filled at any regular meeting or at a special meeting of the Board of Directors. Each Director elected to fill a vacancy shall be presented to the General Assembly of Members for affirmation and shall hold office for the unexpired term of her or his predecessor in office.

Section 3.6 Annual Meetings. There shall be an annual meeting of the Board of Directors immediately following and at the same place as the annual meeting of members, or at such other place and at such time as may be determined by the Board of Directors. The annual meeting shall be held without other notice than this Bylaw.

Section 3.7 Regular Meetings. Regular meetings of the Board of Directors shall be held at such place and at such times as are fixed by the Board of Directors. Such regular meetings may be held without notice. At least six (6) regular meetings shall be held and one such meeting shall be a multi-day meeting. The time and location of all such meetings shall be designated by the Board of Directors, without other notice than such resolution.

Section 3.8 Special Meetings. Special meetings of the Board of Directors may be held at any time on the call of the Chairperson, the Secretary, or at the request in writing of any two (2) Directors. Special meetings of the Board of Directors may be held at such place as specified or fixed in the call for such meeting or notice thereof.

Section 3.9 Notice. Notice of each special meeting shall be delivered by or at the direction of the Secretary by mail at least fourteen (14) days before the day on which the meeting is to be held and by telephone at least seven (7) days before such day. Each such notice shall state the day, time, place, and agenda of such meeting and by whose request it was called. Notice may be waived in writing by a Director, either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of, any special meeting of the Board need be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these Bylaws. A record of attempts to notify each Director including the method, date and time of each attempt shall be submitted by the Secretary to the Board of Directors.

Section 3.10 Quorum. At all meetings of the Board of Directors one-half (1/2) of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 3.11 Manner of Acting. 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, unless the act of a greater number is required by law, these Bylaws, or the Articles of Incorporation.

Section 3.12 Participation at Meetings by Conference Telephone. Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 3.13 Informal Action. Any action required to or which may be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all the Directors.

Section 3.14 Removal. One or more of the Directors may be removed, with or without cause, at a meeting of members by the affirmative vote of two-thirds (2/3) of the votes present and voted, either in person or by proxy. Written notice of such meeting shall be delivered to all members entitled to vote on the removal of Directors. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more Directors named in the notice, and only the named Director or Directors may be removed at such meeting.

ARTICLE IV Officers

Section 4.1 Designation, Election and Term of Office. The officers of the Corporation shall consist of a Chairperson of the Board, one or more Vice Chairpersons of the Board, a President, a Secretary, a Treasurer, a Parliamentarian and such other officers as the Board of Directors may from time to time authorize. The officers of the Corporation shall be elected by the Board of Directors at its annual meeting to hold office for one year and until his or her successor has been chosen and qualified, or until their death, resignation or removal. At the exception of the office of Chairperson, any two or more offices may be held by the same person. No officer shall hold office for more than four consecutive years.

Section 4.2 Chairperson. The Chairperson of the Board shall preside at all meetings of the members and of the Board of Directors of the Corporation, shall be an ex-officio member of all committees and task forces,

Section 4.3 Vice-Chairpersons of the Board. The Vice-Chairpersons of the Board shall possess the powers and discharge the duties of the Chairperson of the Board in the latter's absence or disability.

Section 4.4 President. The President shall be the Chief Executive Officer of the Corporation, shall exercise general and active management of the business of the Corporation, shall report to and advise the Board of Directors on all significant matters of the Corporation's business, shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall personally represent the Corporation at appropriate functions. The President shall have general powers and duties of management and shall have such other powers and duties not inconsistent with these Bylaws as may be assigned to him or her from time to time by the Board of Directors. Specifically, the President shall supervise the coordination of the Corporation on a daily basis.

Section 4.5 The Secretary. The Secretary shall act as Secretary of the Board of Directors, shall give, or cause to be given, notice of all meetings of the Board of Directors and the members, unless notice thereof be waived, shall supervise the custody of all records and reports and shall be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors and the members, maintain a roster of all members, furnishing a copy thereof to the Board of Directors upon request and publish the agenda for meetings of the Board of Directors as instructed by the Board of Directors. In addition, the Secretary shall be the custodian of the seal of the Corporation. The Secretary shall also perform such other duties as may be assigned to him from time to time by the Board of Directors.

Section 4.6 The Treasurer. The Treasurer shall keep full and correct account of receipts and disbursements in the books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation, in such banks of deposit as may be designated by the Board of Directors. He shall dispose of funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairperson and the Board of Directors, whenever they may require it of him, an account of all his transactions as Treasurer and of the financial condition of the Corporation. Specifically the Treasurer shall render a statement of financial accounts of the Corporation to the Board of Directors at least monthly and submit a full financial report to the members of the Corporation at the annual meeting of members. The Treasurer shall also perform such other duties as may be assigned to him from time to time by the Board of Directors.

Section 4.7 The Parliamentarian. The Parliamentarian shall be knowledgeable about these Bylaws and the Corporation's philosophy and record and report any infractions thereof. The Parliamentarian may recommend disciplinary action for such infractions.

Section 4.8 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors, the Chairperson or the Secretary of the Corporation. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.9 Removal. Any of the officers of the Corporation may be removed by the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create any contract rights. Proper

notice specifying the proposed removal shall be given prior to any meeting of the Board of Directors at which such removal shall be considered.

Section 4.10 Vacancies. Any vacancy in any office because of death, resignation, removal, disqualification or any other cause, shall be filled for the unexpired portion of the term from among the members of the Board of Directors by the Board of Directors at any regular or special meeting of the Board of Directors.

Section 4.11 Records. There shall be maintained at the principal office of the Corporation all financial books and records of account, all minutes of the Board of Director's meetings, membership and committee meetings of Corporation, the list of members, and copies of all other material corporate records, books, documents and contracts. All such books, records, minutes, lists, documents and contracts shall be made available for inspection at any reasonable time during usual business hours by any director of the Corporation, or duly authorized representative thereof, for any lawful purpose. Upon leaving office, each officer or agent of the Corporation shall turn over to his or her successor or the Chairperson, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such officer or agent during his or her term of office. A statement acknowledging the turnover of documents and other records mentioned above shall be established and signed by the entering and the exiting officer or agent.

ARTICLE V Committees and Task Forces

Section 5.1 Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may create one or more committees and appoint Directors to serve on the committee or committees. There shall be four standing committees. Each committee shall have two or more Directors, a majority of its membership shall be Directors and all committee members shall serve at the pleasure of the Board of Directors. To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that a committee may not:

- A. Adopt a plan for the distribution of the assets of the Corporation, or for dissolution;
- B. Approve or recommend to members any act required by law to be approved by members;
- C. Fill vacancies on the Board of Directors or on any committees designated by the Board of Directors;
- D. Elect, appoint or remove any officer or Director or member of any committee, or fix the compensation of any member of a committee;
- E. Adopt, amend or repeal the Bylaws or the Articles of Incorporation of the Corporation;

- F. Adopt a plan of merger or adopt a plan of consolidation with another corporation;
- G. Authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; or
- H. Amend, alter, repeal or take any action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.

Section 5.2 Membership/Outreach Committee. There shall be a Membership/Outreach Committee. The Membership/Outreach Committee shall (i) prepare the ballot for the annual election and when vacancies need to be filled; (ii) recruit organizations and individual members; (iii) review and recommend changes to these Bylaws; (iv) notify members who are delinquent in their payment of dues; (v) review disciplinary actions to be taken against members.

Section 5.3 Finance Committee. There shall be a Finance Committee. The Finance Committee shall oversee all expenditures and shall assist the Treasurer in preparing the annual budget and the full financial report to be made at the annual meeting.

Section 5.4 Fund Raising Committee. There shall be a Fund Raising Committee. The Fund Raising Committee shall plan and execute at least one fund raiser per year.

Section 5.5 Publicity Committee. There shall be a Publicity Committee. The Publicity Committee shall oversee the public relations activities of the board and plan media campaigns.

Section 5.6 Other Bodies. The Board of Directors may create and appoint persons to a commission, advisory body, task force or other such body. Any such commission, advisory body or other body may not act on behalf of the Corporation or bind the Corporation to any action but may make recommendations to the Board of Directors or to the officers of the Corporation.

Section 5.8 Meetings of Committees. Subject to action by the Board of Directors, each committee by majority vote of its members shall determine the time and place of meetings and the notice required therefor.

Section 5.9 Informal Action. Any action required to or which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the committee members.

Section 5.11 Chairpersons and Elections. Each committee and each task force shall elect one of their members to be chairperson. Such election shall be conducted by secret ballot. The person receiving the most votes in each committee or each task force shall be the Chairperson for the respective committee or task force. A list of all persons from each task force or committee shall be submitted by the nominating subcommittee of such task force or committee for review of the members thereof at the meeting prior to the elections.

Section 5.12 Removal. Any member of any committee may be removed by the Board of Directors by the affirmative vote of a majority of the whole Board, whenever in its judgment, the best interests of the Corporation will be served thereby.

Section 5.13 Term of Office. Each member of any committee established pursuant to the Bylaws shall serve until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be abolished, or unless such member shall be removed, or unless such member shall cease to qualify as a member thereof.

Section 5.14 Vacancies. A vacancy occurring in any committee shall be filled by the Board of Directors.

Section 5.15 Notice of Meetings. Notice, including time and place, of all committee meetings shall be given by the Committee Chairperson to the members thereof at least seven (7) days prior to such meeting. Each committee shall keep regular minutes of its proceedings, and shall report briefly on its activities at each Board of Directors' meeting.

Section 5.16 Quorum. Unless the appointment by the Board of Directors requires a greater number, at meetings of any committee, a majority of the number of members designated by the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting at which a quorum is present shall be the act of such committee, except as otherwise specifically provided by law, the Articles of Incorporation, or these Bylaws.

ARTICLE VI

Indemnification of Directors and Officers, Employees and Agents

Section 6.1 Indemnification. (a) The 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, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed or be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The 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 or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

(c) To the extent that a Director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in paragraph (a) or paragraph (b) of this Section 1 or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(d) Any indemnification under paragraph (a) or paragraph (b) of this Section 1 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (a) or paragraph (b) of this Section 1. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified as authorized in this Section 1.

(f) The indemnification provided by this Section 1 shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Section.

ARTICLE VII Miscellaneous

Section 7.1 Principal Office. The Corporation shall maintain a registered office within the State of Illinois at a location to be determined by the Board of Directors and may maintain other offices within or without the State of Illinois.

Section 7.2 Registered Agent. The Board of Directors shall designate a registered agent who shall maintain offices within the State of Illinois.

Section 7.3 Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of July in each year and end on the last day of June in the same year; provided, however, that the Board of Directors may, within its sole discretion, designate any other period as the fiscal year of the Corporation.

Section 7.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited in the name of the Corporation in such banks, trust companies, or other reliable depositories as the Board of Directors from time to time may determine.

Section 7.5 Checks, Drafts, Notes, etc.. All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as the Board of Directors from time to time may determine. Endorsements for deposits to the credit of the Corporation shall be made in such a manner as the Board of Directors from time to time may determine. Any and all disbursements of the Corporation's funds must be approved by the Board of Directors except in the case of an emergency. A petty cash fund shall be maintained in an amount established by the Board of Directors to be administered by the Treasurer.

Section 7.6 Loans. No loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name, unless and except as authorized by the Board of Directors. Any such authorization shall relate to specific transactions, and may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other personal property at any time held by the Corporation.

Section 7.7 Loans to Directors and Officers. No loans shall be made by the Corporation to its directors or officers. The directors of the Corporation who vote for or assent to the making of a loan to a director or officer of the Corporation, and any such officer or officers participating in the making of such a loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

Section 7.8 Contracts. The Chairperson, Vice-Chairperson or any other officer specifically authorized by the Board of Directors, may, in the name of and on behalf of the Corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board of Directors. Without the express and specific authorization of the Board of Directors, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

Section 7.9 Contracts with Directors or Officers. No director or officer of the Corporation shall be interested, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless (i) such contract shall be authorized by an absolute majority of directors present and voting at a meeting at which the presence of such director is not necessary to constitute a quorum and the vote of such director is not necessary for such authorization; and (ii) the facts and nature of such interest shall have been fully disclosed or shown to the members of the Board of Directors present at the meeting at which such contract is so authorized.

Section 7.10 Audits. An independent audit of the Corporation's financial records will be conducted on an annual basis.

Section 7.11 Executive Director. The Corporation will hire an Executive Director whose duties will include: (i) management of the Corporation's corporate offices, (ii) notifying members of the Corporation, at the direction of the Secretary, of member meetings, Board of Director meetings, and special meetings. The Executive Director will provide written reports every month along with oral reports every six months with every other semi-annual report summarizing the year's activities and proposing recommendations for improvement of the Corporation.

Section 7.12 Compensation of Directors and Officers. The directors of the Corporation shall serve as such without salary, but the Board of Directors may authorize the payment by the Corporation of the reasonable expenses incurred by the directors in the performance of their duties and of reasonable compensation for special services rendered by any director. The Board of Directors shall fix the salary or other compensation of the officers or other agents of the Corporation. Except as provided in this section, no director or officer of the Corporation shall receive, directly or indirectly, any salary, compensation or gift from the Corporation.

ARTICLE VIII Amendments

These Bylaws and the Articles of Incorporation of the Corporation shall be subject to alteration, amendment, repeal or the adopting of new Bylaws and/or Articles of Incorporation by the affirmative vote of two-thirds of the voting members of the of the Corporation. Written notice of the proposed amendment shall have been mailed at least fourteen (14) days prior to such meeting. The recipient of such notice shall call the Secretary to indicate the receipt thereof.

