

**NATIONAL BYLAWS OF RE-EMPLOY AMERICA;
A NON-PROFIT CORPORATION**

Incorporated at Spokane, Spokane County, Washington

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CONTENTS

ARTICLE 1. OFFICES	1
ARTICLE 2. MEMBERSHIP	1
2.1 No Members	1
2.2 Membership	1
ARTICLE 3. BOARD OF DIRECTORS	1
3.1 General Powers	1
3.2 Number	1
3.2.1 Chairman	2
3.2.2 Vice Chairman	2
3.2.3 Secretary	2
3.2.4 Treasurer	2
3.2.5 Director at Large	2
3.3 Qualifications	3
3.4 Election of Directors	3
3.4.1 Initial Directors	3
3.4.2 Successor Directors	3
3.5 Term of Office	3
3.6 Annual Meeting	3
3.7 Regular Meetings	3
3.8 Special Meetings	3
3.9 Meetings by Telephone or other Electronic Transmission	3
3.10 Place of Meetings	4
3.11 Notice of Special Meetings	4
3.11.1 In Writing	4
3.11.2 Personal Communication	4
3.11.3 Electronic Transmission	4
3.11.4 Posting Electronic Notice	4
3.12 Waiver of Notice	4
3.12.1 Record	4
3.12.2 By Attendance	5
3.13 Quorum	5
3.14 Manner of Acting	5
3.15 Presumption of Assent	5
3.16 Action by Board Without a Meeting	5
3.17 Resignation	5
3.18 Removal	6
3.19 Vacancies	6
3.20 Committees	6
3.20.1 Standing or Temporary Committees	6
3.20.2 Quorum; Manner of Acting	6
3.20.3 Resignation	6
3.20.4 Removal of Committee Member	6
3.21 Compensation	7
3.22 Compensation	7
ARTICLE 4. OFFICERS	7
4.1 Number and Qualifications	7
4.2 Term of Office	7
4.3 Resignation	7
4.4 Removal	7
4.5 Vacancies	7
4.6 Executive Director	8

4.7	Chief Operations Officer.....	8
4.8	Legal Compliance Officer	8
4.9	Chief Financial Officer	8
ARTICLE 5.	SALARIES, WAGES AND OTHER COMPENSATION	8
ARTICLE 6.	EMPLOYEES	Error! Bookmark not d
ARTICLE 7.	ADVISORY BOARD	9
ARTICLE 8.	INTERESTS OF DIRECTORS AND OFFICERS.....	9
8.1	Compensation.....	9
8.2	Conflict of Interest	10
8.3	Review of Certain Transactions.....	10
ARTICLE 9.	ADMINISTRATIVE AND FINANCIAL PROVISIONS	10
9.1	Loans	10
9.2	Loans or Extensions of Credit to Officers and Directors	10
9.3	Checks, Drafts, Etc.	10
9.4	Deposits	10
9.5	Books and Records	10
9.6	Corporate Seal.....	10
9.7	Accounting Year	10
9.8	Rules of Procedure	11
ARTICLE 10.	AMENDMENTS	11

ARTICLE 1. OFFICES

The principal office of the corporation shall be located at its principal place of business or such other place as the Board of Directors ("**Board**") may designate. The corporation may have such other offices, either within or without the State of Washington, as the Board may designate or as the business of the corporation may require from time to time.

ARTICLE 2. MEMBERSHIP

2.1 No Members

The corporation shall initially have no members.

2.2 Membership

Membership shall be open to all persons who are U.S. Citizens and are registered voters in their County.

Member information shall be made public as required by state and federal laws. If there is no law requiring such information, this organization shall list conspicuously on the organizational internet website the Member first name, first initial of their last name, state and Congressional district of legal residence.

There shall be three (3) classes of members:

Active Members are those persons who have paid their annual dues as described further. Active members are required to attend no less than two (2) regular meetings per year and the annual meeting, either in person or by remote location. Active members have rights to vote on all non-administrative actions not held exclusive to the Board of Directors.

Contributing Members are representatives of for-profit organizations, not-for-profit organizations, individuals and/or elected national, state, county or municipal officials who have contributed/donated cash, services, tangible products or real property and have not applied for Active Member status. Contributing members shall have a right to meeting participation during the Question and Answer period of regular and annual meetings. Contributing members do not have rights to vote on any actions by and for the organization.

Guest Members are representatives of for profit organizations, other not for profit organizations, individuals and/or elected national, state, county or municipal officials who have not contributed/donated cash, services, tangible products or real property and have not applied for Active Member status. Non-members shall have a right to meeting participation during the Question and Answer period of regular and annual meetings. Guest members do not have rights to vote on any actions by and for the organization.

ARTICLE 3. BOARD OF DIRECTORS

3.1 General Powers

The affairs of the corporation shall be managed by a Board of Directors.

3.2 Number

The Board shall consist of (5) five Directors and not less than (3) three. The number of Directors may be changed from time to time by amendment to these Bylaws,

provided that no decrease in the number shall have the effect of shortening the term of any incumbent Director.

3.2.1 Chairman

The Chairman shall be the Executive Director of the corporation. The Chairman shall preside at all membership meetings. The Chairman shall present at each meeting of the organization a report of the work of the organization. The Chairman shall appoint all committees, temporary or permanent, as recommended and approved by the Board of Directors. The Chairman shall see all books, reports and certificates required by law are properly kept or secured.

3.2.2 Vice Chairman

In the event of the death of the Chairman or his or her inability to act, the Vice Chairman shall perform the duties of the Chairman, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the Chairman. The Vice Chairman shall have, to the extent authorized by the Chairman or the Board; the same powers as the Chairman shall perform such other duties as from time to time may be assigned to him or her by the Chairman or by the Board. The Vice Chairman may act as the Chief Operations Officer pro tem.

3.2.3 Secretary

The Secretary shall: (a) keep the minutes of meetings of the Board and any minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the corporation; (d) keep records of the post office address of each Director, officer and member; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chairman or the Board.

3.2.4 Treasurer

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in an amount and with such surety or sureties as the Board may determine. The Treasurer shall have the care and custody of all monies belonging to the organization and shall share the responsibility for such monies or securities of the organization with the Chief Financial Officer. He shall cause the funds of the organization be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in the state Washington. The Treasurer shall render a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He or she shall exercise all duties incident to the Office of Treasurer as would be expected for a non-profit organization. The Treasurer may act as the Chief Financial Officer pro tem.

3.2.5 Director at Large

The Member at Large shall maintain order at all meetings. He shall announce all speakers at meetings and public speaking events. He shall announce organizational election results. He shall act in pro tem in the temporary absence of the Secretary. He shall verify all organizational election results independently of the Treasurer.

3.3 Qualifications

Successor Directors may have such qualifications as the initial Board may prescribe by amendment to ARTICLE 3.3 of these Bylaws.

3.4 Election of Directors

3.4.1 Initial Directors

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting of the Board.

3.4.2 Successor Directors

Successor Directors shall serve for two (2) years starting with the first regular meeting after they have been elected. Successor Directors shall be elected by a majority vote of the active members by a secret ballot. Ballot count shall be supervised by the Treasurer and verified by the Member at Large as described further.

3.5 Term of Office

Unless a Director dies, resigns or is removed, he or she shall hold office for two (2) years starting with the first regular meeting. Successor Directors shall be elected by a majority vote of the active members by a secret ballot. Ballot count shall be supervised by the Treasurer and verified by the Member at Large as described in ARTICLE 3.2.5 of these By-Laws.

3.6 Annual Meeting

The annual meeting of the corporation shall be held during the month of February on a date chosen by the Chair or the Board for the purposes of electing Directors and officers and transacting such business as may properly come before the meeting. If the annual meeting is not held on the date designated therefor, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

3.7 Regular Meetings

The quarterly meeting of this organization shall be held on the second Saturday of May, August and November of each year, except if such day be a legal holiday, then and in that event, the Board of Directors by a majority vote shall fix the day but it shall not be more than three weeks from the date fixed by these By-Laws.

3.8 Special Meetings

Special meetings of the Board may be called by or at the written request of any Director. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board meeting called by them.

3.9 Meetings by Telephone or other Electronic Transmission

All regular, special and annual meetings shall be open to the public. All regular, special and annual meetings shall be recorded and made available unedited to all members through the organizational internet website within twenty-four (24) hours of the close of the meeting. A written transcript of all meetings shall be made available no later than seven (7) business days following the close of the meeting.

Members of the Board, Members and the public may participate in a meeting by means of a conference telephone or similar communications equipment by means of

which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

3.10 Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

3.11 Notice of Special Meetings

3.11.1 In Writing

Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation not less than 10 days before the meeting. If notice is delivered via regular mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Neither the business to be transacted at nor the purpose of any special meeting need be specified in the notice of a special meeting.

3.11.2 Personal Communication

Notice may be by personal communication with the Director not less than 10 days before the meeting.

3.11.3 Electronic Transmission

Notices may be provided in an electronic transmission and be electronically transmitted not less than 10 days before the meeting. Notice in an electronic transmission is effective only with respect to those Directors that have consented, in the form of a record, to receive electronically transmitted notices and designated in such consent the address, location or system to which these notices may be electronically transmitted. A Director who has consented to receipt of electronically transmitted notices may revoke the consent by delivering a revocation to the corporation in the form of a record. Furthermore, the consent is automatically revoked if the corporation is unable to electronically transmit two consecutive notices given by the corporation, and this inability becomes known to the person responsible for giving notice. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.

3.11.4 Posting Electronic Notice

Notice may be provided to Directors and Members who have consented to receipt of electronically transmitted notices by posting the notice on an electronic network and delivering to such Directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network not less than 10 days before the meeting. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as provided by this Section 3.11.4.

3.12 Waiver of Notice

3.12.1 Record

Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in the form of a record, including, without limitation, an electronic transmission from the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the

business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

3.12.2 By Attendance

The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.13 Quorum

The presence of not less than 3/5 of the Board of Directors shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for a period of not more than three (3) 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 board members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

3.14 Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

3.15 Presumption of Assent

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.16 Action by Board Without a Meeting

Any action which could be taken at a meeting of the Board may be taken without a meeting if consent in the form of a record, which consent clearly sets forth the action to be taken, is executed by all the Directors. Any such meeting must meet ARTICLE 3.13 Quorum standards of these By-Laws. A complete verbatim record of any such meeting shall be made and a written transcript of any such meeting shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this Section 3.16, record means information inscribed on a tangible medium or contained in an electronic transmission.

3.17 Resignation

Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.18 Removal

One or more Directors (including the entire Board) may be removed from office, with cause, by the affirmative vote of a majority of the active members during any regular or special meeting. Any Director or member may petition the Chair for the removal of any Director. Such petition shall be presented to all active members for a vote at the next regular meeting.

Any Director may be removed from office without consent of a majority of the members or notice thereto if that Director has been found to violate any law of Washington State, the United States or the laws of the residential state of that Director.

3.19 Vacancies

A vacancy in the position of Director may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board. A Director who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.

3.20 Committees

3.20.1 Standing or Temporary Committees

The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of five or more Active Members. No committee shall have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any Director or officer of the corporation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business; (f) authorize the voluntary dissolution of the corporation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the corporation; or (h) amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by a committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it, him or her by law.

3.20.2 Quorum; Manner of Acting

A majority of the number of members composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

3.20.3 Resignation

Any member of any committee may resign at any time by delivering written notice thereof to the President, the Secretary or the chairman of such committee, or by giving oral or written notice at any meeting of such committee. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

3.20.4 Removal of Committee Member

The Board, by resolution adopted by a majority of the Directors in office, may remove from office any member of any committee elected or appointed by it.

3.21 Compensation

The Directors shall receive no compensation for their service as Directors but may receive reimbursement for reasonable expenditures incurred on behalf of the corporation.

3.22 Compensation

By Board resolution, Directors and committee members may be paid their expenses, if any, of attendance at each Board or committee meeting, or a fixed sum for attendance at each Board or committee meeting, or a stated salary as a Director or committee member, or a combination of the foregoing. No such payment shall preclude any Director or committee member from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE 4. OFFICERS

4.1 Number and Qualifications

The officers of the corporation shall be an Executive Director, a Chief Operations Officer a Chief Financial Officer, each of whom shall be elected by the Board. Other officers and assistant officers may be employed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board. Any officer may be assigned by the Board any additional title that the Board deems appropriate. No person shall be employed to more than one office. All officers who are not Directors of the corporation shall be ex-officio members of the Board.

All Officers who are Directors shall have one vote on all non-administrative actions held exclusive to the Board of Directors. Officers who not Directors have rights to vote on all administrative actions not held exclusive to the Board of Directors.

4.2 Term of Office

The officers of the corporation shall be hired by the Board at any meeting of the corporation. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until replaced by the Board.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the Executive Director, the Vice Chairman, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent hired by the Board may be removed by the affirmative vote of a quorum of the Board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 Executive Director

The Executive Director shall supervise and control all of the assets, business and affairs of the corporation. The Executive Director shall preside over meetings of the Board. The Executive Director may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation or are required by law to be otherwise signed or executed by some other officer or in some other manner. In general, the Executive Director shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

4.7 Chief Operations Officer

In the event of the death of the Executive Director or his or her inability to act, the Chief Operations Officer shall perform the duties of the Executive Director, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the Executive Director. The Chief Operations Officer shall oversee, maintain and direct the daily operations of the organization. He shall consult with and report to the Executive Director on the daily and quarterly operations of the organization. He shall oversee, assist and otherwise direct managers, committee leaders and other senior staff. He shall consult and coordinate with the Chief Financial Officer on financial feasibility of all new projects proposed by the Executive Director. The Chief Operations Officer shall perform such other duties as from time to time may be assigned to him or her by the Executive Director or by the Board.

4.8 Legal Compliance Officer

The Legal Compliance Officer shall maintain, submit and complete all legal documents required by all state and federal agencies and regulatory commissions. He shall keep the Executive Director and Board of Directors advised of all legal requirements to retain the status of a 501(c)4 Social Welfare organization and 527 political action committee. He shall hold educational seminars on a regular basis for all officers, board members and employees for state and federal legal compliance.

4.9 Chief Financial Officer

The Chief Financial Officer shall maintain the daily, quarterly and annual financial records of the organization. He or she shall report all financial records to the Executive Director and the Board of Directors. He or she shall coordinate with assist with financial reports with the Treasurer prior to quarterly and annual meetings. He or she shall oversee and assist with documents for legal compliance. The Chief Financial Officer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of a Chief Financial Officer and such other duties as from time to time may be assigned to him or her by the Executive Director or the Board.

ARTICLE 5. SALARIES, WAGES AND OTHER COMPENSATION

The Board of Directors shall hire and fix the compensation of any and all Officers which they in their discretion may determine to be necessary for the conduct of the

business of the organization. Salaries shall be reviewed at all quarterly meetings with respect to available funds and known financial obligations.

All labor laws of Washington State and the Federal government shall be adhered to without exception and regardless of the residential state of employees and executives except as the laws of those states may require stricter labor protections.

The salary of officers shall be no less than Washington State minimum hourly wage and not to exceed the United States annual median household income of the preceding year as determined by the United States Census Bureau. No Officer or employee shall receive bonuses or other compensation above and/or beyond the salary determined by the Board of Directors except reimbursements for expenses incurred as authorized by the Board of Directors.

Salaries shall be based on hourly equivalencies calculated at 2,080 working hours per year. These hours are calculated at 52 weeks at 40 hours per week.

Non-salaried employee wages shall be commensurate to the duties of the position and determined by the authorized human resources officer.

No contract of employment shall be allowed for Officers or employees. No Officer or employee shall be afforded a severance package upon voluntary or involuntary termination of employment.

The Board of Directors with the Officers shall endeavor to obtain other remunerations such as medical, dental, vision and other shared cost benefits as financially feasible for the organization.

ARTICLE 6. EMPLOYEES

Employees are not required to be Active Members. Employees who so choose to be Active Members shall not be required to remit annual dues. Active Member employees shall have all Active Member rights.

ARTICLE 7. ADVISORY BOARD

The Board of Directors may appoint an Advisory Board of two or more persons to provide advice and assistance to the Board. Members of the Advisory Board may be invited to meetings of the Board, but shall not be entitled to vote or exercise other powers of a director or officer of the corporation; provided, however, to the extent permitted by law, members of the Advisory Board shall be entitled to the same limitations on liability and rights to indemnification as directors of the corporation. The Board of Directors may determine by separate resolution the operational rules which shall govern the Advisory Board. Advisory Board members may be removed at any time, with or without cause, by the Board.

ARTICLE 8. INTERESTS OF DIRECTORS AND OFFICERS

8.1 Compensation

Directors who receive any compensation for services in any capacity, directly or indirectly, from the corporation may not vote on matters pertaining to that Director's compensation.

8.2 Conflict of Interest

Directors and officers shall disclose to the Board any financial interest which the Director or officer directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Director or officer shall abstain from voting on the transaction.

8.3 Review of Certain Transactions

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the corporation, the Board shall establish that the proposed transaction is reasonable when compared with a similarly-situated organization for functionally comparable positions, goods or services rendered.

ARTICLE 9. ADMINISTRATIVE AND FINANCIAL PROVISIONS

9.1 Loans

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

9.2 Loans or Extensions of Credit to Officers and Directors

No loans shall be made and no credit shall be extended by the corporation to its officers or Directors.

9.3 Checks, Drafts, Etc.

All checks, drafts or other 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, or agent or agents, of the corporation and in such manner as is from time to time determined by resolution of the Board.

9.4 Deposits

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

9.5 Books and Records

The corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances, minutes of the proceedings of its Boards and any minutes which may be maintained by committees of the Board; records of the names and post office addresses of its officers and Directors, and such other records as may be necessary or advisable.

9.6 Corporate Seal

If the Board determines that it is advisable, the corporation shall have a corporate seal.

9.7 Accounting Year

Unless a different accounting year is at any time selected by the Board, the accounting year of the corporation shall be the twelve months ending December 31.

9.8 Rules of Procedure

The rules of procedure at meetings of the Board and committees of the Board shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, Newly Revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

ARTICLE 10. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the vote of a majority of the number of Directors and members fixed by or in the manner provided by these Bylaws.