

BYLAWS OF THE EUROPEAN LANGUAGE INDUSTRY ASSOCIATION ELIA

Revised 07/08/08

BYLAWS OF THE EUROPEAN LANGUAGE INDUSTRY ASSOCIATION ELIA.....	1
ARTICLE I MEMBERS.....	3
Section 1. Membership.....	3
Section 2. Classes of Membership.....	3
Section 3. Meetings.....	4
Section 4. Notice of Meetings.....	4
Section 5. Quorum, Adjournments of Meetings.....	4
Section 6. Organization.....	4
Section 7. Voting.....	4
Section 8. Action by Written Ballot.....	4
Section 9. Action by the Members.....	5
Section 10. Special Actions Requiring Vote of Members.....	5
ARTICLE II BOARD OF DIRECTORS	5
Section 1. Powers and Number.....	5
Section 2. Election and Term of Office.....	5
Section 3. Newly Created Directorships and Vacancies.....	5
Section 4. Resignations.....	5
Section 5. Removal.....	6
Section 6. Meetings.....	6
Section 7. Quorum and Voting.....	6
Section 8. Action by the Board.....	6
Section 9. Notice of Meetings.....	6
Section 10. Compensation.....	6
ARTICLE III OFFICERS, EMPLOYEES AND AGENTS	6
Section 1. Number and Qualifications.....	6
Section 2. Election and Term of Office.....	6
Section 3. Employees and Other Agents.....	7
Section 4. Removal.....	7
Section 5. Vacancies.....	7
Section 6. President: Powers and Duties.....	7
Section 7. Vice-President(s): Powers and Duties.....	7
Section 8. Secretary: Powers and Duties.....	7
Section 9. Treasurer: Powers and Duties.....	7
Section 10. Immediate Past-President.....	7
Section 11. Compensation.....	7
ARTICLE IV EXECUTIVE DIRECTOR.....	8
Section 1. Selection and Employment.....	8
Section 2. Immediate Supervision.....	8
ARTICLE V COMMITTEES	8
Section 1. Committees of the Board.....	8
Section 2. Committees of the Association.....	8
Section 3. Nominating Committee.....	8
ARTICLE VI CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS.....	8
Section 1. Checks, Notes and Contracts.....	8
Section 2. Investments.....	9
ARTICLE VII. OFFICE AND BOOKS	9
Section 1. Office.....	9
Section 2. Books.....	9
ARTICLE VIII SEALS, TRADEMARKS AND OTHER INDICIA	9

Section 1.....	9
Section 2.....	9
ARTICLE IX FISCAL YEAR.....	9
ARTICLE X INDEMNIFICATION.....	9
ARTICLE XI PARLIAMENTARY AUTHORITY.....	9
ARTICLE XII DISSOLUTION.....	10
ARTICLE XI AMENDMENTS.....	10

ARTICLE I MEMBERS

Section 1. Membership.

- A. Requirements for Membership. Subject to approval by the Board of Directors, Membership shall be open to all legal entities who are interested in the purposes of The European Language Industry Association (the "Association") and who meet such other criteria for membership, including quality standards and the payment of dues, as the Board of Directors deems appropriate. Any eligible legal entity desiring to become a member of the Association may qualify to do so by signing and filing a written membership application in such form as shall be prescribed by the Board of Directors, and submitting payment for dues. Such application shall be considered by the Board of Directors, and a majority vote thereof in favor of such applicant shall be sufficient to elect the applicant a Member.
- B. Member Representative. Each Member shall inform the Secretary of the Association of the name of the person entitled to represent the Member in activities of the Association. For voting purposes, a Member may only have one authorized representative named at any particular time unless otherwise approved by the Board of Directors.
- C. Transferability of Membership. Membership in the Association may not be transferred by sale, assignment or otherwise.
- D. Termination. A Member may resign its Membership at any time by giving written notice to the Association effective on the date of receipt unless the resignation states otherwise. Except for resignation, membership in the Association may be terminated by a two thirds (2/3) vote of the Board of Directors for the following reasons:
 - 1. non-payment of dues,
 - 2. action injurious to the reputation and standing of the language services industry or the Association,
 - 3. failure to continuously meet the qualifications of the Member's particular class of membership, or
 - 4. other good cause.

Except in the case of termination for nonpayment of dues, termination for cause shall occur only after the Member has been given at least thirty (30) days notice to present to the Board of Directors reasons why membership should not be terminated. In the event that a Member is removed by the Board of Directors, the Member shall have the right to appeal the decision of the Board to the classes of membership entitled to vote. An appealing member shall give notice to the Association of its intent to appeal at least thirty (30) days prior to the next scheduled meeting of the membership. An appealing Member shall have the right to appear before the Members and present its appeal. A vote of the majority of the Members present at such meeting shall be necessary to reinstate an appealing Member.

Section 2. Classes of Membership.

The following classes of membership are established.

- A. Founding Member. A Founding Member shall be one of the 11 initial corporate founding members of the Association as listed in the Minutes of the Organizational Meeting, provided that such Founding Member makes the initial Founding Member dues payment as set forth in Subsection 2 below and otherwise continues to meet all of the membership criteria of a Full Member.
 - 1. Rights and Privileges. Founding Members shall have full voting rights, the right to appoint representatives to serve on committees and as officers and directors of the Association, and such other benefits as may be established by the Board of Directors from time to time for Full Members. Founding members shall also have the right to use a "Founding Member" logo and be recognized as a Founding Member on all the Association's promotional materials and literature.
 - 2. Dues. Dues for Founding Members shall be €350 for the first year and thereafter Founding Members shall pay dues in such amounts as may be established for Full Members from time to time by the Board of Directors.
- B. Full Member. A Full Member shall meet all membership criteria, including quality guidelines, as may be established by the Board of Directors. Full Members must be actively involved in the sale, marketing and provision of language services.
 - 1. Rights and Privileges. Full Members shall have full voting rights, the right to appoint representatives to serve on committees and as officers and directors of the Association, and such other benefits as may be established by the Board of Directors.
 - 2. Dues. Full Members shall pay dues in such amounts as may be established from time to time by the Board of Directors.
- C. Associate Members. Associate Members shall be Members who do not have an active role in providing language services and or who serve as vendors to language service companies and who wish to support the activities and

objectives of the Association. Associate Members may include educational institutions and professional organizations with an interest in the field of translation and/or interpreting.

1. Rights and Privileges. Associate Members shall have no voting privileges but shall have such rights and benefits as may be established from time to time by the Board of Directors.
2. Dues. Associate Members shall pay dues in such amounts as may be established from time to time by the Board of Directors.

Section 3. Meetings.

The annual meeting of the Members (the "Annual Meeting") for the election of the Directors and Officers of the Association shall be held each year at a place, date and hour as may be determined by the Board of Directors, or, if not so fixed, then as may be determined by the President. Special meetings shall be held whenever called by resolution of the Board of Directors, the President, or by a written demand to the Secretary of thirty percent of the Members eligible to vote. The Secretary upon receiving the written demand or resolution shall promptly give notice of such meeting as provided below, or if the Secretary fails to do so within five business days thereafter, any Member signing such demand may give such notice.

Section 4. Notice of Meetings.

Written notice of the place, date and hour of any meeting shall be given to each Member entitled to vote at such meeting by mailing the notice by first class mail, postage prepaid, not less than ten nor more than fifty days before the date of the meeting. Notice shall also be deemed given if by facsimile or internet email to the Member's contact person, read receipt requested. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.

Section 5. Quorum, Adjournments of Meetings.

At all meetings of the Members, a majority of the members, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Members present in person or by proxy may adjourn the meeting. Notice of the new meeting is not required if the time and place for the new meeting are announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 6. Organization.

The President of the Association shall preside at all meetings of the Members or, in the absence of the President, the Vice President shall act. In the absence of both the President and the Vice President(s), an acting presiding officer shall be chosen by the Members present. The Secretary of the Association shall act as Secretary at all meetings of the Members, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 7. Voting.

At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one vote. Voting by proxy shall be subject to such regulations as may be determined by the Board from time to time. Upon demand of any Member, any vote for Directors or upon any question before the meeting shall be by ballot. To be eligible to vote, Members must have full membership status at the time the notice of the meeting is sent. Any one or more Members may participate in a meeting of the Members 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.

Section 8. Action by Written Ballot.

Any action which may be taken at any annual, regular or special meeting of the Members may be taken without a meeting if the Association delivers a written ballot by first-class mail or by e-mail with read receipt requested to every Member entitled to vote on the matter. The written ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action.

Approval of an action by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

All solicitation for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements; shall state the percentage of approvals necessary to approve each matter other than the election of directors; and shall specify the time by which the ballot must be received by the Association in order to be counted.

A written ballot once returned to the Association may not be revoked.

Section 9. Action by the Members.

Except as otherwise provided by these bylaws, any corporate action authorized by a majority of the votes cast at a meeting of Members shall be the act of the Members. Actions may be taken without a meeting on written consent, setting forth the action to be taken, signed by a 2/3 majority of the Members. For purposes of this section, any Member may consent in writing to such action by means of an electronic message (e-mail) delivered via the Internet. The resolution and the written consents thereto by the Members shall be filed with the minutes of the proceedings of the Members.

Section 10. Special Actions Requiring Vote of Members

The following corporate actions may not be taken without approval of the Members:

- A. a majority of the votes cast at a meeting of the Members is required for
 1. any amendment of or change to any substantive provision of the certificate of Incorporation, or
 2. a petition for judicial dissolution;
- B. two-thirds of the votes cast at a meeting of the Members is required for
 1. disposing of all, or substantially all, of the assets of the Association,
 2. approval of a plan of merger,
 3. authorization of a plan of non-judicial dissolution, or
 4. revocation of a voluntary dissolution proceeding.

Provided, however, that the affirmative votes cast in favor of any such action shall be at least equal to the minimum number of votes necessary to constitute a quorum. Blank votes or abstentions shall not be counted in the number of votes cast.

ARTICLE II BOARD OF DIRECTORS

Section 1. Powers and Number.

The property, affairs and activities of the Association shall be managed and controlled and its powers exercised by the Board of Directors. The number of Directors constituting the entire Board shall be as determined by the Board at least 30 days prior to the annual meeting at which such Directors are elected; provided, however, that the maximum number of Directors shall be eleven (11) and the minimum number of Directors shall be seven (7). Each Director shall be at least eighteen (18) years of age.

Section 2. Election and Term of Office.

All Directors shall be elected at large from among designated representatives of Members of the Association with the right to vote and which are in good standing. For the election of the 2009 Directors only, five (5) of the vacancies will be for two-year terms and four (4) will be for one-year terms. All subsequent Director positions shall be for two-year terms; provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected to any number of consecutive terms. Directors shall be elected by a plurality of the votes cast at a Members meeting or by a plurality of votes cast by membership action without a meeting pursuant to the rules for actions by Members as stated in these by-laws. The designated representative of each voting Member in good standing shall be given a number of votes equal to the number of director positions to be filled, and shall cast all or some of such votes for the nominees (but not more than one vote for any single nominee); and the director positions shall be filled by those nominees receiving the highest number of votes. In the event of a tie for the last position to be filled, a run off election shall be conducted among the tied nominees. Nominees from the floor or write-in candidates will be allowed only if a written consent of the individual so nominated or written in is filed with the Secretary before the votes are counted.

Section 3. Newly Created Directorships and Vacancies.

Newly created directorships and vacancies among the Directors for any reason may be filled by vote of a majority of the Directors then in office, regardless of their number, and the Directors so elected shall serve until the next annual meeting of the members.

Section 4. Resignations.

Any Director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Association or its President.

Section 5. Removal.

Any Director can be removed at any time with or without cause by a vote of two thirds of the members voting at a meeting or in a written ballot in which a quorum participates.

Section 6. Meetings.

Meetings of the Board may be held at any place and time as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. The annual meeting of the Board of Directors in each year shall be held immediately following the annual meeting of the Members. Other regular meetings of the Board may be held at the discretion of the Board. Special meetings of the Board shall be held whenever called by a majority of the Board of Directors or the President, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 7. Quorum and Voting.

Unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or by these by-laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is reached.

Section 8. Action by the Board.

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. For purposes of this section, any member of the Board or any committee may consent in writing to such action by means of an electronic message (e-mail) delivered via the Internet. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee 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.

Section 9. Notice of Meetings.

Notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be sent to each Director via mail or courier service, postage prepaid, addressed to him or her at his or her residence or usual place of business or such other address as he or she may have designated in a written request filed with the Secretary or to such director's electronic mail address via the Internet, read receipt requested; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address by electronic mail, facsimile, telegram or cablegram or given personally or by telephone, no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight hours. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. No notice need be given of any adjourned meeting.

Section 10. Compensation.

No Director of the Association is authorized to receive a salary or other compensation for services rendered to the Association unless the same is authorized by a two-thirds majority of the Members.

ARTICLE III OFFICERS, EMPLOYEES AND AGENTS

Section 1. Number and Qualifications.

The Officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, a Deputy Treasurer, and such other officers, if any, including an Immediate Past-President and/or additional Vice Presidents, as the Board of Directors may from time to time appoint. One person may hold more than one office in the Association except that no one person may simultaneously hold the office of both President and Secretary. The Officers shall be Directors of the Association, with the exception of the Secretary who does not necessarily have to be a Director. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 2. Election and Term of Office.

The Officers of the Association shall be elected at the annual meeting of the Board of Directors held immediately following the annual meeting of Members at which the Board has been elected. Each such Officer, whether elected at the annual

meeting or to fill a vacancy or otherwise, shall hold office until the close of the election of Officers at the annual meeting next held after his election or until a successor shall have been elected and shall qualify, or until the death, resignation or removal of such Officer, whichever is earlier.

Section 3. Employees and Other Agents.

The Board of Directors may appoint from time to time such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, as a majority of the Board of Directors may from time to time determine. No such employee or agent need be a Director of the Association. To the full extent allowed by law, the Board of Directors may delegate to any officer or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

Section 4. Removal.

Any officer, employee or agent of the Association may be removed with or without cause by a vote of the majority of the entire Board of Directors.

Section 5. Vacancies.

In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors.

Section 6. President: Powers and Duties.

The President shall preside at all meetings of the Members and of the Board of Directors. The President shall have general supervision of the affairs of the Association, and shall keep the Board of Directors fully informed about the activities of the Association. He or she has the power to sign and execute alone in the name of the Association all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties usually incident to the office of the President of a Not For-Profit Association, and shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 7. Vice-President(s): Powers and Duties.

The Vice President(s) shall have such powers and duties as may be assigned to them by the Board of Directors. In the absence of the President, the Vice President(s), in the order designated by the Board of Directors, shall perform the duties of the President.

Section 8. Secretary: Powers and Duties.

The Secretary shall keep the minutes of the Annual Meeting and all meetings of the Board of Directors in books provided for that purpose. He or she shall be responsible for the giving and serving of all notices of the Association and shall perform all the duties customarily incident of the office of the Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned by the Board of Directors.

Section 9. Treasurer: Powers and Duties.

The Treasurer and Deputy Treasurer shall keep or cause to be kept full and accurate accounts of receipt and disbursements of the Association, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Association in such banks or depositories as the Board of Directors may designate. At the annual meeting of the Board of Directors and whenever else required by the Board of Directors, he or she shall render a statement of the Association's accounts. He or she shall at all reasonable times exhibit the Association's books and accounts to any officer or director of the Association and shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors, and shall when required give such security for the faithful performance of his or her duties as the Board of Directors may determine.

Section 10. Immediate Past-President.

The President, upon expiration of the term of office, shall be designated the Immediate Past-President and may serve as an ex-officio member of the Board of Directors for a period of two years. The Immediate Past-President may advise, consult and assist the other officers and Board members concerning the activities of the Association.

Section 11. Compensation.

Any Officer, employee or agent of the Association is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Association when authorized by a majority of the Board of Directors, and only when so authorized.

ARTICLE IV EXECUTIVE DIRECTOR

Section 1. Selection and Employment.

The Board of Directors may select and employ an Executive Director, who shall be responsible for the general administration of the Association's activities.

Section 2. Immediate Supervision.

The Executive Director shall work under the immediate direction of the Board of Directors. The Executive Director shall attend meetings of the Board of Directors and any meetings of Board Committees and Committees of the Association, as directed by the Board of Directors, but shall not be a member of any of these bodies. The presiding officer of any of these meetings may request the absence of the Executive Director.

ARTICLE V COMMITTEES

Section 1. Committees of the Board.

The Board may, by resolution adopted by a majority of the entire Board, establish and appoint an executive and other standing committees and the chairpersons thereof. Each committee so appointed shall consist of two or more directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

1. the filling of vacancies on the Board or on any committee;
2. the amendment or repeal of the bylaws or the adoption of new by-laws;
3. the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
4. the fixing of compensation of the Directors for serving on the Board or any committee.

Special committees may be appointed by the President with the consent of the Board and shall have only the powers specifically delegated to them by the Board.

Section 2. Committees of the Association.

The Board may create committees of the Association. Committees created by the Board shall be appointed by the President with the consent of the Board of Directors.

Section 3. Nominating Committee.

A Nominating Committee may be appointed by the Board and shall nominate qualified candidates for the Board seats of the term next due or overdue for election. At the Board's discretion, the nominating committee shall also function to present a slate of qualified nominees for election to office. A person may not be nominated without his/her prior consent.

- A. Composition. The Nominating Committee shall be composed of at least five members. No more than three members of the Nominating Committee shall also be serving as a Director or Officer. The President shall act as the chair of the Nominating Committee. No Director who will accept nomination by this committee for the succeeding board term shall serve on the committee. The membership of the Nominating Committee shall be published to the Membership of the Association no later than two months prior to the election of Board members.
- B. Presentation of Slate. At least 90 days prior to the election of Board members the Nominating Committee shall request from the membership recommendations for director nominees, and shall allow members a period of 30 days to submit such recommendations. At the close of such 30 day period and at least 45 days prior to the election of Board members the Nominating Committee shall then present a slate of one or more candidates for each open Director position for the Board. Each nominee will be eligible for election to any of the Board seats to be filled.

ARTICLE VI CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts.

The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Association and shall determine who shall be authorized on the Association's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 2. Investments.

The funds of the Association may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

ARTICLE VII. OFFICE AND BOOKS

Section 1. Office.

The office of the Association shall be located at such place as the Board of Directors may from time to time determine.

Section 2. Books.

There shall be kept at the office of the Association correct books of account of the activities and transactions of the Association including a minute book, which shall contain a copy of the certificate of incorporation, a copy of these bylaws, and all minutes of meetings of the Members and of the Board of Directors.

ARTICLE VIII SEALS, TRADEMARKS AND OTHER INDICIA

Section 1.

The Association shall have the sole right to adopt and control completely the use of its corporate seal and such other seals and logos, trademarks and service marks or other indicia as it may seem suitable and appropriate. The use of the Association's corporate seal shall, in general, be confined to its printing or affixation in connection with duly authorized and official actions of the Board of Directors.

Section 2.

The Board of Directors may approve the use of the other seals or logos by any member company to identify itself as a member of the Association; provided, however, that the seal or logo may be used by members only to indicate their membership in the Association in correspondence, advertising material, publications or similar activities where the use is exclusively and directly related to the conduct of the member's business. The seal or logo may not be used by any member for product identification purposes. Further, the seal or logo may not be used in any way to imply the Association's approval, endorsement or sponsorship of any member's products or services or any political candidate or cause.

ARTICLE IX FISCAL YEAR

The fiscal year of the Association shall be the calendar year unless otherwise determined by the Board of Directors.

ARTICLE X INDEMNIFICATION

The Association shall, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by ORS Ch. 65, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a director or officer of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees; and the Association may, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by ORS Ch. 65 indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was an employee, member or agent of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

ARTICLE XI PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised shall govern member and director meetings except when they are not consistent with these Bylaws.

ARTICLE XII DISSOLUTION

An affirmative vote of two-thirds of the voting membership shall be required to dissolve the Association. Upon dissolution of the Association, the directors shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association to such organization(s) as the Board of Directors shall select.

ARTICLE XI AMENDMENTS

These bylaws may be amended or repealed by the affirmative vote of a majority of the entire Board at any meeting of the Board of Directors, or by the Members of the Association at a meeting duly called for the purpose of altering these by-laws, providing notice of the proposed alteration has been included in the notice of meeting.

ADOPTED this 9th day of July, 2005.