

## CODE OF BY-LAWS

### OF

## INDIANA ASSOCIATION FOR FLOODPLAIN AND STORMWATER MANAGEMENT, INC.

### ARTICLE I

#### Identification, Records, Seal and Fiscal Year

**Section 1.1. Name.** The name of the Corporation is Indiana Association for Floodplain and Stormwater Management, Inc.

**Section 1.2. Place of Keeping Corporate Books and Records.** The Corporation shall keep at its principal office a copy of (a) its Articles of Incorporation and all amendments thereto currently in effect (hereinafter referred to as the "Articles"); (b) its Code of By-Laws and all amendments thereto currently in effect (hereinafter referred to as the "By-Laws"); (c) Resolutions adopted by the Board of Directors (hereinafter referred to as the "Board"); (d) Minutes of all meetings of the Board and records of all actions taken by the Board without a meeting (collectively referred to as "Board Minutes") for the prior three (3) years; (e) all written communications by the Corporation to the Board including the Financial Statements furnished by the Corporation to the Board for the prior three (3) years; (f) a list of the names and business addresses of the current Directors of the Corporation (hereinafter referred to as "Directors") and the current officers of the Corporation (hereinafter referred to as "Officers"); and (g) the most recent Annual Report of the Corporation as filed with the Secretary of State of Indiana. The Corporation shall also keep and maintain at its principal office, or at such other place or places within or without the State of Indiana as may be provided, from time to time, in these By-Laws, (a) Minutes of all meetings of each Committee, and records of all actions taken by each Committee without a meeting; (b) appropriate accounting records of the Corporation; and (c) a record of the Directors in a form that permits preparation of a list of the names and addresses of all the Directors, in alphabetical order. All of the Records of the Corporation described in this Section shall be maintained in written form or in another form capable of conversion into written form within a reasonable time.

**Section 1.3. Seal.** The Board may designate the design and cause the Corporation to obtain and use a corporate seal, but the failure of the Board to designate a seal or the absence of the impression of the corporate seal from any document does not affect in any way the validity or effect of such document.

**Section 1.4. Fiscal Year.** The fiscal year of the Corporation shall end at such time as the Board shall determine. In the event the Board shall not make such a

determination, the fiscal year of the Corporation shall be the fiscal year adopted in the first Federal Income Tax Return of the Corporation.

## **ARTICLE II**

### **Purposes**

The purpose of the Indiana Association for Floodplain and Stormwater Management, Inc. is the following:

1. To promote public awareness of proper floodplain and stormwater management;
2. To promote the professional status of floodplain and stormwater management and secure all benefits resulting therefrom;
3. To promote a liaison between individuals concerned with proper floodplain and stormwater management and to encourage the exchange of ideas;
4. To keep individuals concerned with proper floodplain and stormwater management well informed through educational and professional seminars and to provide a method for dissemination of information, both general and technical;
5. To inform concerned individuals of pending floodplain and stormwater legislation and other related floodplain and stormwater management matters; and
6. To study and support legislation pertinent and necessary to the effective implementation of floodplain and stormwater management matters.

## **ARTICLE III**

### **The Board of Directors**

**Section 3.1. Duties.** The business and affairs of the Corporation shall be managed under the direction of a Board of Directors. The membership of the Board of Directors shall be established by the Articles and along with the Committee Chairmen, shall include the following Directors elected annually, referred to as the Executive Committee:

- a. **Chair.** The Chair shall preside at all meetings of the Corporation and the Board of Directors and shall see that orders and Resolutions of the Board are carried out.
- b. **Vice-Chair.** The Vice-Chair shall act in the place and instead of the Chair in the event of absence, inability or refusal to act, or disqualification due to a conflict of interest. The Vice-Chair shall arrange the location and time for Board meetings and shall organize such meetings and shall exercise and discharge such other duties as may be required by the Board.
- c. **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the membership meetings, shall keep appropriate current records showing the members of the Corporation, together with their addresses, and shall perform such other duties as required by the Board. The Secretary shall prepare and mail Notices twenty-one (21) days prior to the next meeting for all meetings of the Board and general membership. Failure to provide notice of meetings within twenty-one (21) days' advance notice shall not affect the validity of any corporate action.
- d. **Treasurer.** The Treasurer shall have the custody and control of the funds of the Corporation, subject to the action of the Board of Directors, and shall, when requested by the Chair or Board, report the state of the finances of the Corporation at each meeting thereof. The Treasurer shall also perform such other services as the Board may require from time to time. Checks issued by the Treasurer in excess of Two Hundred Fifty Dollars (\$250.00) shall be co-signed by the Chair. The Treasurer and Chair shall be bonded at the discretion of the Board. The Treasurer will be responsible for sending out notices and collecting dues.
- e. **Immediate Past Chair.** The Immediate Past Chair shall act as an advisor to the Board of Directors. The Immediate Past Chair shall discharge such other duties as may be required by the Board.

**Section 3.2. Election, Term of Office and Qualifications.** Directors shall be elected at each Annual Meeting by the Board. Directors shall be elected for a term of one (1) year and shall hold office until their respective successors are elected and qualified. No decrease in the number of Directors at any time provided for by these By-Laws shall have the effect of shortening the term of an incumbent Director.

**Section 3.3. Powers of Directors.** The Board shall exercise all powers of the Corporation, subject to the restrictions imposed by law, the Articles or these By-Laws.

**Section 3.4. Place of Meetings.** All meetings of Directors shall be held at the principal office of the Corporation or at such other place, within or without the State of

Indiana, as may be specified in the respective Notices or Waivers of Notice thereof.

**Section 3.5. Annual Meeting.** The Annual Meeting of the Board for the election of Directors and for the transaction of such other business as may properly come before the meeting, shall be held as scheduled by the Board. The Board shall give at least thirty (30) days' advance notice to the Members by publication in the Corporation's newsletter or by whatever method the Board determines will provide contact with Members. Failure to hold an Annual Meeting at the designated time does not affect the validity of any corporate action.

**Section 3.6. Notice of Meetings.** A written or printed Notice, stating the place, day and hour of the Annual Meeting and, in the case of a special meeting or when otherwise required by any provision of the Act, the Articles or the By-Laws, the purpose or purposes for which the meeting is called, shall be delivered or mailed by the Secretary or by the persons calling the meeting to each Director, at such address as appears on the Records of the Corporation, at least ten (10) and not more than sixty (60) days before the date of the meeting. Notice of any Special Meeting called at the written demand of Directors shall be delivered or mailed within sixty (60) days of the Secretary's receipt of such demand. Each Director who has in the manner provided in Section 3.7 of these By-Laws waived Notice of the Directors' meeting, or who personally attends or participates in a Directors' meeting shall be conclusively presumed to have been given due notice of such meeting.

**Section 3.7. Waiver of Notice.** Notice of any annual or special meeting may be waived in writing by any Director, before or after the date and time of the meeting specified in the Notice thereof, by a written Waiver delivered to the Corporation for inclusion in the Minutes or filing with the corporate records. A Director's attendance at any meeting in person or by telephone shall constitute a waiver of (a) notice of such meeting, unless the Director at the beginning of the meeting, objects to the holding of or the transaction of business at the meeting, and (b) consideration at such meeting of any business that is not within the purpose or purposes described in the meeting Notice, unless the Director objects to considering the matter when it is presented.

**Section 3.8. Regular Board Meetings.** Regular meetings of the Board may be held at stated times or from time to time, and at such place, either within or without the State of Indiana, as the Board may determine, without call and without notice.

**Section 3.9. Special Board Meetings.** Special meetings of the Board may be called at any time or from time to time and shall be called on the written request of at least two (2) Directors, by causing the Secretary or any delegate of the Secretary to give to each Director, either personally or by mail, telephone, telegraph, teletype or other form of wire or wireless communication at least two (2) days' notice of the date, time and place of such meeting. Special meetings shall be held at the principal office or at such other place, within or without the State of Indiana, as shall be specified in the respective Notices or Waivers of Notice thereof. A Director may waive notice of any special meeting of the

Board before or after the date and time stated in the Notice by a written Waiver signed by the Director and filed with the Minutes or corporate records. A Director's attendance at or participation in a special meeting waives any required Notice to the Director of the meeting unless the Director at the beginning of the meeting (or promptly upon the Director's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**Section 3.10. Meeting by Telephone, Etc.** Any or all of the members of the Board or of any Committee designed by the Board may participate in a meeting of the Board or the Committee, or conduct a meeting through the use of, any means of communication by which all persons participating may simultaneously hear each other during the meeting and participation in a meeting using these means constitutes presence in person at the meeting.

**Section 3.11. Quorum.** At all meetings of the Board, at least five (5) Members, including a majority of the Executive Committee, shall be necessary to constitute a quorum for the transaction of any business, except (a) that for the purpose of filling of vacancies of the Board a majority of Directors then in office shall constitute a quorum, and (b) that a lesser number may adjourn the meeting from time to time until a quorum is present. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles or these By-Laws.

**Section 3.12. Voting Required.** The affirmative vote of the majority of the Directors present at the meeting in which a quorum is present shall be required for any act of the Board of Directors except as otherwise set forth in these By-Laws.

**Section 3.13. Action Without Meeting.** Any action required or permitted to be taken at any meeting of the Board or of any Committee hereto may be taken without a meeting if the action is taken by all members of the Board or of such Committee. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each member of the Board reflecting the action taken. Action taken under this Section is effective when the last member of the Board or of the Committee signs a written Consent, unless the Consent specifies a different prior or subsequent effective date.

**Section 3.14. Resignations.** Any Officer or Committee Chair may resign at any time by giving written notice to the Board, the Chair or the Secretary. Such resignation shall take effect on the date of receipt of such Notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 3.15. Removal.** Any elected Officer may be removed from office by majority vote of the Members present at a general membership meeting of the Corporation, called in accordance with Article XI. Any Committee Chair may be removed

from office by direction of the Chair, subject to confirmation by majority vote of the Executive Committee.

**Section 3.16. Vacancies.** Any vacancy occurring in the Board, including a vacancy resulting from an increase in the number of Directors, may be filled by the Board, or if the Directors remaining in office constitute fewer than quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. Each Director so chosen shall hold office until the expiration of the term of the Director, if any, whom he has been chosen to succeed, or, if none, until the expiration of the term designated by the Board for the directorship to which he has been elected, or until his earlier removal, resignation, death or other incapacity.

**Section 3.17. Compensation of Directors.** The Board is empowered and authorized to fix and determine the compensation of Directors for attendance at meetings of the Board and additional compensation for such additional service any of such Directors may perform for the Corporation.

**Section 3.18. Interest of Directors in Contracts.** Any Contract or other transaction between the Corporation and (a) any Director, or (b) any corporation, unincorporated Corporation, business trust, estate, partnership, trust, joint venture, individual or other legal entity (hereinafter referred to as "Legal Entity") (1) in which any Director has a material financial interest or is a general partner, or (2) of which any Director is a director, officer or trustee (collectively referred to as "Conflict Transaction"), shall be valid for all purposes, if the material facts of the Conflict Transaction and the Director's interest were disclosed or known to the Board, a Committee with authority to act thereon, or the Directors entitled to vote thereon, and the Board, such Committee, or such Directors authorized, approved or ratified the Conflict Transaction. A Conflict Transaction is authorized, approval or ratified by such Directors, if it receives the vote of a majority of the Board, in which vote of any Director who, or of any Legal Entity that has an interest in the Conflict Transaction may be counted.

This Section shall not be construed to require authorization, ratification or approval by the Directors of any Conflict Transaction, or to invalidate any Conflict Transaction that would otherwise be valid under the common and statutory law applicable thereto.

**Section 3.19. Multiple Offices.** No person shall simultaneously hold more than one (1) elected office.

## **ARTICLE IV**

### **Change of Address and Other Offices**

**Section 4.1. Change of Address.** The Board of Directors may change the principal office from one location to another within the State of Indiana by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these By-Laws:

\_\_\_\_\_ Dated: \_\_\_\_\_, 19\_\_\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_, 19\_\_\_\_

\_\_\_\_\_ Dated: \_\_\_\_\_, 19\_\_\_\_

**Section 4.2. Other Offices.** The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

## ARTICLE V

### Committees of the Board of Directors

**Section 5.1. Creation of Committees.** For the purpose of conducting business in an orderly and timely manner, the following standing Committees are hereby established: Stormwater Management Committee, Floodplain Management Committee, Legislative Committee, Newsletter Committee, Awards Committee and Annual Conference Committee. The Chair may establish or abolish other Committees as needed, subject to approval of the Executive Committee. Committee Chairs of the other Committees shall have the same rights and duties as members of the Board of Directors as the chairs of the standing Committees.

**Section 5.2. Duties of Committee Chairs.** The duties of each Committee Chair shall include the duties listed below, which may be amended by majority vote of the Board or Committee:

- (a) **STORMWATER MANAGEMENT COMMITTEE CHAIR:** Appointed by the Chair, the Chair of the Stormwater Management Committee oversees Committee's work on the urban, as well as rural, stormwater management issues including, but not limited to, the following:
- Conducting a stormwater survey to identify a list of common urban, as well as rural, flooding problems and making recommendations;
  - Developing a user-friendly model stormwater control ordinance for adoption by various communities;
  - Conducting an "ad" campaign to get more communities to adopt stormwater control ordinances/regulations;
  - Establishing and maintaining a library of literature related to stormwater management; and
  - Other stormwater-related topics that may be taken up by the Committee.
- (b) **FLOODPLAIN MANAGEMENT COMMITTEE CHAIR:** Appointed by the Chair, the Chair of the Floodplain Management Committee oversees Committee's work on the floodplain management issues including, but not limited to, the following:
- Reviewing current floodplain regulations and their effects on floodplain management, assisting in the update of State and Federal floodplain codes;
  - Developing or assisting the State to develop/update the State's Model Floodplain Ordinance so that the final product is more user-friendly.
  - Developing educational material, reports or working documents to



help communities and others with Federal and State requirements regarding FEMA map revisions/amendments, as well as procedures for requesting floodplain information;

- Facilitating the exchange of information and education of members and interested others regarding flood insurance program requirements, study criteria, map production and other technical floodplain management issues;
- Reviewing current floodplain mapping of the State and identifying areas of concerns and issues;
- Developing programs for helping communities with their CRS Applications;
- Establishing and maintaining a Statewide database and library of literature related to floodplain management;
- Assisting in the establishment of a framework for development of floodproofing/retrofitting initiatives suitable for use at the local level of Government;
- Working with SEMA and IDNR in the development of a State Mitigation Strategy;
- Identifying sources of assistance for mitigation projects;
- Developing research and assistance programs for better understanding of Lake Michigan Coastal issues;
- Other floodplain-related topics that may be taken up by the Committee.

(c) **LEGISLATIVE COMMITTEE CHAIR:** Appointed by the Chair, the Chair of the Legislative Committee oversees the Committee's work on the legislative issues including, but not limited to, the following:

- Reviewing for Association all new proposed State legislation that would affect floodplain and stormwater management;
- Serving as a liaison or contact point for the Corporation with the Indiana State Legislature;
- Developing and proposing new floodplain/stormwater-related Legislation, as needed.

- (d) **NEWSLETTER COMMITTEE CHAIR:** Appointed by the Chair, the Chair of the Newsletter Committee would oversee Committee's work on the development and publication of a corporate newsletter. The newsletter may be published monthly, bi-monthly or quarterly. In addition to floodplain/stormwater-related articles, the newsletter is expected to cover all meetings and workshops, sponsor article competitions and serve as a public relations tool.
- (e) **AWARDS COMMITTEE CHAIR:** Appointed by the Chair, the Chair of the Awards Committee would oversee Committee's work on sponsoring programs to find best projects, best articles, most improved community, etc. Committee will establish a voting panel, nature and amount of awards and procedures for presenting the awards.
- (f) **CONFERENCE COMMITTEE CHAIR:** Appointed by the Chair, the Chair of the Conference Committee would oversee Committee's work on the development of an Annual Conference for the Corporation, as well as developing other mini-conferences, twilight seminars and workshops. The Committee would also be responsible for establishment and development of floodplain and stormwater management professional training sessions and continuing education programs for members.

**Section 5.3. Power of the Committees.** To the extent specified by the Board, each Committee may exercise the authority of the Board. A Committee may not, however (a) authorize distributions; (b) approve or propose to Directors action that the Act requires to be approved by the Directors; (c) fill vacancies on the Board or any of its Committees; (d) except to the extent permitted by Subsection (g) of this Section 5.3, amend the Articles; (e) adopt, amend or repeal these By-Laws; (f) approve a plan of merger not requiring Director approval; or (g) authorize or approve the issuance or sale or a contract for sale of Corporation, except the Board may authorize a Committee (or an Executive Officer designated by the Board) to take the action described in this Subsection (g) within limits prescribed by the Board.

**Section 5.4. Meetings; Procedure; Quorum.** Sections 3.5 through 3.13 of these By-Laws dealing with meetings, action without a meeting, Notice and Waiver of Notice and Quorum and Voting Requirements of the Board apply to the Committees and their members as well.

## **ARTICLE VI**

### **Executive Office**

The Board of Directors may establish an Executive Office by hiring staff, by contracting staff or by agreement with an agency or organization. The duties of the Executive Office staff shall be as assigned by the Board.

## **ARTICLE VII**

### **Negotiable Instruments, Deeds, Contracts and Limitation of Liability**

**Section 7.1. Execution of Negotiable Instruments.** All checks, drafts, bills of exchange and orders for the payment of money by the Corporation shall, unless otherwise directed by the Board, or unless otherwise required by law, be signed by any two of the Directors, the Chair, any Vice-Chair, the Secretary or the Treasurer. The Board may, however, authorize any one or more of such Officers to sign checks, drafts, bills of exchange and orders for the payment of money by the Corporation singularly and without necessity of countersignature and the Board may designate any other employee or members of the Corporation who may, in the name of the Corporation, execute checks, drafts, bills of exchange and orders for the payment of money by the Corporation or on its behalf.

**Section 7.2. Execution of Deeds, Contracts, Etc.** All deeds, notes, bonds and mortgages made by the Corporation and all other written contracts and agreements, other than those executed in the ordinary course of corporate business, to which the Corporation shall be a party shall be executed in its name by the Chair, a Vice-Chair or by any other Director so authorized by the Board, acting by resolution, and the Secretary, when necessary or required, shall attest the execution thereof.

**Section 7.3. Ordinary Contracts and Agreements.** All written contracts and agreements into which the Corporation enters in the ordinary course of business operations shall be executed by any Director or by any other employee or member of the Corporation designated by the Chair or Board to execute such contracts and agreements.

**Section 7.4. Limitation of Liability.** The following provisions apply with respect to liability on the part of a Director, a member of any Committee or of another Committee appointed by the Board (an "appointed Committee"), member, employee or agent of the Corporation (collectively "Corporate Persons" and individually a "Corporate Person") for any loss or damage suffered on account of any action taken or omitted to be taken by a Corporate Person:

- (a) **General Limitation.** No Corporate Person shall be liable for any loss or damage if, in taking or omitting to take any action causing such loss or damage, either (1) such Corporate Person acted (a) in good faith, (b) with the care an ordinarily prudent person in a like position would have exercised under similar circumstances, and (c) in a manner such Corporate Person reasonably believed was in the best interests of the Corporation, or (2) such Corporate Person's breach of or failure to act in accordance with the standards of conduct set forth above (the "Standards of Conduct") did not constitute willful misconduct or recklessness.
  
- (b) **Reliance on Corporate Records and Other Information.** Any Corporate Person shall be fully protected and shall be deemed to have complied with the Standards of Conduct, in relying in good faith, with respect to any information contained therein, upon (1) the Corporation's records, or (2) information, opinions, report or statements (including financial statement and other financial data) prepared or presented by (a) one or more other Corporate Persons whom such Corporate Person reasonably believes to be competent in the matters presented, (b) legal counsel, public accountant or other persons as to matters that such Corporate Person reasonably believe are within such person's professional or expert competence, (c) Committee or an appointed Committee, of which such Corporate Person is not a member, if such Corporate Person reasonably believes such Committee or Appointed Committee merits confidence, or (d) the Board, if such Corporate Person is not a Director and reasonably believe that the Board merits confidence.

## **ARTICLE VIII**

### **Disallowed Compensation Expenses**

Any payments made to a Director of the Corporation to compensate him for services rendered which shall be disallowed in whole or in part as a deductible expense for Federal income tax purposes shall be reimbursed to the Corporation by such person to the full extent of such disallowance, together with interest thereon at the rate then in effect for interest on Federal income tax deficiencies from the date of payment to the date of reimbursement, within sixty (60) days of notice to such person by the Board of Directors. Such notice shall be promptly given upon a determination, as defined in Section 1313(a) of the Internal Revenue Code of 1986 (as now in effect and hereafter amended), that such payment shall be disallowed in whole or in part as a deductible expense for Federal income tax purposes. It shall be the duty of the Board of Directors to enforce payment by such person of each such amount disallowed. In lieu of payment by such person, subject to the approval of the Board, proportionate amounts may be withheld from such person's future compensation payments until the full amount owed to the Corporation has been recovered. Reimbursement of such disallowed expenses shall constitute a condition of election to any office or directorship of the Corporation.

## **ARTICLE IX**

### **Amendments**

**Section 9.1. Amendment of By-Laws.** At any meeting of the Board of Directors where a quorum is present, the Board, by two-thirds vote, may amend the By-Laws in conformity with the Constitution, provided that written notice of such shall have been made to each Board member at least 21 days prior to the meeting at which action thereon is to be taken. The By-Laws may be amended by a majority vote of the members present at any Corporation meeting with at least 35 voting members or one-third of the membership present.

**Section 9.2. Constructions and Terms.** If there is any conflict between the provisions of these By-Laws and the Articles of Incorporation of this Corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions or portions of these By-Laws be held unenforceable or invalid for any reason, the remaining provisions and portions of these By-Laws shall be unaffected by such holding. All references in these By-Laws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of

Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter or other founding document of this Corporation filed with an office of this State and used to establish the legal existence of this Corporation.

## **ARTICLE X**

### **Membership**

The membership of the Corporation shall be as hereinafter set forth.

1. A person becomes an individual voting member upon payment of dues and enrollment on the list of active members of the Corporation.
2. The annual dues of the Corporation shall be Twenty Dollars (\$20.00) per person. Dues are payable on or before January 1 of each year provided that any member joining after August 15 shall pay Twenty Dollars (\$20.00) for the remainder of that year.
3. Any member delinquent in payment of dues after the annual conference of each year shall be dropped from membership.
4. The Executive Office is responsible for sending out notices and collecting dues and will be assisted in this responsibility by the members of a Membership Committee if the Board elects to appoint a Membership Committee.
5. The Board of Directors may establish categories of non-voting membership and establish different dues for them.

## **ARTICLE XI**

### **Meetings of the General Membership**

**Section 11.1. Annual Meeting.** The annual meeting of the general membership of the Corporation shall be held in accordance with the Articles in conjunction with the Spring/Fall Conference of the Corporation. Members shall elect the officers for the Corporation, may establish policy by resolution, may amend the By-Laws, may consider and revise proposed amendments to the Articles and may conduct other business and activities. The

annual meeting shall be held at such time, date and place as may be designated by the Board of Directors. Ballots for Officers and for any amendments to the Articles or by-Laws shall be made available at the annual meeting.

**Section 11.2. Special Meetings.** All business and activities that may be conducted at the annual meeting, except for election of the Officers, may be conducted at special meetings of the general membership. Special meetings of the Corporation may be called at any time by a majority of the Board of Directors.

**Section 11.3. Notice of Meetings.** Written notice of each general membership meeting of the Corporation shall be given by mailing a copy of such notice at least 21 days before such meeting to each member, addressed to the member's address last appearing on the books of the Corporation or supplied by such members to the Corporation for the purpose of such notice. Such notices shall specify the place, day and hour of the meeting noticed, and, in the case of a special meeting, the purpose of the meeting.

**ADOPTION OF BY-LAWS**

We, the undersigned, are all of the initial Directors of Incorporators of this Corporation and we consent to, and hereby do, adopt the foregoing By-Laws, consisting of fourteen (14) preceding pages, as the By-Laws of this Corporation.

Dated: \_\_\_\_\_

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_____	_____
_____	_____
_____	_____