

BYLAWS
OF
THE HAWAII CHAPTER OF
THE WILDLIFE SOCIETY

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BYLAWS
OF
THE HAWAII CHAPTER OF
THE WILDLIFE SOCIETY

ARTICLE I

PURPOSE

The purpose of the Hawaii Chapter of The Wildlife Society will be to advance the mission and goals of The Wildlife Society in Hawaii.

ARTICLE II

OFFICES

Section 2.01. Principal Office. The street and mailing address of the chapter's initial principal office will be 1151 Punchbowl Street, Room 325, Honolulu, Hawaii 96813.

Section 2.02. Other Offices. In addition to its principal office, the chapter may maintain offices in such other place or places within or without the State of Hawaii as may be from time to time designated by the Board of Directors.

ARTICLE III

MEMBERS

Section 3.01. Classes of Membership; Voting Rights. The chapter will have one class of membership. Members will have the right to vote, as set forth below.

Section 3.02. Members. A member of the chapter will be any member of The Wildlife Society who lives in, works in, or who otherwise has a professional interest in furthering the purposes of The Wildlife Society in Hawaii, and who applies to the Board of Directors for and is admitted by the Board of Directors as a member of the chapter.

Section 3.03. Dues and Assessments. Each member will pay to the chapter annual dues and periodic assessments in an amount and manner to be determined by the Board of Directors.

Section 3.04. Application for Membership. Application for membership will be in writing in such form as the Board of Directors from time to time prescribes. An applicant will become a member upon approval of its application by the Board of Directors. Applications for membership will be accepted or rejected by the Board of Directors upon its review of each applicant's qualifications.

Section 3.05. Resignation. Any member may terminate membership by submitting a written statement to the Secretary of the chapter evidencing a desire to terminate membership.

Section 3.06. Disciplinary Action. The Board of Directors may suspend or expel a member from the chapter, or otherwise discipline a member, when, in its discretion, it determines that such suspension or expulsion is in the best interest of the chapter.

ARTICLE IV

MEMBERS' MEETINGS

Section 4.01. Annual Meeting. Unless dispensed with by unanimous written consent of the members in accordance with law and with Section 4.05 of these Bylaws, the annual meeting of the members will be held at such place and at such time within three months after the close of the chapter's fiscal year as the President will designate, or, if the President fails to designate a place and date, then the annual meeting for that year will be held at such place and on such date as will be fixed by the Board of Directors. At the annual meeting the members will elect the directors to hold office until the next annual meeting and thereafter until their successors are duly elected and qualified and, subject to any requirements of law or of these Bylaws with respect to notice, may transact any other business that may be brought before the meeting and take any other corporate action.

Section 4.02. Special Meetings. Special meetings of the members will be called by the Secretary upon written request of the President, the Board of Directors or not less than one-tenth (1/10th) of all the members entitled to vote at the meeting. At any special meeting such business will be brought before the members and may be transacted as will have been specified in the notice of such meeting. Special meetings of members will be held at such place and at such times as will be fixed by the Board of Directors, provided that a special meeting will be held within a reasonable time after the filing of a valid request for a special meeting with the Secretary and in any case not more than sixty days after such filing.

Section 4.03. Quorum and Voting. Two members entitled to vote, represented in person or by proxy, at any properly called and noticed meeting will constitute a quorum for the transaction of business at any meeting of the members. If a quorum is present, the affirmative vote of the majority of the

members represented at the meeting and entitled to vote on the subject matter will be the act of the members and will be valid and binding upon the chapter, except as otherwise specifically provided by law or these Bylaws. Each member entitled to vote at any meeting of the members will be entitled to one vote in person or by proxy.

Section 4.04. Notice of Meetings. Written notice specifying the place, day and hour of each members' meeting, whether annual or special, and if a special meeting the purpose or purposes for which the meeting is called, will be delivered not less than ten nor more than fifty days before the date of the meeting, either personally, by mail or by electronic mail, to each member of record entitled to vote at such meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears on the membership records of the chapter, with postage thereon prepaid. If sent by electronic mail, such notice will be deemed to be delivered when sent addressed to the member at the member's e-mail address as it appears on the membership records of the chapter. If notice is given as aforesaid, non-receipt of such notice by any member will not invalidate any business done at any meeting, either annual or special, at which a quorum is present. The presence of any member at any meeting will constitute a waiver of the requirement of giving of notice of said meeting to such member, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any member may, prior to, at the meeting, or subsequent thereto, waive notice of any meeting in writing signed by such member or a duly authorized attorney-in-fact thereof.

Section 4.05. Action Without Meeting. Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent will have the same effect as a unanimous vote of the members.

Section 4.06. Voting Record. The Secretary, or such other officer or agent of the chapter having charge of the membership records of the chapter, will make a complete record of the members entitled to vote at any members' meeting, whether annual or special, or any adjournment thereof. Such record will be arranged in alphabetical order, with the address of each member, and will be produced and kept open at the time and place of the meeting and will be subject to the inspection of any member during the whole time of the meeting for the purposes thereof. Failure to comply with the requirements of this Section will not affect the validity of any action taken at such meeting.

Section 4.07. Proxies. At any meeting of the members, a member may vote in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. Such proxy must be filed with the Secretary of the chapter before or at the time of the meeting. No proxy will be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE V

DIRECTORS

Section 5.01. Number and Qualifications. Subject to any limitations set forth in statutory provisions, the number of directors will be fixed each year and the directors will be elected by the members at their annual meeting, or in case of failure to act at said meeting, at a special meeting held thereafter, or by written consent in accordance with Section 5.08 of these Bylaws in lieu of such meeting, provided that the number of directors may be increased, subject to the foregoing limitations, and the additional directors may be elected by the members at any special meeting. Each director will hold office until the next annual meeting and thereafter until the successor of such director is duly elected or appointed and qualified, subject, however, to removal by the members.

Section 5.02. Quorum. Two directors at any properly called and noticed meeting will constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of the majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors.

Section 5.03. Vacancies. In the case of any vacancy or vacancies in the Board of Directors, the remaining directors, although less than a quorum, may fill the same by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy will be elected for the unexpired term of such director's predecessor in office. The determination by the Board of Directors, as shown in the minutes, of the fact of any vacancy will be conclusive as to all persons and the chapter. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next election of directors by the members.

Section 5.04. Regular Meetings. The Board of Directors will hold a meeting immediately following the annual meeting of the members. No notice of such meeting need be given. Other regular meetings of the Board of Directors may be held at such times as the business of the chapter will require according to resolutions of the Board of Directors. No notice of regular meetings of the Board of Directors will be required.

Section 5.05. Special Meetings. Special meetings of the Board of Directors may be called by resolutions of the Board of Directors or upon the call of the President or any director. Such special meetings will be held at such place and at such time as will be fixed by the person or one of the persons so authorized and calling such special meeting.

Section 5.06. Notice. Notice of the time and place of any meeting of the Board of Directors for which notice is required will be given to each director by the Secretary or by the person or one of the persons calling the meeting, not less than forty-eight hours before the date set for the meeting, by advising each director by telephone, by word of mouth, by electronic mail, or by leaving written notice

of such meeting with each director or at the residence or usual place of business of each director, or by sending written notice of such meeting by first-class mail, postage prepaid, not less than five nor more than fifteen days before the meeting, to each director at such director's last known address as it appears on the records of the chapter. Non-receipt of any such notice will not invalidate any business done at any meeting at which a quorum is present. The presence of any director at any meeting will constitute a waiver of the requirement of giving of notice of said meeting to such director, 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. Any director or directors, whether attending a meeting or not, may, prior to, at the meeting, or subsequent thereto, waive notice of the meeting by written waiver signed by such director or directors.

Section 5.07. Telephone Meetings. Subject to the notice requirements in Section 5.06 of these Bylaws, members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board of Directors or of such 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 will constitute presence in person at a meeting.

Section 5.08. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee designated thereby may be taken without a meeting if all the directors or all of the members of the committee, as the case may be, sign a written consent setting forth the action taken or to be taken at any time before or after the intended effective date of such action. Such consent will be filed with the minutes of the Board of Directors or committee, as the case may be, and will have the same effect as a unanimous vote.

Section 5.09. Removal of Directors and Filling of Vacancies. At a meeting of members called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of a majority of the members then entitled to vote at an election of directors. The members of the chapter may, at any special meeting called for that purpose, increase or decrease the number of directors and fill any vacancies which may then exist in the Board of Directors, whether caused by resignations, removals or otherwise, including temporary vacancies. No decrease in the number of directors will have the effect of shortening the term of any incumbent director.

Section 5.10. Powers of Directors. Subject to any limitations provided by law or set forth in these Bylaws, the Board of Directors will have full power to control and direct the business and affairs of the chapter and to exercise all the powers and perform all the acts which the chapter may legally exercise and perform.

Section 5.11. Presumption of Assent. A director present at a meeting of the Board of Directors at which action on any corporate matter is taken will be presumed to have assented to the action taken unless such director's dissent will be entered in the minutes of the meeting or unless such director will file a written dissent to such action with the secretary of the meeting before the adjournment thereof or will

forward such dissent by registered mail to the Secretary of the chapter immediately after the adjournment of the meeting. Such right to dissent will not apply to a director who voted in favor of such action.

Section 5.12. Executive and Other Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in such resolution, will have and may exercise all the authority of the Board of Directors, except as limited by law or these Bylaws.

ARTICLE VI

OFFICERS

Section 6.01. Generally. The officers of the chapter will consist of a President, one or more Vice Presidents, a Treasurer and a Secretary and, at the discretion of the Board of Directors, a Chairman of the Board. Any two or more offices may be held by the same person; provided, however, that the chapter will have two or more individuals as officers. The officers will be appointed annually by the Board of Directors at its first meeting after the annual or special meeting of the members at which the Board of Directors is elected and will hold office until the next annual meeting and thereafter until their successors are duly appointed and qualified, subject, however, to removal by the Board of Directors. The number of Vice Presidents may be changed from time to time by the Board of Directors at any meeting or meetings thereof and, if increased at any time, the additional Vice President or Vice Presidents will be appointed by the Board of Directors. There may also be one or more Assistant Vice Presidents, Assistant Treasurers, Assistant Secretaries, and other subordinate officers who will be appointed by the Board of Directors and the number thereof will be determined from time to time by the Board of Directors.

Section 6.02. Vacancies. Vacancies which may occur in any office will be filled by appointment by the Board of Directors for the remainder of the term of such office. In case of the absence from the State of Hawaii or the temporary disability of any officer, the Board of Directors may appoint a temporary officer to serve during such absence or disability.

Section 6.03. Removals. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the chapter will be served thereby, but such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent will not of itself create such contract rights.

Section 6.04. Chairman of the Board. The Chairman will preside at all meetings of the members and of the Board of Directors at which the Chairman is present, and will perform such other duties and have such other powers as the Board of Directors may prescribe.

Section 6.05. President. The President will preside at all meetings of the members and of the Board of Directors at which the Chairman is absent. Subject to the control of the Board of Directors, the President will have general charge and care of the business and property of the chapter, will appoint and discharge employees and agents of the chapter and determine their compensation, will vote the stock of other companies which is owned by the chapter and will do and perform such additional duties as may be prescribed by the Board of Directors. When authorized by the Board of Directors to do so, the President may delegate to one of the Vice Presidents the whole or any part of the general management and care of the business and property of the chapter, including the employment and discharge of agents and employees.

Section 6.06. Vice Presidents. It will be the duty of the Vice Presidents to assume and perform the duties of the President in the absence or disability of the President or whenever the office of President is vacant. Each Vice President will do and perform such additional duties as may be prescribed by the Board of Directors.

Section 6.07. Treasurer. The Treasurer shall oversee the financial and accounting matters of the chapter, including custody of all money, valuable papers and documents of the chapter, which shall be kept for safekeeping in such depositories as may be designated by the Board of Directors, and the Treasurer shall see that the funds of the chapter are expended as directed by the Board of Directors. The Treasurer will cause to be kept a book or books setting forth a true record of the receipts and expenditures, assets and liabilities, losses and gains of the chapter and will, when and as required by the Board of Directors, render a statement of the financial condition of the chapter. If required to do so by the Board of Directors, the Treasurer will give a bond in such amount and with such surety as may be prescribed by the Board of Directors for the faithful discharge of the duties of the office. The Treasurer will also do and perform such additional duties as may be prescribed by the Board of Directors. In the absence or disability of the Treasurer, the duties of the office will be performed by the Secretary or by an Assistant Treasurer.

Section 6.08. Secretary. The Secretary will be ex officio secretary of the Board of Directors, will give or cause to be given all required notices of meetings of the members and the Board of Directors, will record the proceedings of meetings of the members and the Board of Directors in a book or books to be kept for that purpose, and will perform such other duties as may be assigned from time to time by the Board of Directors and by the President. The Secretary will have custody of the seal of the chapter. In the absence or disability of the Secretary, the duties of the office will be performed by the Treasurer or by an Assistant Secretary.

Section 6.09. Subordinate Officers. The powers and duties of any subordinate officers will be as prescribed by the Board of Directors.

ARTICLE VII

EXECUTION OF INSTRUMENTS

Section 7.01. Instruments in General. All checks, drafts, dividend warrants, and other orders for the payment of money, notes, bonds, acceptances, contracts, deeds, leases, mortgages, agreements of sale, bills of lading, and all other instruments except as otherwise provided in these Bylaws, will be signed by such person or persons as will be provided by general or special resolution of the Board of Directors. In the absence of any such general or special resolution applicable to any instrument, such instrument will be signed by the President or any other two officers of the chapter.

Section 7.02. Facsimile Signatures. The Board of Directors may provide for the execution of checks and other written instruments by the printed, lithographed or engraved facsimile signature or signatures of the person or persons authorized by the Board of Directors to sign such instruments.

Section 7.03. Seal. Any officer or subordinate officer of the chapter, and any other person authorized to do so by the Board of Directors, may affix the seal of the chapter to any instrument and may attest the same.

ARTICLE VIII

INDEMNITY

Section 8.01. Proceedings Generally. The chapter will indemnify each person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the chapter) by reason of the fact that the person is or was a director or officer of the chapter, or is or was serving at the request of the chapter as a director or officer of another chapter, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, amounts paid in settlement, and other amounts actually and reasonably incurred by the person in connection with the proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the chapter, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, will not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the chapter, or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 8.02. Actions By or In The Right of The Chapter. The chapter will indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the chapter to procure a judgment in its favor by reason of the fact that the

person is or was a director or officer of the chapter, or is or was serving at the request of the chapter as a director or officer of another chapter, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the chapter; except that no indemnification will be made in respect of any claim, issue or matter as to which the person will have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the chapter unless and only to the extent that the court in which such action or suit was brought will determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

Section 8.03. Success On Merits. To the extent that a director or officer of the chapter or a person serving at the request of the chapter as a director or officer of another chapter, partnership, joint venture, trust or other enterprise, has been successful on the merits or otherwise in defense of any proceeding referred to in Sections 8.01 or 8.02 of this Article, or in defending any claim, issue or matter therein, the person will be indemnified by the chapter against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection therewith.

Section 8.04. Determination of Propriety. An indemnification under Sections 8.01 or 8.02 of this Article will be made by the chapter only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because such person has met the applicable standard of conduct set forth in said Sections 8.01 or 8.02. The determination will be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the proceeding, or (2) if such a quorum is not obtainable, by independent legal counsel in a written opinion to the chapter, or (3) by the members, or (4) by the court in which the proceeding is or was pending upon application made by the chapter or the person seeking indemnification or the attorney or other person rendering services in connection with the defense, whether or not such application is opposed by the chapter.

Section 8.05. Advance Payment. Expenses incurred in defending any proceeding may be paid by the chapter in advance of the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it will ultimately be determined that the person is entitled to be indemnified by the chapter as authorized in this Article.

Section 8.06. Indemnification Not Exclusive. The indemnification provided by this Article will not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office, and will continue as to a person who has ceased to be a director or officer and will inure to the benefit of the heirs, executors and administrators of such person.

Section 8.07. Insurance. The chapter may purchase and maintain insurance on behalf of any person who is or was a director or officer of the chapter, or is or was serving at the request of the chapter as a director or officer of another chapter, partnership, joint venture, trust or other enterprise, against any liability asserted against or incurred by the person in any such capacity or arising out of the person's status as such, whether or not the chapter would have the power to indemnify the person against such liability under this Article. Any such insurance may be procured from any insurance company designated by the Board of Directors, including any insurance company in which the chapter has an equity or other interest, through stock ownership or otherwise.

Section 8.08. Not Applicable To Fiduciaries. This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity, though the person may also be a director or officer of the employer chapter. Nothing contained in this Article will limit any right to indemnification to which a trustee, investment manager, or other fiduciary may be entitled to by contract or otherwise.

Section 8.09. Purpose and Interpretation. The purpose of this Article is to provide directors and officers of the chapter the fullest indemnification permitted under the law against claims, actions, suits or proceedings against them by reason of their service as directors or officers of the chapter. This Article should be interpreted in a manner that gives effect to this purpose.

ARTICLE IX

DIRECTOR CONFLICTS OF INTEREST

No contract or other transaction between this chapter and one or more of its directors or any other chapter, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, will be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because the vote or votes of such director or directors are counted for such purpose, if (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorized, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or (b) the fact of such relationship of interest is disclosed or known to the members entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable to this chapter. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

Neither any director or officer of the chapter, being so interested in any contract, transaction or act of the chapter which is not void or voidable pursuant to this Article, nor any other

chapter, firm, association, or entity in which such director or officer is a director or officer or is financially interested will be liable or accountable to the chapter, or to any members thereof, for any loss incurred by the chapter pursuant to or by reason of such contract, transaction or act, or for any gain received by any such other party pursuant thereto or by reason thereof.

ARTICLE X

GENERAL PROVISIONS

Section 10.01. Adjournment. Whenever at any meeting provided for in these Bylaws less than a quorum is present or represented, such meeting may thereupon be adjourned without notice from time to time by a majority vote of those present or represented until a quorum is present or represented. Any meeting at which a quorum is present or represented may be adjourned in the same manner for such time as may be fixed by a majority vote at such meeting. Whenever a quorum is present at any adjourned meeting, any business may be transacted which could have been done at the meeting originally called.

Section 10.02. Chapter Seal. The chapter may have a seal in such form as will be determined by the Board of Directors.

Section 10.03. Fiscal Year. The fiscal year of the chapter will be as determined from time to time by the Board of Directors.

Section 10.04. Loans Prohibited. No loans will be made by the chapter to its directors or officers. Any director or officer who assents to or participates in the making of such a loan will be liable to the chapter for the amount of the loan until it is repaid. For the purposes of this section, any director who votes against the making of such a loan will be deemed not to have assented to or participated in the making of the loan.

Section 10.05. Nonprofit; Shares of Stock and Dividends Prohibited; Compensation; Distribution. The chapter is nonprofit in nature and will not authorize or issue shares of stock. No dividend will be paid and no part of the income or profit of the chapter will be distributed to its members, directors or officers. The chapter may pay compensation in a reasonable amount to its members, directors or officers for services rendered, and the chapter may confer benefits upon its members in conformity with its purposes, and no such payment, benefit or distribution will be deemed to be a dividend or a distribution of income or profit.

Section 10.06. Charitable. Notwithstanding any other provision of these Articles, the chapter is organized and will be operated exclusively for charitable, scientific, literary, religious or educational purposes. The chapter will not carry on any activities not permitted to be carried on by a chapter exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code of 1986, as

amended, or by a chapter contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1986, as amended. Accordingly: (1) no part of the income of the chapter will inure to the benefit of any member, trustee, director, or officer of the chapter or any private individual (except that reasonable compensation may be paid for services rendered to or for the chapter affecting one or more of its purposes), and no member, trustee, or officer of the chapter or any private individual will be entitled to share in distribution of any of the corporate assets on dissolution of the chapter; (2) no substantial part of the activities of the chapter will be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by § 501(h) of the Internal Revenue Code of 1986, as amended), and the chapter will not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office; (3) In the event of dissolution, all of the remaining assets and property of the chapter will be distributed, after payment of necessary expenses thereof, to another organization or organizations exempt under § 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to the federal government, or state or local government for public purpose; and (4) in any taxable year in which the chapter is a private foundation as described in § 509(a) of the Internal Revenue Code of 1986, as amended, the chapter will distribute its income for said period at such time and manner as not to subject it to tax under § 4942 of the Code, and the chapter will not (a) engage in any act of self-dealing as defined in § 4941(d) of the Code; (b) retain any excess business holdings as defined in § 4943(c) of the Code; (c) make any investments in such manner as to subject the chapter to tax under § 4944 of the Code; or (d) make any taxable expenditures as defined in § 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI

AMENDMENTS

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the members of the Board of Directors of the chapter, subject to repeal or change by action of the members.

CERTIFICATION

The undersigned Secretary of the Chapter does hereby certify that the foregoing is a true, correct and complete copy of the Bylaws of the chapter as adopted by the Board of Directors as of this _____ day of _____, _____.
