

# GDHCC

GREATER DALLAS HISPANIC CHAMBER OF COMMERCE

## BYLAWS

Amended as of June 10, 2008

(ARTICLE V OFFICERS AND DIRECTORS / Section 3 / TERMS)

### ARTICLE I

**Section 1: NAME:** This organization shall be known hereafter as the GREATER DALLAS HISPANIC CHAMBER OF COMMERCE (the "Hispanic Chamber"). This organization is incorporated under the laws of the State of Texas, as a nonprofit corporation, and is recognized by the INTERNAL REVENUE SERVICE as a Section 501 (C) (6) organization for the purposes of federal tax exemption.

**Section 2: MISSION STATEMENT:** In order to develop, promote and protect Hispanic business in the Greater Dallas area and to support the advancement, education and economic growth of the Hispanic community in general, the mission of the Hispanic Chamber shall be to serve as a business resource, a forum, and advocate for Hispanic business issues and a united voice for the Hispanic business community.

**Section 3: AREA:** The area of service of the Hispanic Chamber shall be the metropolitan area in and around the City of Dallas, as determined by the Board of Directors.

**Section 4: LIMITATION OF METHODS:** The Hispanic Chamber shall be nonprofit, nonpartisan and nonsectarian, and shall take no part in or lend its influence or facilities, either directly or indirectly, to the nomination or election of any candidate for city, county, state, or federal office. No member or employee shall represent the Hispanic Chamber or make public statements on behalf of the Hispanic Chamber except with the prior approval of the Executive Committee and/or the Board of Directors, or as otherwise authorized herein.

### ARTICLE II

#### MEMBERSHIP AND VOTING

**Section 1: ELIGIBILITY:** Any reputable person, association, corporation, partnership, or estate having any interest in the objectives of the organization shall be eligible to apply for Membership.

**Section 2: APPROVAL:** Applications for Membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The Membership Committee shall review all applications and submit them to the Board of Directors with its recommendations. Approval of prospective Members shall

be by the Board of Directors at any meeting thereof. Any applicant so approved shall become a Member upon payment of the regularly scheduled dues as provided in Section 3 of Article II.

**Section 3: DUES:** Membership dues shall be at such a rate or rates, schedule or formula as may be from time to time prescribed by the Board of Directors.

**Section 4: TERMINATION:**

- A.] Any Member may be expelled by the Board of Directors by a two-thirds vote of a duly constituted quorum at a regularly scheduled meeting thereof, for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.
- B.] Any Officer, Director or Member may be expelled by a two-thirds vote of the entire Board of Directors at a regularly scheduled meeting thereof, for conduct unbecoming a Member, or for conduct which is prejudicial to the aims or reputation of the Hispanic Chamber.
- C.] Any Officer, Director or Member so expelled must be notified by certified mail to the address on the membership roster of the chamber. Any members so expelled will be given an opportunity to appeal such dismissal at a Board of Directors meeting and the Board shall provide the member a hearing to deliberate such an appeal as follows:
  - 1. Such appeal must be in writing and sent to the Chairperson of the board within thirty (30) days of the date of the "Notice of Expulsion". Such an appeal notice shall be mailed by Certified Mail to the current Hispanic Chamber address.
- D.] After the expelled Officer, Director or Member has tendered a timely appeal to the Chairperson, the Board of Directors shall schedule a hearing within thirty (30) days after notice has been given to the Chairperson.

**Section 5: CLASSES OF MEMBERSHIP AND QUALIFICATION:**

- A.] Members of the Hispanic Chamber shall be one of three (3) classes, consisting of (1) Active Members, (2) Honorary Members and (3) Associate Members. The Board of Directors shall adopt resolutions from time to time defining the terms upon which Members of all classes shall continue to be "Members in Good Standing." The failure or refusal of Members of any class to comply with such terms shall cause the Board of Directors to revoke the rights and privileges of Membership from such Members.
- B.] **ACTIVE MEMBERS:** Any reputable person, association, corporation, partnership or estate interested in the advancement of the purposes of the Hispanic Chamber, as defined in the mission Statement in Section 2, of Article I of these Bylaws, shall be eligible for Active Membership, but only individuals shall exercise the rights of Active Membership. The rights, privileges and responsibilities of Active Membership, shall be equal for all Members of this class. Individuals shall become active Members upon approval of his/her application, as provided in Section 2 herein above. Each, association, corporation, partnership or estate approved for Membership, as provided in Section 2 hereinabove, shall designate an individual to exercise its rights, privileges and responsibilities of Active Membership. An authorized official of such organization shall make such designation in writing. Said written designation shall be submitted to the President or his designee

on or before the October election meeting of the Hispanic Chamber to utilize all privileges and responsibilities of Active membership. A corporation approved for Membership may designate in writing, additional individuals to exercise the rights, privileges and responsibilities of Active Membership; provided however, corporation may so designate more than five (5) individuals as its representatives regardless of its total contributions to the Hispanic Chamber in excess of the dues for five (5) individual Active Members. In the event an Active Member rescinds its designation of any individual representative in writing to the Hispanic Chamber, such representative shall relinquish the rights, privileges and responsibilities of Active Membership derived from his/her designation as a representative of such organization. Dues for all classes of Membership shall be in accordance with Chamber policy.

**C.] HONORARY MEMBERS:** Individuals who shall have distinguished themselves in public service shall be eligible for Honorary Membership as determined by the Board of Directors. All Honorary members shall be exempt from the payment of dues and shall exercise the rights and privileges.

**D.] ASSOCIATE MEMBERS:** These are Members who shall have no voting rights, who have not paid any membership dues and who will not receive any business referral opportunities from the Chamber. Associate Members will be carried on the Chamber's database/roster and shall have the classification of Associate Member. Associate Members shall receive information from the Chamber on a monthly basis through either email or fax. The Chamber in recruiting active members will use the Associates Members database as the prime recruitment list. The Associate Members database will be updated on a yearly basis.

#### **Section 6: VOTING RIGHTS:**

**A.]** Individual Active Members in Good Standing shall have one vote in all matters requiring a vote of the Membership. Each representative designated by an association, corporation, partnership or estate to exercise its rights as an Active Member in Good Standing shall have one vote. No individual shall have more than one vote even though an individual may be personally qualified to be an Active Member and also serve as a representative of a member, association, corporation, partnership or estate.

**Section 7: PROXY VOTING:** No proxy of any active Member shall be recognized in any matter requiring a vote of the Membership. Personal attendance is required for the vote of any such Member to be cast.

### **ARTICLE III MEETINGS**

**Section 1: REGULAR MEMBERSHIP MEETINGS:** Regular Board of Directors meetings shall be held once a month, at a time and place fixed by the Hispanic Chamber Board of Directors. Regular General Membership meetings shall be held at least nine times per year at a time and place fixed by the Hispanic Chamber Board of Directors.

**Section 2: ANNUAL MEETING:** The annual meeting of the Hispanic Chamber shall be held in conjunction with the regular October Membership meeting. The time and place shall be fixed by the Board of Directors and notice thereof mailed or faxed to each Member at least ten (10) days before said meeting.

**Section 3: ADDITIONAL MEETINGS**

**A.]** Special meetings of the Hispanic Chamber shall be called by the Chairperson or upon petition in writing by any thirty (30) Members in Good Standing or by any three (3) Members of the Board. Written Notice of a special meeting (including purpose of the meeting) shall be mailed to each Member at least five (5) days prior to such meetings.

**B.]** Board Meetings shall be called by the Chairperson upon written request of three (3) Members of the Board. Written notice (including purpose of the meeting) shall be given to each Director at least five (5) days prior to said meeting unless written notice is waived by two-thirds of the Board.

**C.]** Committee meetings may be called at any time, by the Chairperson or by the committee Chairperson. Unless there is a compelling reason, committee meetings should be held at the GDHCC offices to permit effective staff attendance

**Section 4: QUORUMS:** A majority of the members of the Board shall constitute a quorum of the Board of Directors at its meetings. At least three percent (3%) of the Members in Good Standing shall constitute a quorum at Membership meetings. In committee meetings, a majority of committee members shall constitute a quorum.

**Section 5: ABSENCES:** Members of the Board shall be automatically dismissed upon the attainment of three (3) consecutive absences at regular board meetings, or any four (4) absences at meetings of the Board of Directors, during the twelve (12) month period prior to said meeting.

**A.]** An absence by an Officer or Board Member may be excused for an event or activity in which GDHCC presence is required if the board of Directors approves the absence.”

**B.]** No board action is required to give effect to such dismissal.

**C.]** The Chairperson of the Board in shall automatically issue the notice of said dismissal in writing, to the member’s current address on the membership roster.

**D.]** A written appeal is available from an absence dismissal at the board meeting wherein the dismissal will be acknowledged for the record.

**E.]** Any board member may be excused from personal attendance at board meetings if the member participates by telephone. Participation by telephone must not exceed 25% of the meetings. Members participating by telephone shall have the same rights including the right to vote as though they were personally present.

**Section 6: OPEN MEETINGS:** All meetings of the Hispanic Chamber shall be open to all members of the Hispanic Chamber unless the matter to be discussed pertains to personnel matters, pending litigation or any matter that can be discussed in executive session by public bodies, (i.e. contract negotiations, etc.)

## **ARTICLE IV ELECTION OF OFFICERS AND DIRECTORS**

**Section 1: NOMINATIONS COMMITTEE:** The Nominations Committee shall be composed of the Immediate Past Chairperson, who shall chair the Nominating Committee, the Chairperson, the Chairperson-Elect, two (2) members of the current Board of Directors elected by the board and two (2) members in good standing also elected by the board. Two-thirds (2/3) of the nominations committee constitutes a quorum. In June, the nominating committee chair shall be provided a list of guidelines and criteria deemed appropriate by the Board of Directors to assist it in reviewing the qualifications and abilities of nominees for the Board of Directors and Officers of said board. The nominating committee shall be selected and formed at the regular July Board of Directors meeting, at the same time the nominations qualifications and criteria will be approved. No member serving on the nominating committee may submit their name for consideration for an elected position on the board.

**Section 2: OFFICERS AND DIRECTORS:** The Officers will be elected by the current Board of Directors. The Board of Directors will be elected by the general membership. Those board members elected, as officers whose term is up for renewal, said board term will automatically renew for two (2) years. Each candidate must be a member in good standing and must agree to the responsibilities of a Director. There shall be no more than one representative of any member company as Director or Officer of the Board at any time; furthermore, no immediate family members may serve as a Director or Officer of the Board concurrently. All Officers nominated shall be selected from the current Board of Directors.

### **NOMINATIONS PROCESS:**

- Board of Director's members must submit their candidacy for an Officer position by August 2<sup>nd</sup> to the Chair of the Nominations Committee of GDHCC. A resume outlining their qualifications and reason for running must be submitted with the application. The resumes must be distributed at the August Board of Director's meeting.
- By August 5<sup>th</sup>, GDHCC shall notify the entire membership in writing of the:
  - List of Board applicants for officer positions
  - Slate of active Directors (still in Term),
  - Number of vacated Director Positions due to term or resignation and request nominations to fill these slots using attached criteria.
- All Director Nominations from the membership, for the vacated positions, are subject to the same qualifications and criteria set by the Board of Directors in the July board meeting and must be received at the GDHCC office August 31<sup>st</sup>.
- The Nominations Committee shall review the qualifications of the candidates for the vacated Director and Officer's positions and report its recommended slate of Officers and Directors to the board at the regular September Board meeting.

- The Board will vote on the slate of nominees submitted by the Nominations Committee may be approved or rejected in whole or in part by the Board of Directors at the September Board meeting; however, if two or more candidates are running for an Officer position, the Board of Directors shall exercise the right to vote for the candidate which will fill that position, taking into consideration the Nominations Committee recommendation.
- Additional Director nominations will not be accepted at the annual membership meeting in October, during which board of Directors are ratified.

### **Section 3:**

**Ratification:** At the September Membership meeting, the Chairman of the board will present the:

- Newly elected Officers,
- Active Directors still in Term, and the
- Slate of Director Nominees for the vacated positions that were recommended by the Board of Directors at the September board of Directors meeting. The membership may add a nominee from the floor.

At the October membership meeting, the Chairman of the Board will present the:

- Newly elected Officers,
- Active Directors still in Term, and
- Slate of Director Nominees for the vacated positions that were recommended by the Board of Directors.
- Chairman will call for a vote on above.

### **Section 4: VOTING:**

**A.] VOICE VOTE:** If no other Member is nominated at the September Membership meeting in the manner herein before provided, the names of candidates submitted by the Nominating Committee, and no other, shall be voted on by voice vote, and they shall be elected as directors.

**B.] WRITTEN BALLOT:** If there are additional nominations made in the manner herein above provided, the names of those selected by the Nominating Committee shall be listed first on the ballot, under the heading "Recommended by Nominating Committee". All Members nominated by the Membership in the manner herein above provided shall then be listed on the ballot.

**C.] ELIGIBILITY TO VOTE:** Individual Members in Good Standing and similarly, authorized representatives (as determined by the parliamentarian) of Member, associations, corporations, partnership or estate shall have one (1) vote. In the event of a tie, an additional vote shall be taken, and if such a vote results in another tie, the Chairperson of the meeting shall draw lots to determine the successful candidate. Proxy votes will not be allowed for any purpose.

**Section 5: INSTALLATION OF OFFICERS AND DIRECTORS:** The new Board of Directors shall take office on January 1, following their election. The installation ceremony for the new Board of Directors, shall take place as determined by the Board.

## **ARTICLE V OFFICERS AND DIRECTORS**

**Section 1: EXECUTIVE COMMITTEE:** The Executive Committee shall be composed of the Chairperson, Chairperson-Elect, Vice Chairperson, Secretary, Treasurer and Immediate Past Chairperson. In addition, the Chair of the Corporate Advisory Council shall serve as the member-At-Large on the Executive Committee of the Board of Directors. The Chair of the Corporate Advisory Council must be recommended by a majority of the corporate Advisory Council and appointed by the Chair with the consent of the Board of Directors. The Executive Committee meetings are open to the membership

**Section 2: COMPOSITION OF THE BOARD:** The Board of Directors shall be composed of minimum of fourteen (14) Members and a maximum of nineteen (19) Members, including the Chairperson, Chairperson-Elect, Vice Chairperson, Secretary, Treasurer and Immediate Past Chairperson. The Board of Directors should be comprised of a majority of entrepreneurs at any given time. An entrepreneur is defined as an individual who has full or part ownership of a minority owned business and takes an active role in the management of said business.

“The Chairperson of the Board of Directors shall nominate one Past Chairperson from the pool of Past Chairpersons to serve as the Past Chairperson Liaison, subject to Board approval, provided that the Past Chairperson is a Member in Good Standing and has been at least five (5) years removed from Chairmanship. The term of the office for the Past Chair shall coincide with the term of the office of the Chairman of the Board. The Past Chair serves as an advisor to the Chairman of the Board and shall enjoy the rights and privileges of other Board members, except as provided in herein, during his or her term of office. The Past Chair shall also serve as Chair of the Past Chair Advisory Committee and the nominee must be ratified by the board (Ad-Hoc).” This appointment must not exceed the maximum of 19 members of the Board of Directors including the appointed Past Chair.

**Section 3: TERMS:** Officers shall be elected at the September Board of Directors Meeting. Incoming Directors shall be elected at the October Membership Meeting. Officers and Directors will assume their respective offices on January 1<sup>st</sup> following their election. Directors shall serve for a term of two (2) years. For Directors appointed to fulfill a partial term of greater than 12 months, the time served will constitute a two (2) year term. For those appointed to fulfill a partial term of less than 12 months, the time served will not count towards their two (2) year terms. All officers shall take office the first day of the new calendar year and serve for a term of one (1) year or until successors assume the duties of the office. The Chair of the Board, Chairperson-Elect, and Immediate Past Chairperson will be limited to a one year term unless two-thirds of a quorum of the Board of Directors elects to extend their term for one additional year at the June regular meeting of the Board of Directors. If elected for an additional year, the Chair, Chairperson-Elect, and Immediate Past Chairperson shall not serve more than two (2) consecutive terms (to commence in the year 2008). If an officer is unable to fulfill his term, the Executive Committee will recommend an alternate(s) and the Board of Directors will vote within 60 days of the vacancy. The newly appointed officer shall be eligible to run for a subsequent one (1) year term.

**Section 4: LIMITATION:** An individual can serve as a Director of the Board for no more than four (4) consecutive years with the only exception being that individual who is elected Chairperson-Elect in their third (3) or fourth (4) year as Director. This individual shall complete his or her term as Chairperson and Past-Chairperson, therefore serving a maximum of ten (10) consecutive years. Further, in order to avoid the possibility of a Director serving beyond the ten (10) year maximum, Directors are limited to serving a maximum of two (2) Executive Committee officer positions, not to include the positions of Chair and Immediate Past Chair.

**Section 5: VACANCIES:** A vacancy in the office of the Chairperson of the Board shall be filled by the Chairperson Elect, and he/she shall serve out the remainder of the unexpired term and automatically, thereafter, assume his/her regular term as Chairperson of the Board. Appointments to other vacancies among Officers or Directors shall be made by the Chairperson with the approval of the Board of Directors within sixty (60) days of said vacancy. Persons appointed to fill vacancies shall serve for the remainder of the unexpired term only.

## **ARTICLE VI DUTIES OF THE BOARD**

### **Section 1: OFFICERS**

**A.] THE CHAIRPERSON:** The Chairperson shall preside at all meetings of the Membership, Board of Directors and Executive Committee. The Chairperson shall determine all committees, and select all chairpersons from the Board of Directors. The Chairperson with the approval of the board may also select the committee chairperson from the general membership who is a member in good standing. The Chairperson shall assist in the selection of committee Members, assist the Committee in determining their activities, and appoint representatives of the Chamber to various organizations. The Chairperson may appoint a parliamentarian and a historian for the Chamber.

**B.] THE CHAIRPERSON ELECT:** The Chairperson-Elect shall exercise the powers, authority, and duties of the Chairperson in the absence of the Chairperson. The duties of the Chairperson-Elect shall be assigned by the Chairperson and/or the Board of Directors. The Chairperson-Elect will automatically assume the Chairpersonship in the succeeding year after his/her election to the office of the Chairperson Elect. At the October meeting the Chairperson Elect shall appoint a special Committee to oversee and plan the installation of Officers for the succeeding year.

**C.] THE VICE-CHAIRPERSON:** The Vice Chairperson shall exercise the powers, authority, and duties of the Chairperson in the absence of the Chairperson and the Chairperson Elect. The duties of the Vice Chairperson shall be such, as the title by general usage would indicate, as well as those that may be assigned by the chairperson and or the Board of Directors.

**D.] SECRETARY:** The duties of Secretary shall be to take and maintain the minutes of the Board of Directors, Executive Committee, and of the Annual Membership Meetings. In addition, the secretary sends notices and maintains board attendance records and performs duties assigned by the Chairperson.

**E.] TREASURER:** The duties of the Treasurer shall be to prepare the annual budget for the approval of the Board of Directors, to safeguard all funds received by the Chamber, and to account for such funds in accordance with Article IX of these Bylaws. The Treasurer shall ensure a monthly financial report is made to the Board of Directors.

**F.] IMMEDIATE PAST CHAIRPERSON:** The Immediate Past Chairperson shall serve as an advisor to the Board and exercise full voting rights under the terms and conditions set forth by the Board of Directors.

**G.] PARLIMENTARIAN:** The duties of a Parliamentarian shall be to render decisions or rulings based upon Robert's Rules of Order. The Chairperson at the first meeting of the Board of Directors shall appoint the Parliamentarian, after the Chairperson has been installed. In the absence of the Parliamentarian at any meeting of the Board of Directors, the Chairperson may designate a member who is not an Officer or Director to serve as a substitute Parliamentarian for said meeting.

**Section 2: DIRECTORS:** The Board of Directors of the Chamber shall have the general management and control of the business and affairs of the Hispanic Chamber and shall exercise all the power that may be exercised or performed by the Hispanic Chamber under the statutes of the State of Texas, the Articles of Incorporation and these Bylaws.

**Section 3: EMPLOYMENT:** The Board of Directors may employ a President of the Hispanic Chamber and fix the salary and other considerations of employment. A two-thirds (2/3) vote of the entire Board of Directors is necessary to discharge the President.

## **ARTICLE VII COMMITTEES**

**Section 1: PERMANENT STANDING COMMITTEES:** The following shall be designated as permanent standing committees of the Hispanic Chamber:

- |  |                              |
|--|------------------------------|
| <b>01.] BUSINESS DEVELOPMENT</b>       | <b>06.] LEGISLATIVE</b>      |
| <b>02.] CORPORATE ADVISORY COUNCIL</b> | <b>07.] MEMBERSHIP</b>       |
| <b>03.] EDUCATION</b>                  | <b>08.] PERSONNEL</b>        |
| <b>04.] FINANCE</b>                    | <b>09.] PUBLIC RELATIONS</b> |
| <b>05.] INTERNATIONAL</b>              | <b>10.] TECHNOLOGY</b>       |

**Section 2: EXECUTIVE COMMITTEE:** The Executive Committee shall exercise all the authority of the Board of Directors and the management of the Hispanic Chamber between meetings of the Board.

### **Section 3: Business Development Committee:**

- 1) Business to Government Commerce Committee (B2G); This subcommittee of the Business Development Committee shall exercise purview over development of Business opportunities with government.
- 2) Business to Business Commerce Committee (B2B); This subcommittee of the Business Development Committee shall exercise purview over the development of business opportunities with other businesses.
- 3) Business to Consumer Commerce Committee (B2C); This subcommittee of the Business Development Committee shall exercise purview over the development of business with the Hispanic consumer market.

The chairs of these sub-committees shall serve as members of the Business Development Committee. The Chairman of the Board shall appoint each Sub-committee Chair. A sub-committee Chair shall be a member of the Chamber in good standing for a minimum of one-year.

### **Section 4: CORPORATE ADVISORY COUNCIL COMMITTEE**

The Corporate Advisory Council shall be comprised of one representative from each Corporate Partner in good standing. Duties of the Corporate Advisory council shall be as follows:

- a. Aide in the recruitment of new Corporate Partners
- b. Aide in the orientation of new Corporate Partners to insure new partners understand their role, and the various programs of the Chamber.
- c. Advise the Chairman and the Board on matters pertaining to the upward mobility of Hispanics in corporate Dallas
- d. Advise the Chairman and the Board on matters related to the long-term financial strength and vitality of GDHCC.

## **ARTICLE VIII MANAGEMENT**

**Section 1: PRESIDENT:** The duties of the President shall be to serve as advisor to/and work with the Chairperson, Executive Committee, and Board of Directors. The President shall develop and maintain a written operations and policy manual approved by the Board of Directors. The President shall hire/fire, supervise and evaluate the Chamber staff.

**Section 2: EVALUATION:** The President shall be evaluated on on a semi-annual basis with the evaluation compiled by the Personnel Committee and presented for approval to the Board of Directors for any action to be taken.

## **ARTICLE IX FINANCE**

**Section 1: FISCAL YEAR:** The Fiscal Year shall commence on January 1st, and close on December 31, of each year.

**Section 2: FUNDS:** All money paid to the Hispanic Chamber shall be placed in a general operating fund except for money received for special projects or events. Funds unused from the current year's budget will be placed in a reserve account to be used at the discretion of the Board of Directors.

**Section 3: BUDGET:** Prior to January 1<sup>st</sup>, of each year the Executive Committee, the Treasurer and Treasurer-Elect and staff members shall prepare a proposed budget for the succeeding Fiscal Year. The proposed budget shall be presented to the Board of Directors for consideration and approval at the January Board meeting.

**Section 4: DISBURSEMENTS:** Upon approval of the budget, the President is authorized to make only those disbursements included in the budget approved by the Board of Directors. No other expenditures shall be made without the prior approval by the Board of Directors or the Executive Committee. Disbursements over \$2,500 shall be made by checks with at least two (2) signatures. Only the Treasurer, Chairperson, and the President may be authorized to sign said checks.

**Section 5: AUDITS:** An annual review of the accounts of the Hispanic Chamber shall be performed by an independent accountant selected by the Board of Directors. The GDHCC shall have a complete full audit every other year beginning in 2002 and a review every other year beginning in 2003 to be performed by an independent accountant selected by the Board of Directors. The review and/or audit shall be available to members within the offices of the GDHCC.

## **ARTICLE X PARLIAMENTARY AUTHORITY OR EXECUTIVE-COMMITTEE**

**Section 1: PROCEDURE:** The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure, when such rules are not inconsistent with these Bylaws.

## **ARTICLE XI REVISIONS**

**Section 1: PROPOSED AMENDMENT:** All proposed amendments shall first receive the approval of a two-thirds majority of the Board of Directors. Such proposed amendment shall be plainly stated in writing and must be given not less than ten (10) days prior to the meeting at which they are considered.

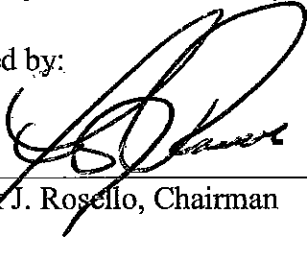
**Section 2: NOTICE:** Notice of meetings at which proposed amendments, approved by the Board of Directors, are to be considered, must be given in writing to the Membership not less than ten (10) days prior to the meetings.

**Section 3: APPROVAL:** The Bylaws or any provision hereof, may be amended, modified, deleted, or repealed, or new Bylaws may be adopted, at any regular General Membership meeting or at a special meeting called for this purpose by a majority vote of the Members in Good Standing, present and voting. At least five percent (5%) of the voting Membership must be present and voting.

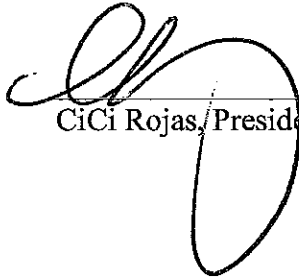
**ARTICLE XII**

These bylaws have been approved and ratified by the Board of Directors and general membership on this 25th day of October of the year 2007 at the Annual general Membership meeting.

Signed by:



Frank J. Rosello, Chairman



CiCi Rojas, President



Ken Tarango, Secretary