

**BY-LAWS
OF
PROFESSIONAL RECYCLERS OF PENNSYLVANIA**

ARTICLE I - PURPOSE AND MISSION

Professional Recyclers of Pennsylvania's ("The Corporation's") mission and purpose is to operate a nonprofit nonpartisan statewide association of recycling professionals dedicated to promoting and enhancing the recycling, organics management, and waste reduction programs in Pennsylvania.

The purpose of the Corporation is to (A) develop the skills and resources of its members by enhancing recycling, organics management, and reduction programs (B) to promote the common interests of those engaged in those programs in Pennsylvania, (C) educate the public and private sectors, institutions and media about the appropriate role of those programs, (D) facilitate communication and informative exchange among professions in the public sector, private sector and various levels of government, (E) establish and promote standards for those programs, (F) consider and express opinion on solid waste, recycling, organics management, and waste reduction issues and, (G) provide comment on proposed rules, regulations, and legislation.

Notwithstanding any other provision of these By-Laws the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization to which contributions are deductible under Section 170 (c)(2) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

In no event shall the Corporation be authorized to pursue any purpose or undertake any activity which is not authorized by an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

ARTICLE II - MEMBERSHIP

Section 1. Definition of Membership. The Members of the Corporation are those persons having membership rights in accordance with the provisions of these By-Laws.

Section 2. Class of Members. The Corporation shall determine such classes of membership as appropriately determined through a fund raising plan or other strategic planning documents; including both public and nonpublic members.

Section 3. Qualification of Members. Each person admitted to membership for any year shall:

- (a) have paid in full when due all annual dues imposed by the Board of Directors; and
- (b) have been accepted for membership by the Board of Directors upon application in form and substance determined by the Board of Directors.

Notwithstanding the foregoing, the Board may in its discretion bestow honorary non-voting membership on such persons as it deems appropriate and in the best interest of the Corporation.

Section 4. Members' Dues. The annual dues payable to the Corporation by Members will be in the amount or amounts determined from time to time by vote or any strategic Planning Documents of the Board of Directors. The Board may, but shall not be required to, establish different dues for the Regular, Associate and honorary or any other category or class of membership. The initial annual dues for each Member shall be payable and submitted in full with the application for membership. Future annual dues shall be payable on the anniversary date on which the Member became a Member of PROP or such other date as the Board shall determine.

Section 5. Place of Members' Meetings. Meetings of Members will be held at the registered office of this Corporation in the Commonwealth of Pennsylvania or at such other place within the Commonwealth as the Board of Directors may designate.

Section 6. Annual Members' Meetings. The annual meeting of the Members will be held annually each year at a date and time as determined by the Board of Directors.

Section 7. Special Meetings of Members. Special meetings of the Members may be called by:

- (a) a majority of the Board of Directors.
- (b) upon request by 10% of the members.

Section 8. Notice of Members' Meetings. Written or printed notice, stating the place, day, and hour of the meeting must be delivered not less than thirty (30) nor more than sixty (60) days before the date of any regular or annual Members' meeting, and not less than fifteen (15) days for any special meeting of Members, either personally, by first class mail, or by telegram by or at the direction of the President, the Secretary, or the officers or other persons or members calling the meeting, to each Member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears in the records of the Corporation, with postage prepaid.

Section 9. Voting Rights of Members. Members of the Corporation who hold voting privileges will be entitled to one vote on each matter submitted to a vote of members. Such privilege shall be determined through the membership structure in effect. The Directors of the Corporation shall be elected by the Members.

Section 10. Voting by Mail. Upon review and recommendation by the Executive Committee, the officers shall notify the Board of Directors of the need for a mail vote or the Board of Directors collectively may determine such need. Whenever, in the judgment of the Board of Directors, any questions shall arise which it believes should be put to a vote of the membership and when it deems it inexpedient to call a special meeting for such purpose, the Board may, unless otherwise required by these bylaws, submit such a matter to the membership in writing by mail for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail within fifteen (15) days after such submission to the membership provided that in each case votes of at least 25% of the members shall be received. Any and all action taken pursuant to a majority mail vote in each such case shall be binding upon the Corporation in the same manner as would be action taken at a duly called meeting of the Corporation's Members.

Section 11. Quorum of Members. For purposes of conducting business at a meeting, a quorum shall consist of the lesser of forty-five (45) eligible voting members in good standing or fifty-one (51%).

Section 12. Dissenting Votes. Any dissenting opinion(s) may be submitted to the Secretary for inclusion in the record.

Section 13. Determination of Members of Record.

- (a) Fixing Record Date. The Board of Directors may fix a time, not more than seventy (70) days prior to the date of any meeting of the Members or any adjournment thereof, as a record date for the determination of the Members entitled to notice of, or to vote at, such meeting. In such case, only Members of record on the date so fixed shall be entitled to vote notwithstanding any change in membership on the books of the Corporation after the record date. The Board of Directors may similarly fix a record date for the determination of Members of record for any other purpose.

- (b) Determination When No Record Date Fixed. If no record date is fixed:

- (1) The record date for determining Members entitled to notice of or to vote at a meeting of Members shall be at the close of business on the day immediately preceding the day on which

notice is given, or, if notice is waived, at the close of business on the day preceding immediately the day on which the meeting is held.

- (2) The record date for determining Members entitled to express consent or dissent to Corporation action in writing without a meeting, when no prior action by the Board of Directors or other body is necessary, shall be the day on which the Board of Directors votes on the matter relating thereto.
- (3) The record date for determining Members for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

Section 14. Action by Unanimous Consent. Any action which may be taken at a meeting of the Members may be taken without a meeting if a consent or consents in writing setting forth the action so taken, shall be signed by all the members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of the Corporation.

Section 15. Transferability of Membership. Membership in this Corporation is nontransferable and nonassignable.

Section 16. Termination of Membership. Membership in this Corporation shall terminate on any of the following events and for no other reason:

- (a) receipt by the Board of Directors of the written resignation of a Member, executed by such Member or his duly authorized attorney-in-fact;
- (b) by death of Member;
- (c) the failure of a Member to pay his or her annual dues on or before the due date therefore; or
- (d) for cause, as determined by the Board in its sole discretion.

A Member whose membership is terminated for reasons other than (b) above may in the discretion of the Board be reinstated if such a member corrects the cause of termination before formal adoption by the Board of Directors of a resolution acknowledging such termination.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Management by Directors. Except as hereinbefore set forth, the supervision, control and direction of the affairs and business of the Corporation shall be determined and managed by its Board of Directors.

Section 2. Make Up and Number. The Board of Directors shall consist of nineteen (19) duly elected members or their respective proxies. The make-up of the Board will be as follows: One (1) public member elected from each of the six PADEP Geographical Regions, thirteen (13) members elected at large.

Section 3. Nominating Committee and Election of Directors. The Board of Directors shall appoint a Nominating Committee consisting of a Chairperson and a minimum of two (2) other persons, all of whom are Members in good standing of the. No member of the Nominating Committee may be nominated as a nominee for the Board of Directors while he or she serves on the Nominating Committee.

For any position(s) on the Board of Directors where the term will expire, the Nominating Committee at or prior to the Corporation's annual meeting shall prepare a slate of nominees for such positions. Said slate of nominees shall be presented at the annual meeting. Following said presentation of the slate of nominees, Members may make nominations for said position(s) from the floor. Each nominee must be a Member in good standing of the Corporation. Only those nominees who either before, at, or after the Corporation's annual meeting, confirm in writing to the President of the Corporation or to the Chairman of the Nominating Committee that they are willing to

stand for election shall have their names placed upon the ballot. The Nominating Committee shall prepare a ballot containing the names of all nominees, and in a manner deemed appropriate by the Board, shall timely send said ballot to each Member, so that the election process (i.e. completion of ballots by members, return of ballots by Members, and then tabulation of ballots by the Nominating Committee) can be completed by September 30th. After the Nominating Committee has tabulated the ballots that have been cast, the Nominating Committee, or a representative thereof, shall report the results to the Board.

The Person from each DEP region who receives the highest number of votes is elected to serve as a Director from that region. Any at-large positions will be filled by the person or persons who obtain the highest number of votes among those remaining candidates who are not elected as a Director from a DEP region.

The Board, or the Nominating Committee, with the approval of the Board, may establish additional procedures for elections so long as said procedures are not contrary to these Bylaws. Additionally, the Board, or the Nominating Committee, with the approval of the Board, may rescind such additional procedures.

Section 4. Term. All Directors will be elected for two (2) year terms. Terms shall run from 1 October to 30 September. In odd numbered years, elections will be held for one (1) Director from each southern DEP region and six (6) at-large seats. In even-numbered years, elections will be held for one (1) Director from each northern DEP Region and seven (7) at-large seats.

Section 5. Vacancies. Vacancies on the Board of Directors shall be filled by a majority vote of the Directors present at any duly scheduled meeting (at which a quorum is present) following the declaration of such vacancy. The persons then elected shall serve for the remainder of the Director's term of which such vacancy was created.

Section 6. Regular Meetings. Regular meetings of the Board of Directors shall be held on such dates and at such times as the Board of Directors shall determine from time to time, provided that the Board shall meet at least quarterly.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called for any purpose by the President or by any three members of the Board of Directors.

Section 8. Notice. Written notice of the time and place of every regular meeting of the Board of Directors shall be given to each Director at least five (5) days prior to the day named for the meeting. Written notice of the time, place and purpose of every special meeting of the Board of Directors shall be given to each Director not less than two (2) days prior to the day named for the meeting.

Section 9. Unanimous Consents. Except as otherwise provided in the Articles of Incorporation or these By-Laws, any action which may be taken at a meeting of the Directors may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors. Such consent shall be filed with the Secretary of the Corporation.

Section 10. No Compensation for Directors. Directors shall not receive any stated salary for their services as Directors. This provision shall not be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation as approved by the Board of Directors or from receiving reimbursement for Corporation expenses incurred on behalf of the Corporation in accordance with law, these Bylaws, and subject to the approval of the Board of Directors.

Section 11. Participation by Telephone or Electronic means. Any one or more members of the Board of Directors, or any committee thereof, may participate in a meeting of the Board of Directors, or of such committee as the case may be, by means of a telephone conference call or other electronic means allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 12. Quorum. A majority of the Directors then in office shall constitute a quorum for the transaction of

business at any meeting of the Board, and, except as may otherwise be required by law, the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board.

Section 13. Removal. Any Director may be removed for any reason by the vote of two-thirds (2/3) of the Members present at any regular or special meeting at which a quorum is present so long as the notice for said meeting or special meeting indicates that such removal will be voted upon at such meeting.

Section 14. Absence and Proxy. If a director is absent from two (2) consecutive meetings for reasons which the Board has failed to declare to be sufficient, his/her resignation shall be deemed to have been tendered and accepted.

Each Director may select one proxy who is able to exercise all of said Director's rights and voting privileges as a Board member. This proxy must be designated in writing to the Board Secretary within sixty (60) days of the Board member's appointment to the Board. Such proxy must be in good standing as a voting member.

Section 15. Honorary Directors. The members may elect any number of Honorary Directors at any annual, regular or special meeting of members. An Honorary Director shall be deemed to have provided extraordinary service to the organization. They shall be entitled to attend all meetings of the Board of Directors, but shall not be entitled to vote on any matters submitted to the Board for any other purpose.

ARTICLE IV - OFFICERS

Section 1. Enumeration. The officers of the Corporation shall consist of a President, Vice President, a Secretary, and a Treasurer. The Board of Directors may appoint such Vice Presidents and assistant officers as it may from time to time determine and may define their powers and duties.

Section 2. Election. The officers of the Corporation shall be elected annually by the Board of Directors at the first Board meeting held after 1 October. A vacancy in any office may be filled by the Board at any regular or special meeting of the Board of Directors; the person so elected or appointed shall serve the remainder of the unexpired term of the office to which he/she has been appointed.

Section 3. President. The President shall be the Chief Executive Officer of the Corporation. The President may sign for or on behalf of the Corporation, contracts or other instruments authorized either generally or specifically by the Board of Directors and shall have general supervision of the affairs of the Corporation. The President shall perform all duties incidental to such office and such other duties as may be provided by these Bylaws or as may be prescribed from time to time by the Board of Directors.

Section 4. Vice President. The Vice President may be assigned by the President to perform certain or all of the President's duties, and in the event of the President's disability or absence from meetings, the Vice President shall perform such duties as the Board may assign.

Section 5. Secretary. The Secretary shall give or cause to be given notices of all meetings as prescribed in these Bylaws, shall keep the minutes of all meetings of the Board and shall have charge of the Corporation records. The Secretary may attest the execution of contracts and other instruments signed in the name of the Corporation. The Secretary shall perform such other duties and possess such other powers as are incidental to the office or as are assigned by the President or the Board of Directors.

Section 6. Treasurer. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep or cause to be kept regular books of account for the Corporation. The Treasurer shall account to the President or the Board of Directors, whenever they may require, concerning all transactions involving the Treasurer and concerning the financial condition of the Corporation. The Treasurer shall perform such other duties and possess such other powers as are incident to the office or as shall be assigned by the President or the Board of Directors. The Treasurer shall be bonded.

Section 7. Removal. Any officer elected or appointed to office may be removed at any time, with or without cause, by a two-thirds (2/3) vote of those attending a meeting of the Board of Directors for which notice was given indicating that such removal shall be acted upon at such meeting and at which a quorum is present provided, that any officer thus removed may be reinstated by the vote of two-thirds (2/3) of the Members present at which a quorum is present and for which like notice is given. Officers may also be removed without assigning any cause by the vote of Members entitled to cast at least a two-thirds (2/3) majority of the votes which all Members present would be entitled to cast at any regular or special meeting of the membership at which a quorum is present and at least five (5) days written notice is given describing the action to be acted upon.

ARTICLE V - COMMITTEES

Section 1. Committees. Subject to the other provisions of these Bylaws, the Board of Directors may establish committees which consist of at least one (1) Director and may include other Members of the Corporation, which said Committees shall have and may exercise the powers and authority and shall perform the duties delegated to it by the Board from time to time. Unless otherwise provided in these Bylaws, all Members and the chairperson of such committees shall be appointed by the President with the approval of the Board of Directors which shall be deemed given unless a majority of the Directors present at the meeting at which such appointment is made shall vote against such appointment. No such committee shall have power or authority other than in an advisory capacity, as to any of the following actions:

- (a) The filling of vacancies in the Board of Directors, or
- (b) Any other action or matters committed exclusively by law or the Bylaws to the Board of Directors the membership or to another committee.

Section 2. Standing Committees.

A. Committees. Until determined otherwise by the Board of Directors, the Corporation shall have the following Standing Committees, which shall have the following composition and duties:

(1) Executive Committee.

(a) Composition. The Executive Committee shall consist of the President, the Vice President, the Secretary and the Treasurer, and one other Member in good standing elected by a majority vote of the Board of Directors. The President shall be the chairperson of such committee.

(b) Duties. The Executive Committee shall act in the place of the Board between meetings of the Board. Meetings of the Executive Committee shall be held on such dates and at such times and places as the Committee shall determine.

(2) Other Standing Committees. The following Standing Committees shall have such composition and additional duties as shall be delegated to them by the Board from time to time.

- (a) Nominating Committee
- (b) Education Committee
- (c) Government Liaison Committee
- (d) Market Committee
- (e) Special Topics Committee
- (f) Finance Committee
- (g) Personnel Committee
- (h) Conference Committee
- (i) Membership Committee
- (j) Organics Committee

B. Rules of Chairpersons. All committees may be conducted in accordance with rules as established by them, subject however, to the judgment and authority of the Board, the other provisions of these By-Laws and the provisions of the Articles of Incorporation of the Corporation.

ARTICLE VI. MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation will begin on the first day of July and end on the thirtieth day of June of the following year.

Section 2. Checks. From time to time, the Board of Directors shall establish policies for handling the finances of the Corporation, and said policies may include but shall not be limited to procedures for the drafting and signing of checks, drafts, promissory notes, orders for the payment of money, accounting for the Corporation's financial transactions, and any other aspect of the Corporation's financial transactions or structure.

Section 3. Books and Records. The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of its Board of Directors.

Section 4. No Stock. The Corporation shall not have or issue shares of stock. No dividend will be paid, and no part of the income will be distributed to its directors or officers. However, the Corporation may pay compensation in a reasonable amount to staff employed for services rendered.

Section 5. Solicitation. Any director or personnel authorized to do so by the Board of Directors may solicit funds, equipment, or services for the Corporation. The Corporation may enter contracts for the services of professional solicitors, fund-raisers, and other consultants as the Board of Directors shall deem in the interests of the Corporation.

Section 6. General Use of Funds. Unless otherwise provided by the donor, all contributions received by the Corporation shall be deposited in the Corporation's bank account. Said contributions may be used and disbursed by the Board of Directors to promote, sponsor and carry out education, scientific, charitable and related activities and objectives as determined by the Board of Directors. The Corporation shall reimburse any person for expenditures, which are both (a) incurred on behalf of the Corporation in furtherance of its purposes and (b) authorized by the President, the Board of Directors or another officer designated by the Board of Directors, or in accordance with corporate policy.

ARTICLE VII-WAIVER OF NOTICE

Section 1. Waiver of Notice. Whenever any notice is required to be given by these By-Laws or any of the corporate laws of the Commonwealth of Pennsylvania, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein, or before, at, or after the meeting.

ARTICLE VIII-ANNUAL STATEMENT

Section 1. Annual Statement. The President shall present at each annual meeting a full and complete statement of the business and affairs of the Corporation for the preceding year. Unless otherwise required by law, such statement shall be prepared and presented in whatever manner the Board of Directors shall deem advisable and need not be verified by a certified public accountant.

ARTICLE IX-DIRECTOR LIABILITY

Section 1. Director's Personal Liability. A Director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, as such provided however, that this provision shall not eliminate or limit the liability of a director to the extent that such elimination or limitation of liability is expressly prohibited by the Pennsylvania Director's Liability Act as in effect at the time of the alleged action or failure to take action by such director. This section is intended to and shall constitute adoption by the directors of the fullest protection from liability for the directors under the

Director's Liability Act, the Nonprofit Association Law of 1988 and any other analogous or successor law or statute.

Section 2. Preservation of Rights. Any repeal or modification of this Article IX by the Board of Directors of the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any director or former director may be entitled under this Article IX. The rights conferred by this Article shall continue as to any person who has ceased to be a director of the Corporation shall inure to the benefit of the heirs, executors and administrators of such persons.

ARTICLE X-INDEMNIFICATION

Section 1. Mandatory Indemnification of Directors and Officers. To the extent that a representative of the Corporation has been successful on the merits or otherwise in defense of any action or proceeding referred to in 15 PA. C.S. §5741, as amended from time-to-time) relating to third party actions), or 15 PA. C.S. §5742, as amended from time-to-time (relating to derivative and corporate actions) or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

Section 2. Advancement of Expenses to Directors and Officers Expenses (including attorney's fees) incurred by a representative of the Corporation in defending any action or proceeding referred to in 15 Pa. C.S. §§5741-5750, inclusive, as from time-to-time amended, may be paid by the Corporation in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that he is not entitled to be indemnified by the Corporation as authorized pursuant to the provisions of 15 Pa. C.S. §§5741-5750, inclusive or otherwise.

Section 3. Permissive Indemnification and Advancement of Expenses. The Corporation may as determined by the Board of Directors from time to time and in addition to any indemnity provided under these By-Laws or otherwise, indemnify to the fullest extent now or hereafter permitted by law, any person who was or is a party to a witness in or is threatened to be made a party to a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was an authorized representative of the Corporation, both as to action in an official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees and disbursement), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, so long as such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of such persons' participation in action, suit or proceeding referred to in this Section 3 in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

Section 4. Scope of Indemnification. Indemnification under this Article is provided pursuant to Pennsylvania's Nonprofit Corporation Law of 1988, as the same may be amended from time-to-time and this Article X is intended to provide indemnification in accordance with the terms of Pennsylvania's Nonprofit Corporation Law of 1988.

Section 5. Insurance Funding to Meet Indemnification Obligations. The Corporation shall have the power to purchase and maintain insurance on behalf of any authorized representative of the Corporation against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability. The Board of Directors shall have the power to borrow money on behalf of the Corporation, including the power to pledge the assets of the Corporation, from time to time to discharge the Corporation's obligations with respect to indemnification and the advancement and reimbursement of

expenses, and the purchase and maintenance of insurance on behalf of each director and officer against any liability asserted against or incurred by such director or officer in any capacity.

Section 6. Miscellaneous. Each director and officer of the Corporation shall be deemed to act in such capacity in reliance upon such rights of Indemnification and advancement of expenses as are provided in the Article X. The rights of indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person. Any repeal or modification of the Article X by the Board of Directors of the Corporation shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.

Section 7. Definition of Corporation. For purposes of this Article X, references to "the Corporation" shall include, in addition to the resulting Corporation, any constituent Corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its authorized representatives so that any person who is or was an authorized representative of such constituent Corporation shall stand in the same position under this Article with respect to the resulting or surviving Corporation as he/she would have with respect to such constituent Corporation if its separate existence continued.

Section 8. Definition of Authorized Representative. For the purposes of this Article X, the term "authorized representative" shall mean a director, officer, employee or agent of the Corporation or of any subsidiary of the Corporation, or a director, custodian, administrator, committeeman or fiduciary of any employee benefit plan established and maintained by the Corporation or by any subsidiary of the Corporation, or a person serving another Corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Corporation.

ARTICLE XI-AMENDMENTS

Section 1. Bylaw Amendments. These By-Laws may be amended, repealed or supplemented only upon the affirmative vote of two-thirds (2/3) of the Members present at a duly called meeting of the Members. Notice of any such meeting setting forth the contents of the proposed amendment as well as the time, date and place of the meeting shall be mailed to the Members at least five (5) days prior to the date of such meeting. Members not in attendance may elect to cast their vote by mail.