

**BY-LAWS**  
**OF**  
**ILLINOIS ASSOCIATION OF ENVIRONMENTAL LABORATORIES**

**ARTICLE I**

**NAME, PURPOSE AND LOCATION**

SECTION 1. NAME. The name of the Corporation shall be ILLINOIS ASSOCIATION OF ENVIRONMENTAL LABORATORIES (d/b/a IAETL)

SECTION 2. PURPOSE. The purpose for which the Corporation is organized is to operate for the exempt purposes set forth in the Articles of Incorporation.

SECTION 3. LOCATION. The principal office of the Corporation shall be in Chicago, Illinois, but the Corporation may have such other offices within or without the State of Illinois as the Board of Directors may determine from time to time.

**ARTICLE II**

**MEMBERS**

SECTION 1. CLASSES OF MEMBERS. There shall be two classes of members: Voting Members, which shall be any member whose primary business function is as an environmental laboratory and Nonvoting Members which shall be all other members.

SECTION 2. ANNUAL MEETING. The Annual meeting of the Voting Members shall be held during the second week of April of each year, beginning in the year 1997, or such other date as the Board of Directors may determine. The purpose of the annual meeting shall be the election of directors and the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as may be convenient. If an annual meeting has not been held within the earlier of six (6) months after the end of the Corporation's fiscal year or fifteen (15) months after its last annual meeting and if, after a request in writing directed to the president of the Corporation, a notice of meeting is not given within sixty (60) days of such request, then any Voting Member entitled to vote at an annual meeting may apply to the circuit court of the county in which the registered office or principal place of business of the Corporation is located for an order directing that the meeting be held and fixing the time and place of the meeting.

SECTION 3. SPECIAL MEETINGS. Special meetings of the Voting Members may be called by the president, by the Board of Directors or by the holders of not less than one-fifth of all the outstanding shares of the Corporation entitled to vote on the matter for which the meeting is called.

SECTION 4. PLACE OF MEETING. Meetings of Voting Members may be held at such place, either within or without the State of Illinois, as may be designed in the notice or waiver of notice of the meeting. If no designation is made, the place of the meeting shall be the registered office of the Corporation in the State of Illinois.

SECTION 5. NOTICE AND WAIVER OF NOTICE. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose of purposes for which the meeting is called, shall be delivered not less than 10 nor more than sixty (60) days before the date of the meeting, or in the case of a merger, consolidation, dissolution of sale, lease or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the meeting, either personally or by mail, by or at the direction of the President, or the secretary, of the officer or persons calling the meeting, to each Voting Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope addressed to the Voting Member at his address as it appears on the records of the Corporation, with postage thereon prepaid. Whenever any notice whatever is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

SECTION 6. CLOSING OF MEMBERSHIP BOOKS AND FIXING RECORD DATE. For the purpose of determining Voting Members entitled to notice of or to vote any meeting of Voting Members, or in order to make a determination of Voting Members for any other proper purpose, the Board of Directors of the Corporation may fix in advance a date as the record date for any such determination of Voting Members, such date in any case to be not more than sixty (60) days and, for a meeting of Voting Members, not less than ten (10) days, or in the case of a merger, consolidation, dissolution of sale, lease of exchange of assets, not less than twenty (20) days, immediately preceding such meeting. If no record date is fixed for the Members, the date on which notice of the meeting is mailed shall be the record date for such determination of Voting Members. When a determination of Voting Members entitles to vote at any meeting of Voting Members has been made as provided in this Section, such determination shall apply to any adjournment thereof.

SECTION 7. VOTING LISTS. The officer or agent having charge of the transfer book for shares of the Corporation shall make, within twenty (20) days after the record date for a meeting of Voting Members or ten (10) days before such meeting, whichever is earlier, a complete list of the Voting Members entitled to vote at such meeting, arranged in alphabetical order, with the address of and the number of shares held by each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the registered office of the Corporation Member's expense, at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any

Voting Member during the whole time of the meeting. The list of Voting Members shall be prima facie evidence as to who are the Voting Members entitled to vote at any meeting of Voting Members.

SECTION 8. NUMBER OF VOTES. Each Voting Member shall be entitled to one vote upon each matter submitted to a vote a meeting of Voting Member.

SECTION 9. QUORUM AND REQUIRED VOTE. One-tenth of the Voting Members shall constitute a quorum at any meeting of Voting Members; provided, that if less than a quorum is present, a majority of the Voting Members present at the meeting may adjourn the meeting from time to time without further notice. If a quorum is present, the affirmative vote of majority of the Voting Members present at the meeting shall be the act of the Voting Members.

SECTION 10. PROXIES. A Voting Member may appoint a proxy to vote or otherwise act for him or her by signing an appointment form and delivering it to the person so appointed. Unless the appointment of a proxy contains an express limitation on the proxy's authority, the Corporation may accept the proxy's vote or other action as that of the Voting Member making the appointment. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in this Section. Such revocation may be effected by a writing delivered to the Corporation stating that the proxy is revoked or by a subsequent proxy executed by, or by attendance at the meeting and voting in person by the member executing the proxy. The dates contained on the forms of proxy presumptively determine the order of execution, regardless of the postmark dates on the envelopes in which they are mailed. An appointment of a proxy is revocable unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest in the shares or in the Corporation generally.

SECTION 11. INFORMAL ACTION BY VOTING MEMBERS. Any action required to be taken at any annual or special meeting of the Voting Members of the Corporation, or any other action which may be taken at a meeting of the Voting Members, may be taken without a meeting and without a vote, if a consent in writing, setting forth the action so taken, shall be signed a number of Voting Members not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voting. If such consent is signed by less than all of the Voting Members entitled to vote on the action which is the subject of the consent, then such consent shall become effective only if at least five (5) days prior to the execution of the consent a notice in writing is delivered to all the Voting Members and, after the effective date of consent, prompt notice of the taking of the action shall be delivered in writing to those Voting Members who have not consented in writing to such action.

SECTION 12. MATTERS REQUIRING MEMBER VOTE. The Board of Directors shall submit the following matters to the Voting Members for their affirmative vote and may submit additional matters in its discretion:

- (i) Any sale of the Corporation's assets;

- (ii) The merger or consolidation of the Corporation with any other entity;
- (iii) The dissolution of the Corporation; and
- (iv) Any amendment to the Articles of Incorporation.

The manner of taking any such action, the number of votes required, and the giving of notices shall be as set forth in this Article II.

SECTION 13. NOTICE TO NONVOTING MEMBERS. The Secretary of the Corporation shall, promptly after the taking of any action by the Voting Members, provide written notice of such action to all the Nonvoting Members.

SECTION 14. CORPORATE RECORDS; EXAMINATION BY VOTING MEMBERS. The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of its Voting Members and Board of Directors and committees thereof. The Corporation shall also keep at its registered office or principal place of business in Illinois or at the office of a transfer agent or registrar in Illinois, a record of its Voting Members, giving the names and addresses of all Voting Members and the number and class of shares held by each.

Any person who is a Voting Member of record shall have the right to examine, in person or by agent, at any reasonable time or times, the Corporation's books and records of account, minutes, and record of Voting Members, and to make extracts therefrom but only for a proper purpose. In order to exercise this right, a Voting Member must make written demand upon the Corporation, stating with particularity the records sought to be examined and the purpose therefor.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

SECTION 1. GENERAL POWERS AND DUTIES. The property, business and affairs of the Corporation shall be managed by the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors may exercise all such powers of the Corporation as are provided by the Illinois General Not for Profit Corporation Act of 1986, by the Articles of Incorporation and by these By-Laws, as in effect from time to time.

SECTION 2. NUMBERS. The Corporation shall have a Board of Directors consisting of not less than three (3) and no more than eight (8) persons representing environmental laboratories accredited by the Illinois Environmental Protection Agency. The composition of persons serving on the Board of Directors shall be not less than two-thirds representing independent (for profit) laboratories. The initial Board of Directors of the Corporation shall consist of six (6) persons; such number may be increased or decreased by the affirmative vote of a majority of the Directors then in the office.

SECTION 3. ELECTION AND TERM. Directors who also serve as officers of the Corporation shall serve a term of two (2) years and shall be elected at every other annual meeting of the Voting Members. Directors not serving as officers of the Corporation shall serve a term of one (1) year and shall be elected at each annual meeting of the Voting Members. If the election of Directors is not held at such meeting, or any adjournment thereof, such election shall be held as soon thereafter as is convenient. Each director shall serve until his successor is elected and qualified or until his earlier death, resignation or removal.

SECTION 4. VACANCIES. Any vacancy which may occur on the Board of Directors, or any directorship to be filled by reason of an increase of directors, shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office.

SECTION 5. MEETINGS. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Voting Members, beginning with the year 1997. If the day fixed for the annual meeting shall be a Saturday, Sunday or a legal holiday in the State of Illinois, such meeting shall be held on the next succeeding business day. Unless the Board of Directors direct otherwise, the place of the annual meeting of the Board of Directors shall be the principal office of the Corporation. Additional regular meetings of the Board of Directors may be held at such time and place as may be fixed by the Board of Directors. Special meetings of the Board of Directors may be called by the President or by any two Directors, and shall be held at such time and place as may be designated in the notice of such meeting.

SECTION 6. NOTICE. No notice shall be required for regular meetings of the Board of Directors. Written notice of special meeting of the Board of Directors stating the place, date and hour of the meeting shall be given to each Director at least one (1) day prior to the date of such meeting, if such notice is given personally or by the telephone, otherwise such notice shall be given at least five (5) days prior to the date of such meeting. If mailed such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appeared on the records of the Corporation, with first-class postage thereon prepaid. Attendance of a Director at any meeting shall constitute a waiver of notice of such transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purposes of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting; except that no special meeting of the Directors may remove a Director unless written notice of the proposed removal is delivered to all Directors at least twenty (20) days prior to such meeting.

SECTION 7. QUORUM. One-third of the Directors of the Corporation shall be necessary to constitute a quorum for the transaction of business at any meeting of the Board of Directors.

SECTION 8. MANNER OF ACTING. The act of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by these By-Laws, by the Articles of Incorporation or by laws.

SECTION 9. INFORMAL ACTION BY DIRECTORS. Any action which is required to be taken, or which may be taken, at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors then in office. Such consent shall have the same force and effect as a unanimous vote of the Board of Directors.

SECTION 10. COMMITTEES. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of one (1) or more directors and such other persons as the Board of Directors shall appoint. To the extent provided in such resolution, each Committee shall have and may exercise the powers of the Board of Directors in the management and affairs of the Corporation, except as otherwise limited by statute. The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting to the committee. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Any member of a committee may be removed, at any time, with or without cause, by a vote of a majority of the Directors then in office present and voting at a meeting of the Board of Directors at which a quorum is present. Unless a committee member dies, resigns or is removed, he shall serve on the committee to which he was appointed until his successor is appointed or the committee is terminated. Unless otherwise provided in the resolution of the Board of Directors creating the committee, a majority of the members of the committee shall constitute a quorum and the act of a majority of the members present at a committee meeting where a quorum is present shall be the act of the committee. Each committee may adopt rules for its own government not inconsistent with these By-Laws. Each committee shall keep regular minutes of its meetings and report the same to the Directors when required.

SECTION 11. RESIGNATIONS. Any Director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein if any, otherwise it shall take effect upon receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 12. REMOVAL OF DIRECTORS. Any Director may be removed at any time, with or without cause, by the vote of (i) a majority of the directors then in office present and voting at a meeting of the Board of Directors at which a quorum is present, or (ii) by a vote of a majority of the Voting Members present and voting at a meeting of the Voting Members at which a quorum is present.

## **ARTICLE IV**

### **OFFICERS**

SECTION 1. OFFICERS. The Officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer and such Assistant Officers as the Board of Directors shall determine. Any two (2) or more offices may be held by the same person.

SECTION 2. ELECTION AND TERM. The officers shall be elected at every other annual meeting of the Board of Directors. If the election of Officers is not held at such meeting, or any adjournment thereof, such election shall be held as soon thereafter as is convenient. Each Officer shall serve until his successor is elected and qualified or until his earlier death, resignation or removal. An Officer appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office.

SECTION 3. PRESIDENT. The President shall be the chief executive officer and chief operating officer of the Corporation. He shall in general supervise and control all of the business and affairs of the Corporation, including formulating corporate objectives and policies. The President shall have the power to accept and receive donations, gifts, devises and bequests made to the Corporation and to give receipts and acquitances therefor. He shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation. He shall have general superintendence of all Officers of the Corporation and shall see that their duties are properly performed. The President may vote all securities which the Corporation is entitled to vote, except as and to the extent such authority shall be vested in a different Officer or agent of the Corporation by the Board of Directors. In general, the President shall perform all duties and may exercise all rights as are incident to the office of President of the Corporation and such other duties as may be prescribed by the Board of Directors or these By-Laws.

SECTION 4. VICE-PRESIDENTS. The Vice Presidents, in order of their seniority, shall have all the powers and perform all the duties of the President in the absence or incapacity of the President and shall perform such other duties as may be prescribed by the Board of Directors or these By-Laws.

SECTION 5. THE SECRETARY AND ASSISTANT SECRETARIES. The Secretary shall keep full minutes of all meetings of the Board of Directors. The Secretary shall attend the meeting of the Board of Directors and shall act as clerk thereof and record all the acts and votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall have custody of the corporate seal and shall affix the same to all papers and documents whenever the seal shall be required to be so affixed. The Secretary shall have custody of and properly keep all the record books of the Corporation. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, and shall perform such other duties as may be assigned to such office. The Assistant Secretary, or if there be more than

one, the Assistant Secretaries in the order determined by the Board of Directors, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

SECTION 6. REMOVAL OF OFFICERS. Any Officer may be removed at any time, with or without cause, by the vote of a majority of the directors then in office present and voting at a meeting of the Board of Directors at which a quorum is present.

## ARTICLE V

### INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS

SECTION 1. ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION. The Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a Director, Officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such conduct 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, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

SECTION 2. ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The Corporation may indemnify any person who was or is a party, or is threatened to be made a Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the



circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

**SECTION 3. INDEMNIFICATION WHERE PARTY HAS BEEN SUCCESSFUL IN DEFENSE OF ACTION.** To the extent that a Director, Officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Section 1 and 2 of this Article V, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

**SECTION 4. DETERMINATION THAT STANDARDS OF CONDUCT HAVE BEEN MET.** Any indemnification under Sections 1 and 2 of this Article V (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he has met the applicable standards of conduct set forth in Sections 1 and 2 of this Article V. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

**SECTION 5. PAYMENT IN ADVANCE OF FINAL DISPOSITION.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Article V.

**SECTION 6. NON-EXCLUSIVITY OF INDEMNIFICATION.** The Indemnification provided by this Article V shall not be deemed exclusive of and other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of the disinterested Directors, or otherwise, as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**SECTION 7. INSURANCE.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or liability asserted against such person and incurred by such person in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify such person liability under the provisions of this Article V, except that no insurance shall be purchased by the Corporation if such a purchase would constitute "self-dealing" within the meaning of Section 4941(d) of the Internal Revenue Code of 19896, or any corresponding provision of any future federal tax code (the "Code"), or a "tax expenditure" within the meaning of Section 4945(d) of the Code.

## **ARTICLE VI**

### **CONTRACTS, BANKING, GIFTS**

SECTION 1. **CONTRACTS**. The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these By-Laws, to enter into any contract and to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances or transactions.

SECTION 2. **CHECKS, DRAFTS, ETC**. The Board of Directors may authorize any Officer or Officers or agent or agents of the Corporation to issue checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Secretary and counter-signed by the President of the Corporation.

SECTION 3. **DEPOSITS AND INVESTMENTS**. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories, or invested for the account of the Corporation in such manner, as the Board of Directors may determine from time to time.

SECTION 4. **GIFTS**. The Board of Directors or the President may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes of for any specific purpose of the Corporation.

SECTION 5. **LOANS**. No Officer or Director shall be authorized to obtain loans on behalf of the Corporation without the approval of the Board of Directors.

## **ARTICLE VII**

### **MISCELLANEOUS PROVISIONS**

SECTION 1. **SEAL**. The Corporation shall have a corporate seal, which shall be circular in form and shall have the Corporate name inscribed thereon and the words "CORPORATE SEAL, ILLINOIS." Such seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced. The corporate seal may be altered by order of the Board of Directors at any time.

SECTION 2. **FISCAL YEAR**. The fiscal year of the Corporation shall end on December 31 of each year.

SECTION 3. COMPENSATION. Except as otherwise prohibited or limited by these By-Laws or the Articles of Incorporation, the Corporation may pay reasonable compensation to its Officers and Directors for services rendered. Such compensation shall be determined by the Board of Directors.

SECTION 4. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the Illinois General Not for Profit Corporation Act of 1986 or under the provisions for the Articles of Incorporation or by these By-Laws, a waiver thereof in writing signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

SECTION 5. TELEPHONE PARTICIPATION. The Directors of the Corporation may participate in a meeting of the Board of Directors (including any committee thereof) through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other, and such participation in a meeting shall constitute attendance and presence in person at the meeting of the person or persons participating.

## **ARTICLE VIII**

### **BY-LAW AMENDMENTS**

These By-Laws may be amended, altered or repealed, and new By-Laws may be adopted, upon the affirmative vote of a majority of the Directors then in office; provided, however, that the Directors may not amend these By-Laws to change the voting rights of the Voting Members or give voting rights to the Nonvoting Members without the affirmative vote of the voting Members.