C O N S T I T U T I O N & B Y LAWS

FAMILY AND FRIENDS OF THE 508TH PARACHUTE INFANTRY REGIMENT (PIR) ASSOCIATION, INC.

AMENDED BY-LAWS

Effective July 30, 2016

ARTICLE I

NAME, LOCATION, ARTICLES OF ORGANIZATION

Section 1.1. Name. The name of the corporation (the "Association") is the "Family and Friends of the 508th Parachute Infantry Regiment (PIR) Association, Inc."

Section 1.2. Location. The principal office of the Association in the Commonwealth of Massachusetts will initially be located at the address that is specified in the Articles of Organization.

Section 1.3. Articles of Organization. These By-Laws, the powers of the Association and of its members, Directors on all matters concerning the conduct and regulation of the affairs of the Association, are subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization as from time to time in effect.

ARTICLE II

PURPOSES

Section 2.1. Objectives. The purpose of the Association is to document, preserve and disseminate the history of the 508th PIR and the stories of its past and present members (from World War II to the present) and to educate all present and future generations surrounding the military and civilian historical impact of the 508th PIR. To underpin this educational mission, the Association will have the following complementary objectives: (a) to honor and preserve the tradition established by O.B. Hill and the original 508th Parachute Infantry Regiment (PIR) Association by affirming, renewing and expanding friendships and fellowship among veterans, active duty members and family and friends of the 508th PIR through annual reunions, membership communications and Association programs; (b) to perpetuate the memory of all who served in the 508th

PIR and spread the unique stories of those paratroopers; and (c) to commemorate all 508th PIR veterans who perished in action or who later passed away.

Section 2.2. Tax-Exemption. The Association is an educational organization that is intended to qualify for exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code and is incorporated as a not-for-profit corporation under the laws of the Commonwealth of Massachusetts.

ARTICLE III

MEMBERS AND MEMBERSHIP

Section 3.1. Qualification; Becoming a Member. The members of the Association shall consist of persons who are described by the following five (5) categories:

(a) Veterans who served with the 508th PIR at any time on or after October 1, 1942 and the spouses and surviving spouses of those veterans (such veterans and their spouses and surviving spouses, "Veterans");

(b) Relatives of a veteran of the 508th PIR ("Relatives");

(c) Persons who were designated as "Honorary Members" of the original 508th PIR Association at that time that association was officially dissolved with dignity on October 31, 2004 ("Legacy Honorary Members"); and

(d) Friends of the Association ("Friends") including;

(i) Active duty and retired military personnel who were not in the 508th PIR but who were in the Airborne and/or Special Forces and know some 508th PIR veterans or who have an interest in the 508th PIR military history;

(ii) Authors or historians of military history;

(iii) Civilians who know socially a 508th PIR Active Duty or Veteran and want to show support to his or her 508th PIR friend by joining the Association;

(iv) Civilians who have a general high regard for military service and wish to support the organization by becoming a Member; and

(v) Any other person with a bona fide interest in the history of the 508th PIR and desire to support the mission of the Association.

(e) Director members: Those person who have been duly elected, certified, or appointed as provided hereafter in these By-Laws to serve the Association as members of the Board of Directors.

Any person who establishes his or her status as a Veteran, Relative, Legacy Honorary Member or Friend, as the case may be, will become a member of the Association upon payment of the then applicable membership dues; provided, however, that any person who so establishes his or her status as a Legacy Honorary Member or a Veteran who served with the 508th PIR during the time period that began on October 1, 1942 and ended on November 30, 1946 (or a spouse or widow of such a veteran) will be exempt from the requirement to pay membership dues in order to become a member. Any person who resides in the same household with one or more other persons who are already members will not be required to pay membership dues in order to become a member as long as one of such other persons has already paid annual membership dues, if applicable, for the applicable fiscal year in accordance with Section 3.2.

Unless the General Members otherwise designate, there will be no qualifications for members, other than those specified in this Section 3.1. In any event, no such designation will have the effect of disqualifying as a member any person who is a member at the time such designation is made by the members.

Section 3.2. Dues. Except as otherwise provided in the last sentence of this Section 3.2, all members shall pay annual membership dues to the Treasurer of the Association at the beginning of each fiscal year of the Association. Alternatively, a new or existing member can choose to become a Lifetime Member by paying to the Treasurer an amount associated with a lifetime membership as established by the Association. Such membership fees will serve to cover the cost of the Association's expenses, including, but not limited to, its periodic newsletter and postage for its mailings and expansion and maintenance of the Association's website. The lifetime memberships, subject to increase or decrease, as determined by the Board of Directors, shall be at three levels: Supporter - $150, Patron - $250, and Sustaining Member - $350. The amount of the annual dues will be $20.00 per member, subject to increase or decrease, as determined by the Board of Directors; provided, that in any case where two or more members reside in the same household, all such members will be deemed to have satisfied the foregoing annual-dues requirement for a given fiscal year as long as one such member pays annual dues for such fiscal year on behalf of all members residing in such household. Except as otherwise provided in the last sentence of this Section 3.2, if a member fails to pay annual membership dues within 30 days after the beginning of any fiscal year in question, that member will automatically be deemed to have become an inactive member and to have lost all rights, powers, benefits and privileges of members that are provided in these By-Laws, in the Articles of Organization or under applicable law until payment of the full amount of membership dues then owed, at which point active membership and all such rights, powers, benefits and privileges will be deemed to have been restored to that member. Notwithstanding the foregoing provisions of this

Section 3.2, Legacy Honorary Members, veterans who served with the 508th PIR during the time period that began on October 1, 1942 and ended on November 30, 1946 and the spouses and widows of those veterans will not be obligated to pay annual membership dues.

Section 3.3. Tenure. Each member will remain a member of the Association until his or her death or withdrawal, removal or disqualification as a member, whichever of those events first occurs.

Section 3.4. Annual Meeting. The annual meeting of members (called the "Annual Membership Meeting") will be held on such date, and at such time, and place as determined from time to time by the President of the Association. The proceedings of each annual meeting shall be documented in written meeting minutes approved by the Membership.

Section 3.5. Special Meetings. Special meetings of the members may be held at any time when called by the President, or by the Board of Directors.

Section 3.6. Notice of Meetings. A written notice of each meeting of members, stating the place, date and time and the purposes of the meeting, shall be given at least ten days before the meeting to each member entitled to vote there at and to each other member who, by law, by the Articles of Organization or by these By-Laws, is entitled to notice, by leaving such notice with that member or at that member's residence or usual place of business, or by mailing it, postage prepaid, addressed to that member at that member's address as it appears in the records of the Association, or by emailing such notice to members who have specified electronic mail as their preferred means of communication with the Association. Whenever notice of a meeting is required, the notice need not be given to any member if a written waiver of notice, executed by the member (or his or her duly authorized attorney) before or after the meeting, is filed with the records of the meeting.

Section 3.7. Quorum. At any meeting of the members, the presence of no fewer than fifty (50) members then entitled to vote on any action proposed at the meeting shall constitute a quorum.

Section 3.8. Action by Vote. Each member will be entitled to one vote on all matters submitted to a vote of the members of the Association. A majority of the votes properly cast by members present and entitled to vote shall decide any question, including election to any office, unless otherwise provided by law, the Articles of Organization, or these By-Laws.

Section 3.9. Action by Writing. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if a majority of the members consent to the action in writing and the written consents are filed with the records of the meetings of the members. Consents provided via email

are to be considered written consents. Such consents shall be treated for all purposes as a vote at a meeting.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1. Powers. The body of the General Membership shall be the final determining factor in policy matters of the Association, The affairs of the Association shall be managed by the Board of Directions, which will have and may exercise all the powers of the Association, except those powers reserved to the members by law, the Articles of Organization or these By-Laws.

Section 4.2. Committees. The Board of Directors may, by vote of a majority of the Directors then in office, elect or appoint one or more committees and may, at the discretion of the Board of Directors, delegate to any such committee or committees that consist solely of Directors such powers of the Board of Directors as may be necessary for such committee or committees to carry out the functions assigned to them by the Board of Directors, except for those powers with respect to which delegation is prohibited by law, by the Articles of Organization or by these By-Laws. Unless the Board of Directors otherwise designates, committees shall conduct their affairs as nearly as may be practicable in the same manner as is provided in these By-Laws for the Board of Directors. The members of any committee shall remain in office at the pleasure of the Board of Directors.

Section 4.3. Regular Meetings. The Board of Directors may meet annually immediately before, and immediately following the Annual Membership Meeting. Other regular meetings of the Board of Directors may be held at such places and at such times as the Directors may determine.

Section 4.4. Special Meetings. Special meetings of the Board of Directors may be held at any time and at any place when called by the President of the Association, or by two or more Directors.

Section 4.5. Minutes. The proceedings of the meetings of the Board of Directors shall be documented in written minutes approved by the full Board of Directors.

Section 4.6. Notice of Meetings. Notice of the time and place of each meeting of the Board of Directors shall be given to each Director by mail or electronic mail at least forty-eight hours before the meeting addressed to him or her at the Director's usual or last known business or residence address or in person or by telephone at least twenty-four hours before the meeting. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by that Director (or his or her duly authorized attorney) before or after the meeting, is filed with the records of the meeting, or to

any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to that Director. Neither such notice nor waiver of notice needs to specify the purposes of the meeting, unless otherwise required by law, the Articles of Organization or these By-Laws.

Section 4.7. Quorum. At any meeting of the Board of Directors, a majority of the Directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 4.8. Action by Vote. When a quorum is present at any meeting of the Board of Directors, a majority of the Directors present and voting shall decide any question, including "vacancies" of any member of the Board of Directors, unless otherwise provided by law, the Articles of Organization, or these By-Laws.

Section 4.9. Action by Writing. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Consents provided via email are to be considered written consents. Such consents shall be treated for all purposes as a vote at a meeting.

Section 4.10. Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, or these By-Laws, Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, participation by such means shall constitute presence in person at a meeting.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1. Number and Qualification. The Board of Directors of the Association shall consist of a National Chairman, President, Vice President, Treasurer, and a Secretary, all with a vote. A Clerk / Agent shall act as a liaison between the Commonwealth Of Massachusetts, and the Board of Directors, and shall have no vote. If the Association President appoints a Parliamentarian as an advisor to the Board of Directors, the Parliamentarian shall be an advisor only to the Board of Directors without a vote. The Association may also have such agents, if any, as the Board of Directors may appoint. All Board of Directors must be members. The Clerk / Agent must be a resident of Massachusetts unless the Association has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the Board of Directors, a Director shall arrange for a bond for the faithful performance of that Director's duties in such amount and with such surety or

sureties as shall be satisfactory to the Board of Directors. The Association shall bear the costs and expenses of obtaining and maintaining all such bonds.

The Board of Directors may recommend programs and policies for approval of the General Membership and ensure implementation of approved policies and programs. The Board of Directors shall be the trustees of the Association's assets and property. Association business and programs shall be under its supervision. The Board of Directors may appoint any number of Trustees of the Association, if the need arises. These Trustees shall be appointed from the General Membership and shall serve at the pleasure of the Board of Directors. These Trustees shall perform such duties as may be assigned by the Board of Directors and assist in implementing the programs and policies of the Association. Trustees shall serve without compensation or voting rights. Members elected to the Board of Directors, as provided for in Section 5.1., of this Article, shall have the following duties:

A. Govern affairs and property of the Association and have the responsibility and authority to take any and all actions consistent with these By-Laws to promote the purposes of the Association.

B. Establish the rates and policies for annual membership dues, lifetime membership costs and reunion registration fees.

C. Maintain a roster of the names and addresses of the members of the Association and ensure its currency.

D. Publish and distribute a Newsletter to the Membership at a frequency determined by the Board of Directors. The Newsletter may contain educational information on the 508th PIR and information on member and Association activities.

E. Present an annual report at the Annual Membership Meeting each year containing a full account of the operations of the Association during the preceding year, including statements of progress towards its educational objectives and summary statements of Association finances.

F. Review quarterly, the accounts of the Treasurer, and the Board of Directors at its discretion, and with ample notification to the Treasurer, may appoint an auditor to examine the financial records of the Association.

G. Review for approval the contracts proposed by the Treasurer on behalf of the Association, establish the amount of bond required of the Treasurer, and, designate members who may initiate banking procedures in the event the Treasurer is incapacitated or a situation exists whereby funds are rendered unavailable to the Association.

H. Review proposals for reunion sites and reunion budgets prior to their presentation to the General Membership at the Annual Membership Meeting.

I. Review and process comments and recommendations from the General Membership and act upon them accordingly. The process for amending these By-Laws is described in Article X.

J. Maintain the formal files/records of the Association. These files shall consist of annual reports which may be in the form of electrical records of minutes of Annual Membership Meetings, and such other records as deemed essential by the Board of Directors.

K. Maintain reference files and best-practice guidelines for assisting the Board of Directors and Committee Members. These files shall cover Association policies, reunion plans and preparation procedures and post-reunion reports. These are records which shall be purged and updated at the discretion of the Board of Directors.

L. Review for approval the expenditure of all funds prior to payment other than those identified in Article IV, Section 5.10 of these By-Laws.

M. Take any action, not otherwise specified as a duty or function in these By-Laws, which is consistent with good management practices and to the benefit of the Association, providing such actions are consistent with these By-Laws, do not present a "conflict of interest," and are permitted by Federal or State laws.

Section 5.2 Election and Term of Office. The President, the Vice President, the Treasurer, and the Secretary of the Association (these four (4) officers, the "Directly Elected Officers") shall be elected by the members at each Annual Membership Meeting and shall serve for a period of one year or until their successors shall be elected or until any of their earlier deaths, resignations, removals or disqualifications. Each year, the Board of Directors shall appoint an officer nominating committee (the "Nominating Committee") composed of no fewer than three (3) members of the Association, one of whom will be selected by those members as Chairman. The Nominating Committee shall nominate candidates for the offices of President, Vice President, Treasurer, and Secretary, and shall present a slate of candidates to the Board of Directors prior to each Annual Membership Meeting so that the Board of Directors may communicate the slate of candidates to the General Members either before or during the Annual Membership Meeting. Additional nominations for those offices made from the floor directly by the members will be permitted. All officer vacancies may be elected by the Board of Directors at any time and shall hold office until the first meeting of the Board of Directors following the next annual meeting of the members, unless a shorter period shall have been specified by the terms of the particular officer's election or appointment, or until he or she sooner dies,

resigns, is removed or becomes disqualified. All agents appointed by the Board of Directors shall serve at the pleasure of the Board of Directors.

Section 5.3. Chairman of the Board of Directors. The duly elected President of the Association will be the Chairman of the Board of Directors. He or she shall preside at all meetings of the General Members and Directors and shall have such other powers and duties as may be determined by the Board of Directors and the General Members of the Association.

Section 5.4. President. The President shall be the Executive Director of the Association and, shall have general charge and supervision of the affairs of the Association. Upon completion of his or her last term of office, the President will serve for a period of one year in a non-executive capacity without a vote as immediate past president in order to provide, upon request, advice and recommendations to the Board of Directors and the President then in office. During that period, the immediate past president will also serve as a member of the Advisory Committee (as defined below in Article VI), if one is then constituted.

Section 5.5. Vice President. The Vice President shall, in the absence or during the disability of the President, have all the powers and perform all the duties of the President and shall, in addition, have such other powers and duties as the Board of Directors may determine.

Section 5.6. National Chairman. The National Chairman is the principal advisor to the Board of Directors. (See additional duties in Article VI, Section 6.1 Role of National Chairman).

Section 5.7. Clerk / Agent. The clerk shall maintain records of all proceedings of the members and Board of Directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth of Massachusetts at the principal office of the Association or at the office of its clerk or of its resident agent. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and these By-Laws, along with the names of all members and Directors and the address of each. If the Clerk is absent from any meeting of members or the Board of Directors, a temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting.

Section 5.8. Treasurer. The Treasurer shall collect, receive, deposit and disburse all funds of the Association as directed by the Board of Directors in accordance with the financial policies of the Association. The Treasurer shall keep regular books of accounts and submit such accounts of his or her acts as Treasurer and of the financial condition of the Association as the Board of Directors may prescribe. At each annual meeting of the members, the Treasurer shall render a true and accurate account of all monies received, disbursed, and invested. The Treasurer shall also prepare or oversee all reports and filings required by the Commonwealth of Massachusetts, the Internal

Revenue Service, and other applicable governmental agencies. He or she shall have such other duties and powers as designated by the Board of Directors or the President.

Section 5.9. Secretary. The Secretary shall record and keep the minutes of all meetings of the General Membership, and the Board of Directors. Upon approval of all minutes and proceedings of meetings of the Board of Directors and General Membership, copies of same shall be submitted to the Clerk / Agent. When required, give notice of meetings to the members of the Board of Directors, and General Membership. He or she shall have custody of the Seal of the Association. He or she shall affix the same, when authorized by the Board of Directors, to formal Association papers, files, and statistics, and shall disseminate such as directed by the Board of Directors. He or she and shall perform such other duties as may, from time to time, be assigned by the Board of Directors. The Secretary shall be responsible for the Association newsletter (Diablo) to be distributed quarterly, or at a frequency as directed by the Board of Directors. He or she will be responsible for maintaining and updating the Association personnel roster.

Section 5.10. Compensation. The Board of Directors of the Association will not receive any compensation for the performance of their services on behalf of the Association. They shall, however, be entitled to receive reimbursement for reasonable and necessary costs and expenses they incur in performing such services, consistent with the then current reimbursement policies of the Association, if any, as have been approved by the Board of Directors. Valid bills and receipts for these costs and expenses must be presented to the President for review and approval. The Treasurer shall pay all approved claims. The Vice President, if any, or, if there is no Vice President, the Treasurer, shall approve the reimbursable costs and expenses of the President.

ARTICLE VI

NATIONAL CHAIRMAN AND ADVISORY COMMITTEE / TRUSTEES

Section 6.1. National Chairman. Dick O'Donnell, founder of Family and Friends 508th PIR Association was elected as National Chairman of Family and Friends 508th PIR Association and will serve in this position until his death, resignation, removal, or disqualification upon which time the position of National Chairman will cease to exist. The National Chairman will serve as the principal advisor to the Board of Directors on matters of policy and strategy, including membership policy, national and international outreach initiatives and the Association's educational mission. In connection therewith, the National Chairman will assist the Board of Directors of the Association in implementing such programs as the Board of Directors determines are necessary or desirable to enable the Association to achieve its policy and strategy objectives. The National Chairman will not receive any compensation for the performance of his services on behalf of the Association, but will be entitled to receive

reimbursement for reasonable and necessary costs and expenses he incurs in performing such services to the same extent that, and subject to the same conditions under which, an officer is entitled to reimbursement of such costs and expenses under Section 5.8.

Section 6.2. Advisory Committee of Trustees. The President may appoint any number of members as Trustees of the Association to serve as an advisory committee to the President and Board of Directors (any such committee so constituted, the "Advisory Committee of Trustees"). The Advisory Committee of Trustees shall perform such duties as may be assigned by the President or Board of Directors and assist in implementing the programs and policies of the Association. Members of the Advisory Committee of Trustees shall serve at the pleasure of the President and the Board of Directors and without compensation or the right to vote or receive notice of meetings and shall not be considered for purposes of establishing quorum. If, as of any given time, the Association then has a National Chairman, the National Chairman will be a member and serve as the Chairman of the Advisory Committee of Trustees, but nothing in this Section 6.2 is to be construed as modifying or otherwise affecting the provisions of Section 6.1 relating to the position of the National Chairman, including his rights and functions.

ARTICLE VII

RESIGNATIONS, REMOVALS, VACANCIES

Section 7.1. Resignations. Any member may withdraw, and the National Chairman and any Director may resign, at any time by delivering notice of his or her withdrawal or resignation in writing to the Board of Directors. Such withdrawal or resignation shall be effective upon receipt unless specified to be effective at some other time.

Section 7.2. Removals. A member, a Director, or the National Chairman may be removed for cause by a vote of the members. In any case, a member, Director, or National Chairman may be removed for cause only after reasonable notice and opportunity to be heard before the body proposing to remove him or her.

Section 7.3. Vacancies of Directors. The Board of Directors shall elect a successor if any office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the President, Vice President, Treasurer, Secretary, and Clerk / Agent until his or her successor is chosen and qualified, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified. The Board of Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

ARTICLE VIII

FISCAL AND OTHER OFFICIAL PROVISIONS

Section 8.1. Fiscal Year. The fiscal year of the Association shall commence on January 1 and end on December 31 in the same calendar year.

Section 8.2. Seal. The corporate Seal of the Association, if one is adopted by the members, shall be circular in form and shall include the name of the Association and its year of incorporation. The Secretary will be the custodian of the Association Seal.

Section 8.3. Execution of Documents. Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Association shall be signed by the President, the Vice President or the Treasurer. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Association by the President or the Vice President and the Treasurer, who may be one and the same person, shall be binding on the Association in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, and these By-Laws, resolutions or votes of the Association.

Section 8.4. No Personal Liability. The National Chairman and the members, Directors of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Association, may look only to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Association.

ARTICLE IX

MEETING PROCEDURES

Section 9.1. Rules of Order. Robert's Rules of Order, revised, shall govern all matters of procedure not otherwise provided for in these By-Laws. The President, at his or her discretion, may appoint a Parliamentarian from among the members to assist in the conduct of all meetings of the members and of the Board of Directors.

Section 9.2. Order of Business. At all annual meetings of the members and all regular meetings of the Board of Directors, the regular order of business shall be:

(1) Roll call (Board of Directors only)

(2) Reading and Adoption of the Minutes of the Previous Meeting

(3) Treasurer's Report

(4) Reports of Board of Directors

(5) Reports of Committees

(6) Unfinished Business

(7) New Business

(a) Any business that must be acted upon by the members (Members only).

(b) Selection and vote on a future reunion date and site (Members only).

(c) Election of Officers:
President, Vice President, Treasurer, and Secretary

Section 9.3. Prayer. A nondenominational prayer may be offered to open and close formal assemblies (i.e., memorial, farewell breakfasts, and banquets) of the Association members and guests during annual reunions.

ARTICLE X

AMENDMENT TO THE BY-LAWS

These By-Laws may be altered, amended or repealed by a vote of the General Members at any annual or special meeting of the General Members, notice of which shall specify the subject matter of the proposed alteration, amendment or repeal or the sections of the By-Laws to be affected thereby. Any By-Law so altered, amended, or repealed must be approved by a majority the General Members. General Members must be notified at least 30 days in advance to the date and place of the "proposed" amendments / changes to these By-Laws.

ARTICLE XI

DISSOLUTION

In addition to any method or manner of dissolution that is provided by law, at such time as the Board of Directors determines that the goals and purposes of the Association can no longer be served, the Board of Directors shall at the next annual meeting of the members or at any earlier special meeting of the members called for such purpose, recommend to the members that the Association be dissolved, which recommendation will then be considered by the members. If, upon their consideration of that recommendation, the members vote to dissolve

the Association, the Board of Directors will then take all such actions as they may determine are necessary or desirable in order to dissolve the Association and wind up its affairs in accordance with applicable law. Without limiting the generality of the foregoing, upon the dissolution of the Association, after payment of all of the Association's liabilities or the making of due provision therefor, all of the Association's assets will be disposed of to one or more organizations exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

THIS IS TO CERTIFY THAT THE FOREGOING IS A TRUE AND ACCURATE COPY OF THE ASSOCIATION'S CONSTITUTION AND BYLAWS AS THEY APPEAR IN THE ASSOCIATION'S RECORDS.

THE CONSTITUTION AND BYLAWS OF THE ASSOCIATION WERE APPROVED AS AMENDED, AND BECAME EFFECTIVE ON JULY 30, 2016 BY THE GENERAL MEMBERSHIP.

THE BOARD OF DIRECTORS APPROVES THE FORM OF THIS CONSTITUTION AND BYLAWS.

SECRETARY_____

DATE_____

ASSOCIATION SEAL

the Association, the Board of Directors will then take all such actions as they may determine are necessary or desirable in order to dissolve the Association and wind up its affairs in accordance with applicable law. Without limiting the generality of the foregoing, upon the dissolution of the Association, after payment of all of the Association's liabilities or the making of due provision therefor, all of the Association's assets will be disposed of to one or more organizations exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

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SECRETARY _____

DATE 30 July 2016