

ADOPTED BY RESOLUTION ON 10/28/11

BY-LAWS OF

PALANTE TECHNOLOGY COOPERATIVE, INC.

(A New York Business Corporation electing to be governed under Article 5A of the Cooperative Corporations Law)

ARTICLE I
MEMBERS

Section 1. Membership.Admission to Membership. Each person (a) who has completed the applicable probationary period specified in Section 1.2 hereof, (b) who patronizes the corporation through contributions of their labor, (c) who elects to become a Member of the Corporation, (d) who is at least 18 years of age, and (e) who has completed a training program approved by the Board of Directors shall become a Member (a "Member") upon execution and delivery of a membership agreement in such form as shall be approved by the Board of Directors of the Corporation. The Board of Directors of the Corporation may establish such other criteria for membership as they deem appropriate.

1.2 Probationary Period. Subject to Section 1.3, prior to becoming a Member, each person who desires to become a Member must complete a probationary period. Admission to the probationary period in anticipation of membership requires approval by a vote of 90% of all existing Members of the Corporation. The length of such probationary period shall be determined from time to time by the Board of Directors.

1.3 Initial Members. Notwithstanding Sections 1.1 and 1.2, the following persons shall initially be Members of the Corporation: Jonathan Goldberg, Jack Aponte, Jamila Khan, Joseph Lacey (the "Initial Members") and such other members as designated by the Board before December 31, 2011.

1.4 Membership Shares. The Corporation has authority to issue two classes of shares. These classes are common stock (the "Membership Shares"), and preferred stock (the "Non-Membership Shares"). Membership shall be evidenced by the issuance of one Membership Share to such Member, and no person who is not a Member of the Corporation shall be a holder of any Membership Share. Each Member shall own one and only one Membership Share, except that, in the event of the death of a Member, his or her estate may hold the Membership Share pending repurchase by the Corporation. Each prospective Member shall pay a fee to the Corporation for the Membership Share to be reserved by that person (the "Membership Fee"). The Membership Fee and the terms of a Membership Share shall be determined by the Board of Directors from time to time.

Section 2. Meetings.

2.1 Annual Meeting. The annual meeting of the Members (the "Annual Meeting") for the election of the Directors and Officers and for the transaction of such other

business as may come before the Members shall be held each year at the place (which may be either within or outside the State of New York), time and date, as may be fixed by the Board of Directors, or, if not so fixed, as may be determined by the President of the Board of Directors.

2.2 Special Meetings. Special meetings shall be held whenever called by resolution of the Board of Directors, the President of the Board, or other individual authorized by the Board to call such a meeting. The Secretary, upon receiving the resolution, shall promptly give notice of such meeting as provided below, or if the Secretary fails to do so within five business days thereafter, any member signing such demand may give such notice.

Section 3. Notice of Meetings, Waivers of Notice.

3.1 Notice of Meeting. Written notice of the place, date and hour of any meeting shall be given to each Member entitled to vote at such meeting by mailing the notice by first class mail, postage prepaid, by e-mail or by personal delivery, not less than ten nor more than fifty days before the date of the meeting. Notice of special meetings shall indicate the purpose for which they are called and the person or persons calling the meeting.

3.2 Waivers of Notice. Notice of meeting need not be given to any Member who submits a signed waiver of notice, in person or by proxy, whether before or after the meeting. The attendance of any Member at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, shall constitute a waiver of notice by such Member.

Section 4. Quorum, Adjournments of Meetings. At all meetings of the Members, 60% of the Members, present in person, or conference call, or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Members present in person or by proxy may adjourn the meeting. Notice of the new meeting shall be given in accordance with Section 3.1 of this Article I.

Section 5. Organization. The President of the Corporation shall preside at all meetings of the Members or, in the absence of the President, an acting President shall be chosen by the Members present. The Secretary of the Corporation shall act as Secretary at all meetings of the Members, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 6. Voting. At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one vote. Upon demand of any Member, any vote for directors or upon any question before the meeting shall be by ballot. The approval of the matters specified in Sections 10 and 11 of the Certificate of Incorporation of the Corporation shall be subject to the approval by the proportion of Members specified therein.

Section 7. Proxies. Each Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for such Member by proxy. The validity and enforceability of any proxy shall be determined in accordance with section 609 of the BCL. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by section 609 of the BCL. Each Member

may only use proxy voting once per calendar year. Proxies may not be used at the Annual Meeting

Section 8. Action by the Members. Except as otherwise provided by the Certificate of Incorporation, by statute or by these by-laws, at any meeting of the Members, a decision of the Members must be affirmed through consensus, which shall be the totality of the Members present at the meeting voting "for," or "unopposed" to, a proposed action. If any Member should vote to "oppose" any proposed action, then the decision cannot be affirmed. Notwithstanding the foregoing, in the event of difficulty in reaching a consensus, any Member may propose that the Members decide the matter by a majority of the votes cast at a meeting of Members at which a quorum shall be present (which may be the same meeting) or, in the case of matters specified in Section 12, 13 or 14 of the Certificate of Incorporation, by the requisite percentage or number of Members specified in such section. If such proposal to decide the matter in such a manner is itself approved by a majority of the votes cast at such meeting, then the Members shall decide the matter by a majority of the votes cast at the meeting or, in the case of matters specified in Section 12, 13 or 14 of the Certificate of Incorporation, by the requisite percentage or number of Members specified in such section. Any corporate action authorized in the manner specified in this section shall be the act of the Members. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all of the Members.

ARTICLE II BOARD OF DIRECTORS

Section 1. Powers and Number. The property, affairs and activities of the Corporation shall be managed and controlled and its powers exercised by the Board of Directors. The Board of Directors shall initially be comprised of those Directors listed in the Certificate of Incorporation. The number of Directors that shall constitute the Board of Directors shall not be less than five (5) nor more than eleven (11) as set forth in the By-laws of the Corporation from time to time. Non-Members may serve as Directors or Officers however at no time shall there be a majority of Non-Member Directors. Each Director shall be at least eighteen (18) years of age.

Section 2. Election and Term of Office. The Directors shall serve until the next Annual Meeting. Directors may be elected to any number of consecutive terms. Directors shall be elected at the Annual Meeting by a plurality of the votes cast or by Member action without a meeting pursuant to the rules for actions by Members as stated in these bylaws.

Section 3. Vacancies. Any vacancies among the Directors for any reason may be filled by vote of a majority of the Directors then in office, regardless of their number, and the Directors so elected shall serve until the next Annual Meeting.

Section 4. Resignations. Any Director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation or its President. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director.

Section 5. Removal. Any Member may bring charges against a Director by filing them in writing with the Secretary, together with a petition signed by five (5) per cent of the Members, requesting removal. The Corporation may thereupon remove the Director by the affirmative vote of three-fourths (3/4) of the members voting thereon at a meeting promptly held after due notice in writing setting forth accurately the purpose for which such meeting is called, provided that at such meeting not less than ten (10) per cent of the entire membership vote, personally or by mail. The Director involved shall be given a copy of the charges at least ten (10) days in advance of the meeting, and he and the complainant shall have an opportunity at the meeting to be heard in person or by counsel and to present and cross examine witnesses.

Section 6. Meetings. Meetings of the Board may be held at any place within or without the State of New York as the Board may from time to time fix, or as shall be specified in the notice or waivers of notice thereof. The annual meeting of the Board of Directors in each year shall be held immediately following the Annual Meeting. Special meetings of the Board shall be held whenever called by a majority of the Board of Directors or the President of the Board, in each case at such time and place as shall be fixed by the person or persons calling the meeting. Directors or members of any committee designated by the Board may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 7 shall constitute presence in person at such meeting.

Section 7. Quorum and Voting. Unless a greater proportion is required by law, a majority of the Board of Directors then in office shall constitute a quorum for the transaction of business or of any specified item of business. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained. Except as otherwise provided by the Certificate of Incorporation, by statute or by these by-laws, a decision of the Directors must be affirmed through consensus, which shall be the totality of the Directors present at the meeting voting "for," or "unopposed" to, a proposed action. If any Director should vote to "oppose" any proposed action, then the decision cannot be affirmed. Notwithstanding the foregoing, in the event of difficulty in reaching a consensus, any Director may propose that the Directors decide the matter by a majority of the votes cast at a meeting of Directors at which a quorum shall be present (which may be the same meeting) or, in the case of matters specified in Section 10 of this Article II, using the unanimous "minus one" standard described in such section. If such proposal to decide the matter in such manner is itself approved by a majority of the votes cast at such meeting, then the Directors shall decide the matter by a majority of votes cast at the meeting or, in the case of matters specified in Section 10 of this Article II, using the unanimous "minus one" standard described in such section. Any corporate action authorized in the manner described in this section shall be the act of the Board.

Section 8. Action by the Board. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means

of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 9. Certain Actions Requiring Special Board Approval. The following actions may only be taken by the Corporation with the unanimous “minus one” approval of the Board of Directors (i.e., these actions shall be approved even if one existing Director votes against that approval):

9.1 the annual allocation of net income pursuant to Article IX, Section 2.2 and net loss pursuant to Article IV, Section 2.4; and

9.2 the determination of the target for allocations to the Corporation’s Retained Earnings Account pursuant to Article IX, Section 2.3.

Section 10. Notice of Meetings. Notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be mailed to each director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary) or shall be e-mailed to such director, in each case at least seven days before the day on which the meeting is to be held; *provided, however*, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address by e-mail, telegram or cablegram or given personally or by telephone, no less than 48 hours before the time at which such meeting is to be held, unless the meeting must be held within 48 hours. Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. No notice need be given of any adjourned meeting.

Section 11. Board Service Counted Toward Patronage. Any Member’s service as a Director, including, but not limited to, attendance at meetings of the Board of Directors, shall be recognized as Patronage (as defined in Article IX, Section 2.1).

ARTICLE III OFFICERS, EMPLOYEES AND AGENTS

Section 1. Number and Qualifications. The officers of the Corporation shall include a President, one or more Vice-Presidents, Secretary and Treasurer who shall be elected annually by the Board of Directors. The President and a first Vice-President shall be Members of the Corporation, and shall be elected from among the Directors. Other officers need not be Directors or Members of the corporation. The offices of Secretary and Treasurer may be combined.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected at the annual meeting of the Board of Directors held immediately following the Annual Meeting. Each such officer, whether elected at the annual meeting of the board of

directors or to fill a vacancy or otherwise, shall hold office until a successor shall have been elected and shall qualify, or until the death, resignation or removal of such officer, whichever is earlier.

Section 3. Employees and Other Agents. The Board of Directors may appoint from time to time such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board of Directors may from time to time determine. To the fullest extent allowed by law, the Board of Directors may delegate to any officer or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

Section 4. Removal. Any officer, employee or agent of the Corporation may be removed with or without cause by a vote of the majority of the entire Board of Directors.

Section 5. Vacancies. In case of any vacancy in any office, a successor to fill such vacancy may be elected by the Board of Directors.

ARTICLE IV COMMITTEES

Section 1. Committees of the Board. During any period in which the Board of Directors consists of all the Members of the Corporation pursuant to Article II, Section 1 of the by-laws of the Corporation, the Board may, by resolution adopted by a majority of the entire Board, establish and appoint an executive and other standing committees. Each committee shall appoint the chairperson of such committee. Each committee so appointed shall consist of three or more directors and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

- 1.1 the filling of vacancies on the Board or on any committee; and
- 1.2 the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

ARTICLE V CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation and shall determine who shall be authorized in the Corporation's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

ARTICLE VI
OFFICE AND BOOKS

Section 1. Office. The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

Section 2. Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the certificate of incorporation, a copy of these by-laws, and all minutes of meetings of the Members and of the Board of Directors.

ARTICLE VII
FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Directors; however, in the event the Board has not set a fiscal year it shall be the calendar year, January 1 through December 31.

ARTICLE VIII
INDEMNIFICATION

Section 1. Indemnity Undertaking. To the extent not prohibited by law, the Corporation shall indemnify any person who is or was made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (a "Proceeding"), whether civil, criminal, administrative or investigative, including, without limitation, an action by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director or officer of the Corporation, or, at the relevant time being or having been such a director or officer, is or was serving in any capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise (an "Other Entity"), against judgments, fines, penalties, excise taxes, amounts paid in settlement and costs, charges and expenses (including attorneys' fees, disbursements and other charges). Notwithstanding the foregoing, no indemnification shall be made to or on behalf of any director or officer of the Corporation if a judgment or other final adjudication adverse to such director or officer establishes that (a) his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. Persons who at the relevant time are not or were not directors or officers of the Corporation may be similarly indemnified in respect of service to the Corporation or to an Other Entity at the request of the Corporation to the extent the Board at any time specifies that such persons are entitled to the benefits of this Article VIII.

Section 2. Advancement of Expenses. The Corporation shall, from time to time, reimburse or advance to any Director or officer or other person entitled to indemnification hereunder the funds necessary for payment of expenses, including attorneys' fees, disbursements and other charges, incurred in connection with any Proceeding, in advance of the final disposition of such Proceeding; *provided, however*, that, if required by the Business Corporation

Law, such expenses incurred by or on behalf of any director or officer or other person may be paid in advance of the final disposition of a Proceeding only upon receipt by the Corporation of an undertaking, by or on behalf of such director or officer (or other person indemnified hereunder), to repay any such amount so advanced if it shall ultimately be determined by final judicial decision from which there is no further right of appeal that such director, officer or other person is not entitled to be indemnified for such expenses.

Section 3. Rights Not Exclusive. The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Article VIII shall not be deemed exclusive of any other rights to which a person seeking indemnification or reimbursement or advancement of expenses may have or hereafter be entitled under any statute, the Certificate of Incorporation, these bylaws, any agreement, any vote of Members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Section 4. Continuation of Benefits. The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Article VIII shall continue as to a person who has ceased to be a director or officer (or other person indemnified hereunder) and shall inure to the benefit of the executors, administrators, legatees and distributees of such person.

Section 5. Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify (a) itself for any obligation that it incurs as a result of the indemnification of directors and officers under the provisions of this Article VIII or (b) any director or officer in instances in which he or she may be indemnified under the provisions of this Article VIII against any liability asserted, whether or not the Corporation would have the power to indemnify such person against such liability under the laws of the State of New York, subject to the limitations imposed under Section 726 of the Business Corporation Law (or any successor section).

ARTICLE IX INTERNAL CAPITAL ACCOUNT SYSTEM

Section 1. Internal Capital Accounts. The Corporation shall have a system of Internal Capital Accounts as equity accounts to reflect its net worth, to reflect the allocation of net worth among the Members, and to determine the redemption value of Membership Shares and Written Notices of Allocation as hereinafter defined. The Internal Capital Accounts consist of Individual Capital Accounts and a Retained Earnings Account. The sum of the balances of the Internal Capital Accounts is the net worth of the Corporation.

1.1 Individual Capital Accounts. The Corporation shall maintain for each Member an Individual Capital Account that reflects the value of the Member's relative equity in the Corporation.

(a) The balance in any Individual Capital Account results from and is increased by: (i) the initial Membership Fee, plus any other paid-in capital from or on behalf of

the Member in excess of the Membership Fee, and (ii) the amount of any Written Notices of Allocation issued to the Member.

(b) The balance in any Individual Capital Account is decreased by: (i) any losses allocated to the Individual Capital Accounts, and (ii) the redemption, in cash or notes of indebtedness, of a Written Notice of Allocation previously issued to the Member and recorded in the Member's Individual Capital Account.

1.2 Retained Earnings Account. The Corporation shall maintain an unallocated retained earnings account (the "Retained Earnings Account") that reflects the portion of net worth not allocated to Individual Capital Accounts.

(a) The balance in the Retained Earnings Account results from and is increased by: (i) that portion of retained earnings not allocated to Individual Capital Accounts, and (ii) any gifts or grants to the Corporation, unless otherwise allocated to Individual Capital Accounts.

(b) The Retained Earnings Account balance is decreased by any losses allocated to the Retained Earnings Account.

(c) The Corporation shall maintain a Retained Earnings Account balance with reference to a target amount for business purposes, in accordance with Section 2.3 of this Article IX.

Section 2. Allocation of Net Income. The positive or negative Accounting Net Income of the Corporation shall be allocated annually among the Internal Capital Accounts, after payment of corporate tax, dividends on capital stock, and the cash portion of Patronage Dividends.

2.1 Definitions. The following definitions shall apply to terms used herein.

(a) "Accounting Net Income" is the book net income for the fiscal year computed in accordance with Generally Accepted Accounting Principles (GAAP).

(b) "Patronage" is the total number of hours worked for the Corporation by Members, Directors, and non-members during the fiscal year. "Member Patronage" is the total number of hours worked for the Corporation by Members during the fiscal year. Member Patronage includes Board service completed by Members as stated in Article 2, Section 11.

(c) "Patronage Income" is that portion of Accounting Net Income resulting from the Member Patronage and is calculated by multiplying the Accounting Net Income (minus any Ancillary Income) by the ratio of Member Patronage to Patronage.

(d) "Non-member Patronage Income" is that portion of Accounting Net Income resulting from the Patronage of non-members.

(e) “Ancillary Income” is that portion of Accounting Net Income resulting from transactions that do not facilitate the primary business of the Corporation and do not result from Member Patronage.

(f) “Patronage Dividend” is the positive amount of Patronage Income allocated to the Members in proportion to their relative Member Patronage during the fiscal year and may consist of any combination of cash and Written Notices of Allocation.

(g) “Collective Account” is the unindividualized portion of the net worth that is not to be returned to the individual members during the lifetime of the Corporation.

(h) “Written Notice of Allocation” is the certificate issued to each Member specifying the amount, if any, of the Patronage Dividend allocated to the Member and retained by the Corporation.

2.2 Patronage Allocations. Patronage Income, after reductions in accordance with Section 2.3, shall be allocated as Patronage Dividends to the Members on the basis of their relative Patronage within 6 months after the end of the fiscal year.

(a) In any proportions determined by the Board of Directors, Patronage Dividends may be paid in cash, in Qualified Written Notices of Allocation, or in Non-qualified Written Notices of Allocation, each as defined in Subchapter T of the Internal Revenue Code of 1986, as amended from time to time (“Subchapter T”).

(b) The amount of any Written Notice of Allocation issued to a Member shall be credited to the Member’s Individual Capital Account, and the amount thus retained by the Corporation may be used for any and all corporate purposes. Written Notices of Allocation are non-transferable unless otherwise approved by the Board of Directors.

(c) By becoming a Member of the Corporation, each Member shall be deemed to have consented to include in his or her taxable income the amount of any Qualified Written Notices of Allocation and to pay tax thereon in accordance with Subchapter T.

(d) The Corporation shall issue annually to each Member an Individual Capital Account Statement that discloses his or her account balance and any changes since the previous Statement.

2.3 Unallocated Retained Earnings. From time to time, the Board of Directors shall establish an overall target amount for unallocated retained earnings on the basis of stated business purposes and needs. Annually, the Board of Directors shall make allocations of retained earnings to the Retained Earnings Account with reference to the target amount and business purposes and needs. Such allocations shall be from: (1) Ancillary Income and Non-member Patronage Income, and (2) if necessary for business purposes, from Patronage Income. Unless and until such target percentage is modified by Board of Directors, the percentage of positive Accounting Net Income allocated to the Retained Earnings Account shall be the maximum that may be so allocated without jeopardizing the deductibility of Patronage Dividends by the Corporation pursuant to Subchapter T.

2.4 Losses. If the Corporation incurs a net loss in any fiscal year, such net loss shall be charged against the balances in the Internal Capital Accounts as determined by the Board of Directors.

Section 3. Capital Distributions to Members. Membership Shares and Written Notices of Allocation shall be redeemed by the Corporation in accordance with this section.

3.1 Redemption of Written Notices of Allocation. All Written Notices of Allocation credited to a Member's Individual Capital Account shall be redeemed by the Corporation in accordance with their terms and procedures as determined by the Board of Directors.

3.2 Redemption of Membership Shares. Upon termination of Membership in accordance with the Bylaws, the Membership Share held by the terminated Member shall be transferred to the Corporation for the consideration defined herein.

(a) After year-end adjustments, the Member's Individual Capital Account balance other than Written Notices of Allocation shall be paid to the terminated Member as consideration for the Membership Share in cash, promissory notes, or other property as determined by the Board of Directors.

(b) If there is no positive balance in the terminated Member's Individual Capital Account other than Written Notices of Allocation, then the Membership Share shall be returned to the Corporation for no consideration.

(c) Written Notices of Allocation, if any, shall be redeemed in accordance with Section 3.1.

3.3 Dissolution Distributions. The capital represented by the Collective Account is not to be appropriated by any Members as individuals. Accordingly, on the sale of all the assets, liquidation or dissolution of the Corporation, any residual assets left after the payment of all debts and individual capital accounts shall be distributed to charitable organizations.

ARTICLE X AMENDMENTS

The By-Laws may be amended or repealed by 80% supermajority of the votes cast by Members at the Annual Meeting, or a special meeting called for the purpose of altering the By-Laws; *provided* notice of the proposed alteration shall have been included in the notice of meeting. The By-Laws may also be amended by the Board of Directors; but any amendment adopted by the Board shall be reported at the Annual Meeting and, if not affirmatively approved thereat by 80% supermajority of the votes cast by Members, shall cease to be in effect.

ARTICLE XI
OPERATING RULES

Written rules, separate from these Bylaws, may be established by the Members or by the Board. These Operating Rules may be added to, amended, or repealed at any meeting of the Members or the Board. The Operating Rules shall be binding on all Members and Directors, unless inconsistent with the law, the Articles, the Bylaws, shareholder agreements, or other applicable written agreements. A current copy of the Operating Rules shall be maintained by the Secretary, and a copy shall be available to any Member requesting a copy.