

AMENDED AND RESTATED  
BY-LAWS OF FONKOZE USA, INC.

Adopted as of October 3, 2015

ARTICLE I. NAME,

PURPOSE

Section 1. Organization Name. The name of this organization shall be FONKOZE USA, INC. a not-for-profit, non-stock corporation, incorporated in the state of New York (the "Corporation").

Section 2. Purpose. The Corporation raises donated and invested funds, increases public awareness about Haiti and Fonkoze's financial and educational services, and facilitates technical assistance to Fonkoze.

ARTICLE II.

MEMBERS

Section 1. Membership. Members of the corporation ("Members") shall also serve as the Directors of the Corporation ("Directors").

Section 2. Meetings. The annual meeting of the Members for the election of the Directors 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 Chairperson of the Board of Directors. The annual meeting of the Members shall precede the annual meeting of the Board of Directors. Special meetings shall be held whenever called by resolution of the Board of Directors, the Chairperson of the Board or by a written demand to the Secretary of ten percent of the Members eligible to vote.

Section 3. Notice of Meetings. 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 email, facsimile or personal delivery, not less than seven 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.

Section 4. Quorum, Adjournments of Meetings. At all meetings of the Members, a majority of the Members entitled to vote, present in person 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 is not required if the time and place for the new meeting are announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 5. Organization. The Chairperson of the Board of Directors shall preside at all meetings of the Members. In the absence of the Chairperson, the Vice-Chairperson shall preside. In the absence of both the Chairperson and the Vice-Chairperson, an acting Chairperson shall be chosen by plurality vote of the Members entitled to vote who are 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 record date for determining voting eligibility shall be seven days before the date of the meeting.

Section 7. Action by the Members. Except as otherwise provided by statute or by these by-laws, any corporate action authorized by a majority of the votes cast at a meeting of Members 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 the required number of Members entitled to vote.

Section 8. Special Actions Requiring Vote of Members. The following corporate actions may not be taken without approval of the Members:

(a) a majority of the votes of the Members is required for (1) any amendment of or change to the certificate of incorporation, or (2) a petition for judicial dissolution;

(b) two-thirds of the votes of the Members is required for (1) disposing of all, or substantially all, of the assets of the Corporation, (2) approval of a plan of merger, (3) authorization of a plan of non-judicial dissolution, or (4) revocation of a voluntary dissolution proceeding.

### ARTICLE III. 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 number of Directors shall be determined by the entire Board of Directors but shall not exceed eighteen and in no event shall the entire Board consist of less than five Directors. Each Director shall be at least eighteen years of age.

Section 2. Election and Term of Office. The Directors shall be elected to hold office for three-year terms, which shall commence at the first in person meeting of the Board of Directors following such Director's election. Directors may be elected to three consecutive terms after which they shall be required to remain off the board for at least one full year before having the opportunity to be reelected provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the original date of expiration of that term. Anne Hastings is a Director Emeritus and current Directors Father Joseph Phillippe and Leigh Carter have no term limits. Directors shall be elected at the annual meeting of Members by a plurality of the votes cast or by membership action without a meeting pursuant to the rules for actions by members as stated in these by-laws. The Directors may, by majority vote, elect a Chairperson, Vice-Chairperson, Secretary and Treasurer of the Board.

Section 3. Newly Created Directorships and Vacancies. Newly created Directorships and 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 of the Members. At the next annual meeting of the Members, such Directors appointed pursuant to this Section may be elected for full terms pursuant to Section 2 above. New Directorships created pursuant to this Section shall commence upon the first in person meeting of the Board of Directors following such Director's appointment.

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 the Chairperson of the Board of Directors. The acceptance of a resignation by the Board of Directors shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Director.

Section 5. Removal. Any Director may be removed at any time with cause by a majority of the Board of Directors then in office at any special meeting of the Board called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Board of Directors then in office. Absence from three consecutive meetings of the Board of Directors by any Director shall constitute cause for the purpose of this Section. Any Director can be removed at any time with or without cause by a vote of the Members entitled to vote.

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 of the Members. Each annual meeting of the Board of Directors shall include an executive session ("Executive Session"), comprised of all voting Directors except for ex-officio Directors. Other regular meetings of the Board shall be held no less than two (2) times during the year. Special meetings of the Board shall be held whenever called by a majority of the Board of Directors, the Chairperson or Vice-Chairperson of the Board, or the Executive Director, in each case at such time and place as shall be fixed by the person or persons calling the meeting. In rare circumstances, as determined by the Board, any one or more Directors or any member of a committee of the Board of Directors 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. In such circumstances, participation by such means shall constitute presence in person at a meeting.

Section 7. Quorum and Voting. Unless a greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by statute or by these by-laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. 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.

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.

Section 9. 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 emailed to each Director, 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 by email, given personally or by telephone, no less than forty-eight hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight 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 10. Board Fellows. The Board of Directors may, from time to time, designate one or more persons who are not Directors of the Corporation as Board Fellows. Board Fellows are intended to be graduate

students and young professionals, who shall serve for a term of one or two years (at the discretion of the Board), which may be renewed. Board Fellows may attend and participate in Board meetings but will have no voting privileges. Board Fellows are not to be counted for quorum purposes. Board Fellows may participate in Executive Session at the discretion of the Chairman of the Board.

Section 11. Honorary Directors. The Board of Directors may, from time to time, designate one or more persons who are not Directors of the Corporation as Honorary Directors. Honorary Director positions shall be lifetime positions designated at the discretion of the Board. Honorary Directors may attend and participate in Board meetings but will have no voting privileges. Honorary Directors are not to be counted for quorum purposes. Honorary Directors may participate in Executive Session at the discretion of the Chairman of the Board.

## ARTICLE IV.

### OFFICERS, EMPLOYEES AND AGENTS

Section 1. Number and Qualifications. The officers of the Corporation shall be a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer, an Executive Director and such other officers, if any, as the Board of Directors may from time to time appoint (the “Officers”). One person may hold more than one office in the Corporation except that no one person may hold the offices of Executive Director and Secretary. The Officers need not be Directors of the Corporation. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

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 of Members. Each such Officer, whether elected at the Annual Meeting or to fill a vacancy or otherwise, shall hold office until the close of the election of Officers at the Annual Meeting next held after his election or 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. 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 4. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors.

Section 5. Executive Director. The Board shall appoint an Executive Director who shall be the chief executive officer of the Corporation, and shall have such duties as customarily pertain to that office. The Executive Director shall have general management and supervision of the property, business and affairs of the Corporation and over its other officers and may execute and deliver in the name of the Corporation powers of attorney, contracts, and other obligations and instruments, unless the Board shall specifically require additional signatures to any document. The Executive Director shall hold office at the pleasure of the Board and shall receive such reasonable compensation as a majority of the Board of Directors may from time to time determine. The Executive Director shall oversee the financial affairs of the Corporation, in accordance with applicable laws as well as the financial policies and document retention policy adopted by the Corporation. The Executive Director shall appoint employees and determine the compensation of those employees, subject to review by the Board. The Executive Director shall be supervised by and report to the Board of Directors. The Board of Directors (or if designated, the Executive Committee) will evaluate the performance of the Executive Director, which evaluation shall be prepared by the Chairperson.

Section 6. Chairperson: Powers and Duties. Subject to the direction and control of the Board, the Chairperson shall see that the resolutions and directives of the Board are carried into effect; and, in general, shall discharge all duties incident to the office of Chairperson and as prescribed by the Board. The Chairperson shall preside at all

meetings of Members and of the Board of Directors. The Chairperson shall work closely with and support the Executive Director and separate committees to ensure that the corporation maintains its mission focus and reaches its goals. The Chairperson shall also work to ensure that the Board develops along with the needs of the corporation and cultivate current and future leadership. The Board may appoint up to two Chairpersons.

Section 7. Vice-Chairperson: Powers and Duties. The Vice-Chairperson shall assist the Chairperson in the discharge of the Chairperson's duties as the Chairperson may direct and shall perform such other duties as may be assigned by the Chairperson or by the Board. In the event of absence, inability, or refusal of the Chairperson to act, the Vice-Chairperson shall perform the duties of the Chairperson with all the power of, and subject to all the restrictions upon the Chairperson. The Board may appoint more than one Vice-Chairpersons.

Section 8. Secretary: Powers and Duties. The Secretary shall keep the minutes of the Annual Meeting and all meetings of the Board of Directors in books provided for that purpose. He or she shall be responsible for the giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned by the Board of Directors.

Section 9. Treasurer: Powers and Duties. The Treasurer shall have past financial experience. He or she shall review all bank statements of the Corporation then forward them to the Executive Director. He or she shall cosign all checks of the corporation above a limit to be set by the Board. He or she shall serve as a permanent member of the Audit Committee. He or she will work closely with the Executive Director to ensure that proper books of accounts and records are kept. At the annual meeting of the Board of Directors and whenever else required by the Board of Directors, he or she shall render a statement of the Corporation's accounts. He or she shall at all reasonable times exhibit the Corporation's books and accounts to any Officer or Director of the Corporation and shall perform all duties incident to the position of Treasurer subject to the control of the Board of Directors, and shall when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine.

Section 10. Other Officers. To the full extent allowed by law, the Board of Directors may delegate to any employee or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

Section 11. Compensation. Any Officer, employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Board of Directors.

## ARTICLE V.

### COMMITTEES

Section 1. Committees of the Board. The Board may, by resolution adopted by a majority of the entire Board, establish and appoint committees. The Board of Directors shall appoint one of its members as the chairperson of each committee. Each committee so appointed shall consist of three or more Directors. Honorary Board Members, Board Fellows, volunteers or other non-Directors may serve on and participate as members of committees, except that they may not vote on any matters and they will not count towards the three or more Director membership requirement. To the extent provided in the resolution establishing it, each committee may have all the authority of the Board except as to the following matters:

- (a) the filling of vacancies on the Board or on any committee;
- (b) the amendment or repeal of the by-laws or the adoption of the new by-laws;

- (c) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
- (d) the fixing of compensation of the Directors for serving on the Board or any committee.

Special committees may be appointed by the Chairperson of the Board of Directors with the consent of the Board and shall have only the powers specifically delegated to them by the Board. The current committees of the Board of Directors are: the Audit Committee, the Development Committee, the Executive Committee, the Finance Committee and the Governance Committee.

Section 2. Executive Committee. The Board shall establish an Executive Committee consisting of the Chairperson, Vice Chair, Secretary, Treasurer and other members of the Board of Directors; provided that all members of the Executive Committee shall be independent. The Chair of the Executive Committee shall be the Chairperson; in the absence of the Chairperson, the Vice Chair shall preside. A minimum of three (3) affirmative votes of the members of the Executive Committee shall be required for the Executive Committee to take action. The Executive Committee shall report to the Board in timely fashion any action taken by the Executive Committee on behalf of the Board.

Section 3. Audit Committee. The Board shall establish a permanent Audit Committee, which shall be separate from the Finance Committee. Each member of the Audit Committee will be a member of the Board of Directors, in good standing, and independent in order to serve on this committee. The Audit Committee shall meet at least two times per year: in the middle and at the end of the corporation's financial year, and shall review the financial statements presented for that period. The Audit Committee is responsible for engaging an independent auditor and reviewing their performance and the draft audited financial statements. The Audit Committee is responsible for developing anti-fraud policies for the corporation and updating those policies on a regular basis. The Audit Committee should take an active role in the prevention and deterrence of fraud, as well as an effective ethics and compliance program.

Section 4. Finance Committee. The Board shall establish a Finance Committee, one of whose members shall be the Treasurer. The other members of the Finance Committee shall be appointed by the Board of Directors. The Finance Committee shall advise the Treasurer and the Board in regard to the investments and general fiscal policy of the Corporation.

Section 5. Development Committee. The Board shall establish a Development Committee, which shall be separate from the Finance Committee. Each member of the Development Committee will be a member of the Board of Directors, in good standing. The Development Committee shall meet at least every two months, and shall review fundraising activity. The Development Committee is responsible for coordinating with the Finance Committee to determine annual and/or quarterly development budgets and fundraising goals, working with staff and outside consultants to plan and execute on fundraising, and educating the full board on various fundraising techniques. The Development Committee is also responsible for periodically reviewing or causing to be reviewed, various state and federal fundraising requirements, including but not limited to, state fundraising registration requirements, to insure compliance and to report to the Board of Directors on such matters. To the extent the Corporation is considering or has determined to use paid fundraisers, the Development Committee is also responsible for fully and thoroughly evaluating any prospective paid fundraiser (including both a review of the relative skills and merits of the individual or entity to be engaged and compensated for fundraising work, as well as an analysis of the impact, if any, that utilizing a paid fundraiser could have on the Corporation and what, if any disclosures are required in connection with the engagement with a paid fundraiser).

Section 6. Governance Committee. The Board shall establish a Governance Committee. Each member of the Governance Committee will be a member of the Board of Directors, in good standing, and independent in order to serve on this committee. The Governance Committee will oversee all aspects of the Board of Directors

membership, education, structure and functioning, including: (i) monitoring and making recommendations about the Board of Directors' structure and size; (ii) developing and periodically reviewing criteria for Board of Directors' membership; (iii) identifying and enlisting new members of the Board of Directors; (iv) identifying and enlisting new officers of the Corporation; (v) evaluating members of the Board of Directors; (vi) educating new members of the Board of Directors about the Corporation, including the role of the Board of Directors and its policies; and (vii) otherwise periodically refining and conducting the continuing education of the members of the Board of Directors.

## ARTICLE VI.

### CONTRACTS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents, in the name of and on behalf of the Corporation, to enter into any contract or contracts and to execute or deliver any instrument or instruments, and any such authority may be general or confined to specific instances.

Section 2. Checks. All checks, drafts and other orders for the payment of money out of the funds of the Corporation shall be signed on behalf of the Corporation by such person or persons as the Board of Directors may from time to time prescribe, in compliance with the financial policies of the Corporation (including the Corporation's manual of financial policies and document retention policy, as approved by the Board of Directors or an authorized committee thereof from time to time).

Section 3. Loans. When authorized by the Board of Directors, any Officer or agent of the Corporation may effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidence of indebtedness of the Corporation and, when authorized so to do, may pledge, hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances.

Section 4. Funds. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select or as may be selected by any Officer or Officers, agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board of Directors; and for the purpose of such deposit, any Officer or agent of the Corporation, when authorized by the Board of Directors, may endorse, assign and deliver checks, drafts and other orders for the payment of money which are payable to the order of the Corporation.

Section 5. Securities. The Board of Directors may authorize the deposit of the securities, funds and investments of the Corporation in safekeeping or custodian accounts with any banks or trust companies that it may from time to time designate; also, the Board of Directors may authorize any Officer or Officers, agents or agents, to deposit or withdraw such securities, etc. and to do such other things as may be necessary to administer such safekeeping or custodian account.

Section 6. Use of Funds. The funds of the Corporation may be used for the purposes set forth in the Corporation's Certificate of Incorporation, in accordance with the following:

(1) The Board shall have exclusive authority to make grants and contributions and otherwise render financial assistance for the purposes expressed in the Certificate of Incorporation and these By-laws. In furtherance of the foregoing, the Board:

(A) shall have the power to make grants and to extend loans to any organization that is organized and operated exclusively for charitable, scientific or educational purposes within the meaning of §

501(c) (3) of the Internal Revenue Code;

(B) may solicit funds for any grant to the specifically approved project or purpose of the other organization; provided that the Board shall at all times, have the right to withdraw approval of the grant and use the funds for other charitable, scientific or educational purposes;

(C) shall require any beneficiary of a grant or loan made by the Corporation to furnish a periodic accounting with specific details to establish that the funds were expended for the purposes approved by the Board;

(D) may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funding is requested; and

(E) may, at its discretion, make site visits to grantees to verify the grant funds are being used as intended.

(2) In accordance with the provisions of the Certificate of Incorporation and these By-laws, the Corporation may solicit contributions that are to be used to provide grants to or for the benefit of Sevis Finansye Fonkoze, S.A. (SFF), Fondasyon Kole Zepol (the Fonkoze Foundation) or any other foreign organization, for specific purposes. At all times, all of the pertinent facts, including the fact that the Board may withdraw its approval of a particular grant even after it has been made, shall be available to any contributor not previously informed of such facts should the contributor so request either before or after a contribution has been made. The Corporation shall refuse to accept contributions so earmarked that they must in any and all event go to Sevis Finansye Fonkoze, S.A. (SFF), Fondasyon Kole Zepol (the Fonkoze Foundation) or any other foreign organization.

(3) At all times, the Corporation shall operate in accordance with U.S. law, including the Internal Revenue Code and Treasury Regulations promulgated thereunder.

(4) Each grant by the Corporation will be accompanied by a grant agreement that will articulate the specific projects that the grant may be used for, the reports that are expected to be received and any other restrictions on the use of such funds.

## ARTICLE VII.

### INDEMNIFICATION

Section 1. The Corporation does hereby indemnify to the maximum extent legally permissible each Director and Officer and former Director and Officer of the Corporation, and each person who may have served at its request as a director, officer or trustee of another corporation or trust, whether for profit or not for profit (each an “Indemnified Party” and collectively, the “Indemnified Parties”), against expenses (including attorneys’ fees), judgments and fines actually and necessarily incurred by him or her in connection with or arising out of any threatened, pending or completed claim, action, suit, proceeding, issue or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which he or she may be involved as a party or otherwise by reason of his or her being or having been such Director, Officer, director, officer or trustee.

Section 2. This indemnification includes amounts paid or incurred in connection with reasonable settlements if made with a view to the curtailment of the costs of litigation.

Section 3. This indemnification includes amounts paid or incurred in connection with acts of negligence, whether liability on the part of any such Indemnified Party exists as to the Corporation, its Directors, Officers, agents or employees or as to third parties, including creditors.

Section 4. This indemnification also extends to any criminal action, suit, investigation or proceeding, provided that the same shall be dismissed against any Indemnified Party or that he or she shall have been found not guilty. Such indemnification likewise extends to a criminal action, suit, investigation or proceeding that is terminated by a plea of nolo contendere, or its equivalent, to a charge of misdemeanor, provided that the conduct complained of on the part of any Indemnified Party was done in good faith and with the belief that it was in the best interest of the Corporation and on the reasonable assumption of its legality.

Section 5. No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which any Indemnified Party has been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the Corporation, exclusive of issues or matters not related to the conduct on which the judgment was based, unless and only to the extent that the court in which the action or suit was brought shall determine that despite such adjudication of liability and in view of all the circumstances of the case, such Indemnified Party is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.

Section 6. The indemnification provided by this Bylaw shall not be deemed exclusive of any other rights which such Indemnified Party may have under any agreement, vote of the Board of Directors or otherwise.

Section 7. Every provision of this Article VI is intended to be severable, and if any term or provision is invalid for any reason whatsoever, such invalidity shall not affect the validity of the remainder of this Article VII.

#### ARTICLE VIII.

##### OFFICE, BOOKS AND POLICIES

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.

Section 3. Policies. The Corporation shall implement a conflict of interest, document retention, whistleblower and other policies as required by applicable law.

#### ARTICLE IX.

##### FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Directors.

#### ARTICLE X.

##### AMENDMENTS

These by-laws may be amended or repealed by the affirmative vote of a majority of the entire Board at any meeting of the Board of Directors, or by the members of the Corporation at a meeting duly called for the purpose of altering these by-laws, providing notice of the proposed alteration has been included in the notice of meeting.