

AMENDED AND RESTATED

BYLAWS OF IABCN, INC.

ARTICLE I

NAME

Section 1.1. Name. The name of the Corporation shall be IABCN, Inc. (Irish American Business Chamber and Network, Inc.)

ARTICLE II

Purposes and Operation

Section 2.1. Purposes. The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (“PaNPCL”), and the corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The Corporation is incorporated exclusively for, and the nature of the activities to be conducted, and the purposes to be promoted by the Corporation exclusively shall be to promote and represent the common business interests of, and improve business conditions among businesses and business people having an interest in the business, economy, government and history of Ireland and its relationship with the United States of America within the purview of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States (the “Code”). Without limiting the generality of the foregoing, the purposes of the Corporation shall be:

- (a) To promote the commercial and financial interests of (i) businesses with investments, contacts or interests in Ireland or the United States, and their owners and managers, and (ii) business persons of Irish descent and those having an interest in Ireland and its business, economy, government and history; to promote and strengthen commercial ties between Ireland and the United States of America; and to facilitate and encourage the exchange of information regarding business opportunities in Ireland and the United States; and
- (b) To do all things which may be necessary, appropriate or convenient to the achievement of the foregoing purposes and which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the Commonwealth of Pennsylvania and which are not otherwise prohibited by its Articles of Incorporation or these Bylaws.

Section 2.2. Restrictions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Section 2.1 hereof. Any other provision of these Bylaws to the contrary notwithstanding, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(a) and Section 501(c)(6) of the Code. These Bylaws shall not be altered or amended in derogation of the provisions of this Article.

Section 2.3. “Private Foundation” Provisions. In the event the Corporation is, or in the future may become, a “private foundation” within the meaning of Section 509 of the Code:

- (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax undistributed income imposed by Section 4942 of the Code.
- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Section 4944 of the Code.

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- (d) The Corporation shall not make any investments in such manner as to subject it to tax under the Code.
- (e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.
- (f) Upon dissolution or termination of the Corporation, it shall comply with the requirements of Section 507(b)(1)(A) of the Code

Section 2.4. Termination. Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes. Upon the sale of substantially all of the assets or the dissolution of the corporation, surplus shall not be utilized for the private interest of any person.

Section 2.5. Offices. The registered office of the Corporation shall be: 1401 Walnut Street, 9th Floor, Philadelphia, PA 19102. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine.

ARTICLE III No Members

Section 3.1. Members. The Corporation shall not have members.

ARTICLE IV Directors

Section 4.1. Number and Qualifications. The business and affairs of the Corporation shall be managed by a Board of three or more Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not proscribed by statute, by the articles of incorporation, or by these Bylaws. Directors shall be natural persons of full age and shall have been active as participants in the activities of the Corporation for at least one year prior to their appointment. The later requirement may be waived by the Board of Directors, in its sole discretion, in the case of a corporate member directors.

Section 4.2. Term of Office; Appointment.

(a) The Board of Directors shall be comprised of three classes; Class I, Class II and Class III. Each Class of Directors shall consist of approximately 1/3 of the entire Board of Directors and shall be appointed for three year terms, as follows:

- Class I Directors: June 1, 2004 to July 31, 2007, and each subsequent three-year period.
- Class II Directors: June 1, 2005 to July 31, 2008, and each subsequent three-year period.
- Class III Directors: June 1, 2006 to July 31, 2009, and each subsequent three-year period.

(b) The Board of Directors of the Corporation shall hold its annual meeting in June, at such time and place as the Board of Directors may determine. At each annual meeting, the Board of Directors whose terms are not expiring on June 30 of the then current year shall appoint Directors to fill positions of those Directors whose terms are expiring. Each Director appointed at the annual meeting of the Board of Directors shall serve until her or his successor is appointed and qualified.

(c) Notwithstanding the foregoing, at the initial organizational meeting of the Corporation, the Board shall appoint Directors to serve in each Class. Class I Directors shall serve for three years from the initial meeting after which time successors to Class I Directors shall be appointed to three-year terms. Class II Directors shall serve for one-year from the initial meeting, after which time successors to Class II Directors shall be appointed to three-year terms, and Class III Directors shall serve for two years from the initial meeting, after which time successors shall be appointed to three-year terms.

Section 4.3. Vacancies. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of Directors constituting the whole Board, shall be filled by a majority of the remaining Directors. Each person so appointed shall be a

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Director until her or his successor is appointed and qualified at the next annual meeting of the Board, or at any special meeting of the Board duly called for that purpose and held prior thereto.

Section 4.4. Removal. Any Director may be removed from office pursuant to the provisions of Section 5726 of the PaNPCL. For purposes of Section 5726 and these bylaws; “proper cause” shall mean, as reasonably determined by the Board of Directors: (i) any conduct of the Director involving any type of dishonesty, breach of fiduciary duty, or willful misconduct, including without limitation fraud, embezzlement, theft or dishonesty in the course of his activities with the Corporation or the commission by the Director of any other action with the intent or effect of causing material financial injury to the Corporation or damage to the reputation and good name of the Corporation, (ii) the Director’s commission of, conviction of, plea of guilty to or plea of nolo contendere to any felony, or any crime involving moral turpitude, or (iii) the Director’s unexcused absence from three consecutive meetings of the Board of Directors.

Section 4.5. Liability of Directors.

(a) No person who is or was a Director of this Corporation shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a Director unless:

- (i) The Director has breached or failed to perform the duties of her or his office as set forth in appropriate sections of the PaNPCL; and recklessness.
- (ii) The breach or failure to perform constitutes self-dealing, willful misconduct or

(b) This provision of the Bylaws shall not apply to:

- (i) The responsibility or liability of a Director pursuant to any criminal statute; or
- (ii) The liability of a Director for the payment of taxes pursuant to local, state or federal law.

(c) If the PaNPCL hereafter is amended to authorize the further elimination or limitation of the liability of Directors, then the liability of a Director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended PaNPCL.

ARTICLE V

Directors’ Meetings

Section 5.1. Conduct of Meetings. The Chairman, and in his or her absence the VICE-CHAIRMAN, President or First Vice President, shall preside as the Chair at all meetings of the Board and the Secretary shall keep minutes and report to the Board at its next regular meeting or when required.

Section 5.2. Reorganizational Meeting. The first meeting of each newly constituted Board (the reorganizational meeting) may be held at the same place and immediately after the meeting at which Directors were appointed and no notice need be given to the newly appointed Directors in order to legally constitute the meeting; or it may convene at such time and place as may be fixed by the consent or consents in writing of all the Directors.

Section 5.3. Regular Meetings. Regular meetings of the Board shall be held at such time and place as shall be determined from time to time, by resolution of the Board. Notice of each regular meeting of the Board shall specify the date, place and hour of the meeting and shall be given to each Director at least four weeks before the meeting either personally, by mail, facsimile transmission, electronic mail or telegram/telephone. The Board shall hold at least three regular meetings per year. One of these meetings shall be constituted as an Annual Meeting of the Board of Directors.

Section 5.4. Special Meetings. Special meetings of the Board may be called by the Chairman on 24 hour notice to each Director, either personally, by mail, facsimile transmission, electronic mail or telegram. Special meetings shall be called by the Chairman or Secretary in like manner and on like notice on the written request of a majority of the Directors. Notice of a special meeting of the Board shall specify the date, place and hour of the meeting. Unless required by statute or these Bylaws, the notice need not state the nature of the business to be conducted at the special meeting.

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Section 5.5. Quorum. A majority of the members of the Board of Directors shall constitute a quorum. The acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws. Each director shall be entitled to one vote.

Section 5.6. Informal Action by Directors. Any action which may be taken at a meeting of the Directors of the Corporation may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by all of the Directors and shall be filed with the Secretary of the Corporation.

ARTICLE VI

Committees

Section 6.1. Committees of Directors. The Board may, by resolution adopted by a majority of the whole Board, designate one or more committees (the “Committees”), each such Committee to consist of two or more of the Directors of the Corporation. The Board may designate one or more Directors as alternate members of any Committee, who may replace any absent or disqualified member at any meeting of the Committee. Any such Committee to the extent provided in such resolution or in the by- laws, shall have and exercise the authority of the Board in the management of the business and affairs of the Corporation. In the absence or disqualification of any member of such Committee or Committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member. The Board may establish the following standing committees and adopt committee charters which shall specify the members and functions of such committees: Executive Committee, Membership Committee, Governance & Nomination Committee and Events Committee.

Section 6.2. Committee Meetings.

- (a) The Committees shall hold meetings as necessary or desirable for the purpose of transacting such business as may properly come before the meeting. Each Committee shall designate a Secretary, who shall keep minutes at all meetings of such Committee and report to the Board at its next regular meeting or when required.
- (b) Regular meetings of the Committees shall be held at such time and place as shall be determined from time to time, by resolution of the Committees. Notices of regular meetings of the Committees shall specify the date, place and hour of the meetings and shall be given to each member at least 24 hours before the meetings either personally, by mail, facsimile transmission, electronic mail or telegram.
- (c) Special meetings of the Committees may be called by the President on 24 hour notice to each member, either personally, by mail, facsimile transmission, electronic mail or telegram. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two members. Notices of special meetings of the Committees shall specify the date, place and hour of the meetings. Unless required by statute or these Bylaws, the notices need not state the nature of the business to be conducted at the special meetings.
- (d) At least a majority of the persons entitled to vote at meetings of the Committees shall constitute a quorum for the transaction of business, and the acts of a majority of the members present at meetings at which a quorum is present shall be the acts of the Committees.

Section 6.3. Informal Action by Committees. Any action which may be taken at a meeting of a committee of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the members of the committee, as the case may be, and shall be filed with the Secretary of the Corporation.

Section 6.4. Nominating Committee of the Board of Directors. The three most recent past Presidents will comprise the Nominating Committee, with the most recent past President acting as Chairperson. The Nominating Committee shall assist the Board of Directors by preparing, after review of recommendations from, and consultation with, the Chairperson, any Vice-Chairman or any Board Member or Officer, a slate of recommended nominees for director and /or officer positions that become vacant at the next annual meeting of the Corporation.

ARTICLE VII

Officers

Section 7.1. Qualification and Appointment. The Officers of the Corporation shall be appointed at the annual meeting referred to in Section 4.2 of these bylaws, shall be appointed at the annual meeting referred to in Section 4.2 of these bylaws, and shall include a Chairman, Vice Chairman, President, one or more Vice Presidents, Secretary and Treasurer. The Chairman, Vice Chairman, President, Vice Presidents and the Secretary shall be natural persons of full age and shall have served on as a member of the Board for at least one year prior to their appointment. The Treasurer may be a corporation but, if the Treasurer is a natural person, the Treasurer shall be a person of full age. Any officer may hold more than one office.

Section 7.2. Term. Unless otherwise specified in these bylaws, the term of an officer of the Corporation shall be three years. An officer may be re-elected for one additional consecutive three-year term. Notwithstanding this term limit, an Officer may be considered eligible by the Nominating Committee to be a candidate for election as an Officer in a different officer position or, in the same officer position, following one year of not serving as an officer in the same position. The Board has the authority to extend any term due to extenuating circumstances to ensure effective governance. A two-thirds majority vote of the Directors is required to extend any officer's term beyond those described above or hold office until their successors are chosen and qualified. Any officer or agent appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the notice of resignation. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board.

Section 7.3. Chairman. (A) The Chairman shall preside as the chair at all meetings of the Board and Committees. It is contemplated that the Board shall appoint as Chairman an individual who has served the Corporation as President for at least one year prior to his/her appointment to Chairman. If none of the past Presidents or the current President are able to serve as Chairman, the Board shall appoint an individual who has served the Corporation as Vice President for at least one year prior to his/her appointment as Chairman. If none of the past or current Vice Presidents are able to serve as Chairman, the Board shall appoint an individual who has served the Corporation as an Officer for at least three years prior to his/her appointment as Chairman.

(a) The Vice Chairman shall, in the absence or disability of the chairman, perform the duties and exercise the powers of the Chairman. The Vice Chairman shall also perform such other duties as the Board may prescribe or the Chairman may delegate.

(b) The Vice Chairman shall be elected by the Board after having served on the board previously or presently, for at least one year.

Section 7.4. President. The President shall have general and active management of the Corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall perform such other duties as the Board may from time to time assign to her or him. The President shall have sufficiently broad authority to enable her or him to carry out her or his responsibilities and she or he shall act as the duly authorized representative of the Corporation whenever appropriate.

Section 7.5. Vice President. The Vice President designated as the "First Vice President" shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The First Vice President and all other Vice Presidents shall also perform such other duties as the Board may prescribe or the President may delegate.

Section 7.6. Secretary. The Secretary shall attend all sessions of the Board and the Committees and shall record all the votes and the minutes thereof in a book to be kept for that purpose. She or he shall give, or cause to be given, notice of all meetings of the Board and the Committees, and shall perform such other duties as may be prescribed by the Board, the Committees or by the President under whose supervision she or he shall be. She or he shall keep in safe custody the corporate seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by her or his signature or by the signature of the Treasurer or an Assistant Secretary.

Section 7.7. Treasurer. The Treasurer shall have the custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and

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to the credit of the Corporation in such depositories as shall be designated by the Board. The Board or the President may establish reasonable controls regarding the handling of funds.

Section 7.8. Compensation. The compensation of the officers appointed by the Board of Directors shall be fixed from time to time by the Board of Directors or by such officer as may be designated by resolution of the Board.

ARTICLE VIII

Administration

Section 8.1. Other Officers. The Board may provide for and designate such other officers and assistant officers, including an executive director, assistant secretaries and assistant treasurers as the needs of the Corporation may require. These officers shall hold their offices for such terms and shall have such authority and perform such duties as, from time to time, shall be specified by the Board. These officers may attend meetings of the Board of Directors only upon invitation by the President or a majority of the Board.

Section 8.2. Employees. The Corporation, acting through the Executive Committee, may retain or employ and compensate such employees and independent contractors, professional or otherwise, as may be deemed necessary to carry out the purposes of the Corporation.

ARTICLE IX

Indemnification

Section 9.1. Third-Party Actions. The Corporation shall indemnify, to the extent permitted under the PaNPCL, any person who was or is a party (other than a party plaintiff suing on her or his own behalf or in the right of the Corporation), or who is threatened to be made such a party, to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that she or he is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation, for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her or him in connection with such action or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of *nolo contendere* or its equivalent, shall not in itself create a presumption that any such person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 9.2. Derivative & Corporate Actions. The Corporation shall indemnify any person who was or is a party, or is threatened to be made party, to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. Indemnification shall not be made under this Section 9.2 in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the Court of Common Pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses that the Court of Common Pleas or other court deems proper.

Section 9.3. Mandatory Indemnification. To the extent that a representative of the Corporation has been successful on the merits or otherwise in defense of any action or proceeding referred to in Sections 9.1 or 9.2 of this Article or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 9.4. Determination of Indemnification and Advancement of Expenses. In any case in which indemnification is not mandatory under Section 9.3:

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- (a) Any indemnification under Sections 9.1 or 9.2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because she or he has met the applicable standard of conduct set forth in Sections 9.1 or 9.2.
- (b) All determinations under this Section 9.4 shall be made:
- (i) By the Board of Directors by a majority vote of a quorum consisting of Directors who are or were not parties to such action or proceeding; or
 - (ii) If such a quorum is not obtainable, or, even if obtainable, if a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 9.5. Advancing Expenses. Expenses (including attorneys' fees) incurred in defending any action or proceeding referred to in this Article may be paid by the Corporation in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount if it shall ultimately be determined that she or he is not entitled to be indemnified by the Corporation as authorized in this Article.

Section 9.6. Non-Exclusive Remedy. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in her or his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of such person.

Section 9.7. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against her or him and incurred by her or him in any such capacity, or arising out of her or his status as such, whether or not the Corporation would have the power to indemnify her or him against such liability under the provisions of this Article.

ARTICLE X Miscellaneous

Section 10.1. Interested members, directors or officers. The Corporation shall not enter into any proposed material contract or material transaction between the Corporation and any of its members, directors, officers or substantial contributors (or a member of the immediate family of any of the foregoing), or between the Corporation and any other corporation, partnership, association or other organization in which any of the Corporation's members, directors, officers or substantial contributors (or a member of the immediate family of any of the foregoing) is a shareholder, partner, member, director or officer, or has a financial interest, unless:

- (a) the terms of the proposed contract or transaction are not substantially less favorable to the Corporation than the terms that the Corporation could obtain from an unaffiliated third party; or
- (b) the material facts as to the relationship or interest and as to the proposed contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the contract or transaction by affirmative votes of a majority of the disinterested directors even though the disinterested Directors are less than a quorum.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in this section. For purposes of this Section 10.1 a "material" contract or transaction is one involving the payment of more than \$10,000.

Section 10.2. Contracts. The President shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation.

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Section 10.3. Depository for Corporate Funds. The funds of the Corporation shall be deposited in its name in a depository or depositories designated by the Board. All checks, demands for money and notes for the Corporation shall be signed by such officer or officers as the Board may, from time to time, designate. Notwithstanding the foregoing, any check or note issued by the Corporation in the amount of \$2,55,000 or more shall require the signature of the Chairman, and either the President or a Vice President and or the Treasurer or an Assistant Treasurer.

Section 10.4. Fiscal Year. The fiscal year of the Corporation shall begin on July 1 and end on June30.

Section 10.5. Seal. The seal of the Corporation shall be circular in form, setting forth the name of the Corporation, the year of its organization and the words “Corporate Seal.” Except as otherwise required by statute, the affixation of the corporate seal shall not be necessary to the valid execution, assignment or endorsement by the Corporation.

Section 10.6. Gifts. The Board may accept on behalf of the Corporation, and deliver to the Treasurer, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 10.7. Waiver of Notice. Whenever any notice of any meeting is required as aforesaid, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 10.8. Meetings Involving Telephone. One or more Directors or members of the Committees may participate in a meeting of the Board or the Committees by means of conference telephone or similar communications equipment, whereby all persons participating in the call can hear each other. Providing all notice requirements for holding the meeting involved have been met, action may be taken at such a telephone meeting to the same extent and in the same manner as if all persons participating were physically present at the same location.

Section 10.9. Adjournment. If any meeting of the Board or the Committees cannot be organized because less than a quorum of the persons involved is in attendance, those persons in attendance may adjourn the meeting to such time and place as they may determine and it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted, other than the announcement to the meeting at which such adjournment is taken.

Section 10.10. Amendment of Bylaws. These Bylaws may be altered, amended or repealed by a majority vote of the Board of Directors at any Regular or Special Meeting, duly convened after due notice to the Directors of that purpose.