

BYLAWS
OF
HOWARD COUNTY CHINESE SCHOOL, INC.

ARTICLE 1 CORPORATE DECLARATION

SECTION 1.1 NAME

The name of the organization shall be Howard County Chinese School, (hereinafter, the School or HCCS).

SECTION 1.2 PRINCIPAL OFFICE

The principal office of the corporation is located in Howard County, State of Maryland. The designation of the county or state of the corporation's principal office may be changed by the Board of Directors (hereinafter, the Board or BOD) from one location to another within the named county.

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board may, from time to time, designate.

SECTION 1.3 NONPROFIT PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

SECTION 1.4 OBJECTIVES

HCCS shall be a non-profit, non-political, non-religious, and independent organization.

Its missions are: (1) to offer instruction to all who are interested in Chinese language and culture; (2) to promote communication and understanding between Chinese communities and other local communities; and (3) to promote educational and cultural exchange between China and the United States.

The School provides the opportunity for students to learn how to read and write in the Chinese language using the simplified characters and Pin Yin phonetic system. Students also learn to speak Mandarin. A wide range of instructional levels from re-kindergarten to Pre-college are available, as well as the instruction geared for adults. In addition, HCCS also offers extra-curriculum classes to prompt Chinese culture.

SECTION 1.5 NON-DISCRIMINATION

The conduct of business in HCCS shall not depend on age, color, creed, sex, or national origin.

SECTION 1.6 AFFILIATION

HCCS may be affiliated with national or international associations that prompt Chinese languages education and Chinese culture, as is determined by the Board.

ARTICLE 2 MEMBERSHIP

SECTION 2.1 Definition

Membership consists of regular members, honorary members, and junior members.

Regular members include:

(a) Parents or guardians of students. These students must be enrolled in HCCS and under the age of 18,

(b) Registered students at age of 18 or over,

(c) Teachers, Executive Committee (thereinafter, EC) members, and Board members who are not included in (a) and (b).

Honorary membership may be granted by the Board to any person, who is not a regular member, but has made significant contributions to this organization or whose membership shall significantly benefit HCCS.

Junior members include registered students under the age of 18.

SECTION 2.2 Voting power

All regular members and honorary members are eligible to vote in General Member Meeting (thereinafter, GMM).

SECTION 2.3 Representation

The Board holds the ultimate authority of determination of the representative of HCCS in circumstances that representative(s) of HCCS are required. No HCCS member may represent, make commitments or otherwise act as an agent for HCCS without an explicate authorization by the Board.

ARTICLE 3 GENERAL MEMBER MEETING

GMM is sanctioned to conduct procedures of electing or removing Board members, approving bylaws, reviewing and approving major plans and reports that are submitted by the Board. School members exercise their powers through GMM.

SECTION 3.1 Meeting organizing

Regular GMM shall be called by the Board once per semester.

GMM shall be held at a time and place designated by the Board. Notice of the time and place shall be communicated to each member at least thirty (30) days prior to the meeting.

Special GMM for any purpose(s) shall be called by the Board at the request of majority Board members, or at the request of eligible voting members at least as many as five percent (5%) of all-class-students which is defined as the numerical sum of students from all operational classes.

SECTION 3.2 Quorum

Eligible voting members as many as ten percent (10%) of all-class-students, which is defined as the numerical sum of students from all operational classes, shall constitute a quorum for regular or special GMM.

SECTION 3.3 Election

HCCS voting members elect the Board members in the GMM.

Each HCCS member who is eligible to vote as defined in **SECTION 2.1** shall be entitled to one vote.

An Election Committee shall be appointed to organize the election by the Board at least 30 days before GMM. The Election Committee shall consist of Board members, Parent and Teacher Association (thereinafter, PTA) members, EC members, Teachers, and regular members, and who are not a candidate in the Board election. This committee shall prepare the list of candidates and their credentials for election. The Election Committee shall be dissolved when the election is complete.

The candidates who receive the highest numbers of votes for the open director positions shall be declared as elected.

ARTICLE 4 BOARD OF DIRECTORS

The Board represents all members and holds the ultimate power in governing the school when GMM is adjourned. The corporate power, the control of the business, and properties of HCCS shall be vested by the Board as described by these Bylaws or otherwise specified by GMM.

The Board appoints principal and approves PTA chair who is selected by PTA members, approves EC members who are appointed by the Principle.

The Board calls and organizes GMM with assistance from PTA and EC. The Board is responsible for and reports to GMM.

SECTION 4.1 COMPOSITION OF BOARD

The number of regular directors in the Board shall be no less than five (5) and no more than nine (9). The Board shall also include the school Principal and the Chair of the PTA as non-voting members.

The Board shall have a Chair and a Vice Chair, and may have a Secretary, who are elected by majority vote of the regular directors.

SECTION 4.2 QUALIFICATIONS

Directors shall be at or over age of 18, and be legal residents. All directors shall work for the school as volunteers without compensation from the school.

SECTION 4.3 POWERS

Subject to the provisions of the laws of this State and any limitations in the Articles of Incorporation and these Bylaws relating to actions required or permitted to be taken or approved by the GMM, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board shall implement and, or execute GMM's resolutions.

SECTION 4.4 DUTIES

Duties of the directors are: to perform duties imposed on them collectively or individually by state laws, Articles of Incorporation, and the Bylaws; to be responsible for the overall policy and direction of the HCCS and to delegate responsibilities for the day-to-day operations of the HCCS to EC, as defined in ARTICLE 5; to appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation; to supervise all officers, agents and employees of the corporation to assure that their duties are performed properly; to meet at such times and places as required by these Bylaws; to register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses, to review financial reports and records, and approve the financial budget of the corporation; to report financial situation to all members, at least once a year, to conduct fund raising; and direct and conduct public relation affairs of HCCS.

SECTION 4.5 TERM OF DIRECTORS

Each regular director shall hold office for a renewable term of two years and may be renewed twice thereafter if consecutively re-elected in the GMM election. A director of the Board shall hold office from July 1 following the election to June 30 of the year after next.

Upon forming of a new Board following the election at the GMM, the Board shall appoint among the regular directors the Chair, Vice Chair, and Secretary as determined.

The Chair, Vice Chair, and Secretary (if any) can be removed by a two-thirds (2/3) majority vote of the regular directors at a Board meeting that is held at request of at least one-third (1/3) of the regular members of the Board.

Any director can be impeached and removed by a two-thirds (2/3) majority vote by HCCS voting members during the GMM.

SECTION 4.6 COMPENSATION

Directors shall serve without compensation except for reimbursement of direct expenses incurred in the performance of their duties. If a regular director accepts a paid position in HCCS, he/she shall resign from the Board immediately, or claim for work without pay. Under special circumstances deemed necessarily by the Board, a Board director can accept a paid position in HCCS while maintaining his/her directorship for a term no longer than half a year

SECTION 4.7 CONFLICT OF INTEREST

All board members should disclose any possible conflict of interests to the board. If indicated, the board member should recuse from the discussing or voting on the subject, in which the member has conflict of interest

SECTION 4.8 PLACE OF MEETINGS

Board Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such other place as man be designated from time to time by resolution of the Board.

SECTION 4.9 REGULAR MEETINGS

Regular meetings of Directors shall be held on the first School day during the school open period of each month, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next school day.

SECTION 4.10 SPECIAL MEETINGS

Special meetings of the Board may be called by the Chair of the Board, or three directors, or by the persons specifically authorized under the laws of this state. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the persons calling the special meeting. For certain circumstances, special meetings may also be held online, and decisions may be made through recordable media such as emails.

SECTION 4.11 NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meeting of the board:

(a) Regular Meetings. No notice needs to be given on any regular meeting of the board.

(b) Special Meetings. At least three days prior notice shall be given by the Secretary of the corporation, the Chair of the Board, or the directors, who call the special meeting. Such notice may be oral or written, may be given personally, by mail, telephone, Fax, or email, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of Fax or email notification, a director to be contacted shall acknowledge personal receipt of the Fax or e-mail notice by returning a telephone call within 24 hours upon the receipt of the notice.

(c) Waiver of Notice. whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 4.12 QUORUM FOR MEETINGS

A quorum shall consist of two-third (2/3) of the Board members who have voting powers except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair of the meeting shall entertain at such meeting is a motion to adjourn.

SECTION 4.13 MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by the majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of matter by the board.

SECTION 4.14 CONDUCT OF MEETINGS

Meeting of the Board shall be presided over by the Chair, or the vice Chair in his or her absence, or Secretary in absence of both the Chair and Vice Chair. The Secretary, if any, shall act as secretary of all meeting of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meeting shall be governed by the Chair, vice Chair, or the Secretary if he/she presides the meeting, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

All motions shall be endorsed by at least two directors, and shall require majority votes for passing unless specified otherwise in these Bylaws.

SECTION 4.15 MEETING NOTES

All meeting notes will be kept as school's records, and will be available to all school members.

SECTION 4.16 ACTION WITHOUT A MEETING

If a Board member needs to take action without prior authorization obtained at a meeting, he/she will inform and obtain consent from the majority of Board members, and report the action to the next meeting of the Board. If the action failed to be approved by the Board, this Board member should take full responsibility and the Board should make correction on the action.

SECTION 4.17 MEETING ATTENDANCE

An elected Board member will be automatically dismissed from the Board after she/he has been absent from three regular Board meetings without a notice prior to the meeting or without reasonable explanations afterwards, or has been absent or excused from six regular meetings in one year from July 1 to June 30 of the next year.

SECTION 4.18 VACANCIES

Vacancies on the Board of Directors may result from death, resignation or removal of any director, and whenever the number of authorized directors is increased.

Any director may resign, and the resignation shall be effective upon giving written notice to the Chair, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected number of directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this State, or at the GMM.

Vacancies of the board may be filled by approval of the board in accordance to previous election results, unless otherwise prohibited by the Articles of Incorporation, these Bylaws, or provisions of law. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled automatically in accordance to previous election results. A vacancy may be filled only for the remainder of the term.

SECTION 4.19 NON-LIABILITY AND INDEMNIFICATION

The directors and officers of the corporation shall not be personally liable for the debts, liabilities, or other obligations of the corporation, and shall be indemnified by the corporation to the fullest extent which is permissible under the laws of this State.

SECTION 4.20 INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agents status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

SECTION 4.21 COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board. These committees shall consist of at least one Board member and may include persons who are not members of the board and shall act in an advisory capacity to the board.

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board with such changes in the context of such Bylaw provisions as the necessity to substitute the committee and its members for the Board and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board or by the Committee. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 5 EXECUTIVE COMMITTEE

The Board shall, by a majority vote of its regular members, designate an Executive Committee consisting of school officers and administrative staff, and may delegate to such

committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided; by provisions of law. The Board may, by a majority vote of its regular members, at any time revoke or modify any or all of the Executive Committee authority so delegated

SECTION 5.1 DESIGNATION OF OFFICERS

The officers of the corporation shall be a Principal, a Secretary, a Treasurer and an Academic Dean. The corporation may also have Vice Principals, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board.

SECTION 5.2 APPOINTMENT AND TERM OF OFFICE

The Principal shall be appointed by the Board. The term of office for the Principal shall be two (2) years and may be renewed for up to two consecutive terms if reappointed by the Board.

The, Secretary, Treasurer, Academic Dean and other school officers shall be appointed by the Principal of School, and approved by the Board.

The term of all school officers follows the Principal's term which starts on August 1, and expires on July 31 of the year after next.

SECTION 5.3 REMOVAL AND RESIGNATION

The Principal may be removed with or without cause by a three-fourths (3/4) majority vote of the Board. The Secretary, Treasurer, Academic Dean and other school officers may be removed by the Principal, and approved by the Board.

The Principal may resign at any time by giving written notice at least two weeks in advance to the Board. Any other officers may resign at any time by giving written notice to the Principal at least two weeks in advance. Any such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by

any conflicting terms of a contract that has been approved or ratified by the Board relating to the employment of any officer of the corporation.

SECTION 5.4 VACANCIES

Any vacancy caused by the death, resignation, removal of any officers other than the principal shall be filled by the Principal and approved by the Board. In the event of a vacancy of Principle, such vacancy shall be filled by the Board.

SECTION 5.5 DUTIES OF PRINCIPAL

The Principal shall be the chief executive officer of the corporation and shall be under the direct supervision of the Board. The principal shall be responsible for the entire operation of the corporation and supervise all the activities of other officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board, including but not limited to preparing and submitting HCCS annual budgets and financial reports, answering any inquiry raised by the Board, hiring officers, and preparing and delivering reports to the all member meeting, working with other EC members to maintain an effective and efficient administrative staff and a professional teaching staff.

The Principal shall attend all meetings of the Board as a non-voting board member and GMM.

Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name or the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.

SECTION 5.6 DUTIES OF SECRETARY

The Secretary shall certify and keep at the principal office of the corporation or at such other place that the Board may determine, the original, or a copy, of these Bylaws as amended or otherwise altered to date. He or she is responsible for keeping other school

records such as all Board meeting minutes and a membership book containing the name and address of each and any members. The Secretary is responsible for exhibiting at all reasonable times to any director of the Board, on request thereof, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation. In general, he or she shall perform all duties incident to the office of Secretary and such other duties as may be designated by the Principal.

SECTION 5.7 DUTIES OF TREASURER

The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board. He or she shall assist the Principal in preparing the HCCS annual budget, shall prepare, or cause to be prepared, the financial statements to be included in any required reports, and shall keep and maintain adequate and correct accounts of HCCS properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall exhibit to the Board of the corporation the books of account and financial records at all reasonable times and on request thereof. In general, he or she shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, by these Bylaws, or as designated by the Principal.

SECTION 5.8 DUTIES OF ACADEMIC DEAN

The Academic Dean shall assist the Principal in planning and managing the academic affairs of the school, developing the curriculum of the school, proposing and implementing teaching and learning programs, determining the hiring, evaluation and termination of teachers, and overseeing and coordinating teacher's training, workshops and other teaching related activities. He/she shall perform other duties as designated by the Principal.

SECTION 5.9 COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution of the

Board. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

The Principal shall set the compensation for the teaching and administrative staff (non officer) within the range determined by the Board. Principal may suggest special compensation to outstanding staffs with special approval by the Board.

ARTICLE 6 PARENTS AND TEACHERS ASSOCIATION

The PTA is a voluntary organization within HCCS. Any person, who may or may not be a HCCS member and is willing to voluntarily work for HCCS, can be a PTA member. Rules governing PTA shall not be in conflict with HCCS Bylaws. Under the Board's discretion, regular Board directors may choose to work with PTA to form task forces to provide guidelines on the specific tasks.

PTA recruits and maintains a group of volunteers to provide assistance to HCCS activities where a large number of school members are involved. PTA may take initiatives to meet members' special interests and needs.

PTA shall have a chair. The chairperson shall be selected by the PTA members, and approved by the Board. The chairperson sits at the Board meetings as a liaison between PTA and the Board without voting power.

ARTICLE 7 FINANCE

SECTION 7.1 FISCAL YEAR

The fiscal year of the HCCS shall begin on August 1, and end on July 31 of the following year.

SECTION 7.2 EXECUTION OF INSTRUMENTS

The Board, except as otherwise provided in these Bylaws, may authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined

to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 7.3 INCOME AND EXPENSES

The School shall be supported by the revenue generated by the tuition payment of students, various fees collected by school, donations from individuals and private and public organizations, and proceeds from various fund raising activities. All Directors shall serve on a voluntary basis and shall receive no compensation. Only teaching faculty shall be compensated for their services. Non-board-member school officers and administrative staff may be compensated for their services if the compensation for such services is specifically requested by the Principal and approved by the Board.

The Principal shall operate the school based on the Board's approved budget. Only the Principal has the authority to approve (in written) the expenses. The Treasurer shall sign school checks upon Principal's approval. In case the Treasurer is absent, the Principal can sign the checks. The Principal must notify and explain to the Board should spending exceed the amount budgeted by more than 10% for a given category of school expenditure.

SECTION 7.4 BUDGET

The school budget for each fiscal year, including any raise in the program fee, shall be proposed by the Principal and approved by the Board. The budget shall be itemized and submitted to the Board no later than two weeks before the beginning of the school year. The board shall respond to the proposal in two weeks. Upon rejection, the Principal should submit a revised budget within one week. Upon the second rejection, the Board should propose a mandatory budget.

SECTION 7.5 ANNUAL REPORT

During the first month of each fiscal year, the Principal shall prepare an annual report for the previous fiscal year. Such a report shall itemize all revenue and income received as well as all expenditures made during the fiscal year. The financial records of the School shall be available to all the members of the school. The financial records of the School shall be

available to all the members of the school.

SECTION 7.6 AUDIT

The Board of the HCCS may conduct audit of all its resources and expenditures. A full report of the audit and the financial status of the HCCS shall be furnished to the membership.

SECTION 7.7 FINANCIAL BOOKKEEPING

Under the supervision of the Principal, the Treasurer is responsible for recording school daily expenses and keeping all the receipts for annual tax filing and auditing. The financial operations must comply with the financial regulations formulated by the Board. All the records shall be kept for at least three years, and tax return documents shall be kept for at least five years.

ARTICLE 8 CORPORATE RECORDS AND REPORTS

The corporation shall keep at its principal office as the state laws specify such documents as minutes of all meetings of the Board and all meetings of GMM, indicating the time and place of holding such meetings, whether regular or special, how called, the notices given, and the names of those present and the proceedings thereof; adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; a record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership; a copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open for inspection by the members, if any, of the corporation at all reasonable times during office hours.

ARTICLE 9 TAX EXEMPTION PROVISIONS

SECTION 9.1 LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided

by Section 501 (h) of the Internal Revenue Code, and this corporation shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities that are not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Sections 170 (c) (2) of the Internal Revenue Code.

SECTION 9.2 PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation be paid for the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes of this corporation.

SECTION 9.3 DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 9.4 PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509 (a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section

4941 (d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

ARTICLE 10 CONDITIONS OF BYLAWS

SECTION 10.1 AMENDMENT

Subject to the power of the members of this corporation to adopt, amend or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and the new Bylaws is to be adopted with approval of the Board.

These Bylaws may be amended by a two-thirds (2/3) majority vote by HCCS voting members during the GMM.

SECTION 10.2 INTERPRETATION

The Board holds authority of interpretation of the Bylaws.

SECTION 10.3 CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and employed to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

This version of Bylaws was approved by a majority vote in the General Member Meeting, and takes effect on the day of June 1, 2008.

Chair of the Board of HCCS:

Signature: _____ Date: _____

Printed Name: _____ Date: _____

Vice Chair of the Board of HCCS:

Signature: _____ Date: _____

Printed Name: _____ Date: _____

Secretary of the Board of HCCS:

Signature: _____ Date: _____

Printed Name: _____ Date: _____