Date: 12 November 2008

The International Women's Insolvency
& Restructuring Confederation ("IWIRC")

Re: Formal Proposal to be Chartered as an IWIRC Network in China

Dear IWIRC Board:

This letter constitutes the formal proposal for organization of the Network in the People's Republic of China.

1. The China Network (the "Network") is committed to following each of the rules for IWIRC Networks. The Network will:

   (a) comply with all the laws, standards of ethics, and will be non-discriminatory in word and deed.

   (b) always act in compliance with the goals and purposes of IWIRC.

   (c) Use the IWIRC Logo and the name IWIRC in its written materials as described in the IWIRC Handbook. Specifically, the Network will:

      (i) only use the IWIRC Logo or name followed by a reference to the Network; the Network will not use the IWIRC Logo or name alone;

      (ii) use the IWIRC Logo only with the Network's name directly below the Logo (for example, the Network would place under the Logo the words "China Network"); and/or

      (iii) use the name IWIRC only with a dash followed by the Network's name (for example, IWIRC - China Network).

   (d) be operated on a non-profit basis.

   (e) have at least four (4) Network members who will remain International IWIRC members in good standing.

   (f) elect as IWIRC officers or leaders only IWIRC members in good standing.

   (g) grant voting member status only to IWIRC members.

   (h) hold at least three (3) Network Events per calendar year, at least two (2) of which will be open to non-members as well as IWIRC members.

   (i) ensure that the aggregate attendance at all Network Events in any calendar year will be at least 50 persons.

(j) price Network Events so as to provide reduced rates to members and to account for Network overhead, administrative expenses, costs of soliciting members and promoting Network Events and other related costs.

(k) organize and price all Network Events to break even.

(l) establish a fiduciary bank account in the China Network's name or for the benefit of the China Network, ensuring that all funds paid by or on behalf of the Network will flow through this fiduciary bank account.

(m) provide IWIRC with a report showing an accounting of income and costs on a quarterly basis and designate the member who will be responsible for its preparation.

(n) obtain prior approval for a China Network Special Event which is described in the IWIRC Handbook.

(o) provide IWIRC with an accounting of income and costs for Network Special Events within thirty (30) days after each Network Special Event.

(p) encourage Network members to become IWIRC members.

(q) forward directly to the IWIRC Office all IWIRC membership forms or checks received and will not accept fees for IWIRC membership in the Network's name.

2. The China Network's designated geographic area is proposed to be the People's Republic of China (excluding for this purpose Hong Kong, Macau and Taiwan).

3. The following constitutes a list of current IWIRC members who have committed to join the Network: Kathleen Wong (Counsel, Allen & Overy LLP, Shanghai Office), Christina Zheng (Manager, Ferrier Hodgson), Lillian Zhang (Manager, Ferrier Hodgson) and Leonie Y. L. Mong (Partner, Mayer Brown JSM).

4. The China Network's Program Plan for the coming twelve (12) month period and the activities the Network hopes to pursue are as follows:

(a) The China Network will hold an organizational meeting and launch event before or during the first quarter of 2009 in Shanghai. For this meeting/event, the Network will:

(i) prepare a mailing list of potential members and send an invitation to the meeting. The China Network's goal is to attract at least 50 members. The China Network will prepare a directory of members.

(ii) communicate information received from IWIRC.

(iii) establish a speaker's bureau.

(iv) will propose the following persons to be the initial officers: Kathleen Wong, Co-Chair; Christina Zheng, Co-Chair; Lillian Zhang, Secretary and Winnie Chen, Treasurer.

(b) the second China Network program will be held in the second or third quarter of 2009, and will include a speaker.

(c) the third China Network program will be held in the last quarter of 2009 in which there will be a featured topic and appropriate program content.

On behalf of the IWIRC members who are committed to join the China Network, we respectfully request that IWIRC's President immediately present this proposal to the IWIRC Board and respectfully further request a determination respecting the proposal for official chartering of the China Network. The IWIRC members who are committed to join the China Network are excited and enthusiastic about the Network and its possibilities.

If you have any questions concerning this proposal or should further information be required, please call us.

Regards,

Kathleen Wong

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SH:1203560.3

Shari Bedker

From:	Kathleen.Wong@Shanghai.AllenOvery.com
Sent:	Wednesday, November 12, 2008 3:50 AM
To:	Weerasekera, Aruni
Cc:	christinazheng@ferrierhodgson.com.cn; leonie.mong@mayerbrownjsm.com; lillianzhang@ferrierhodgson.com.cn; Jane.Jiang@Beijing.AllenOvery.com; winnie.chen@autodesk.com
Subject:	IWIRC China - Signed Proposal
Attachments:	img-Y121620-0001.pdf; SH-#1203675-v2-IWIRC_China_-_By_Laws.DOC

Dear Aruni,

I am pleased to attach, on behalf of the founding members of China Network, our proposal papers. We would be grateful if you could, as you suggest, submit the proposal to the IWIRC and introduce our application at tomorrow's conference call with the other international network chairs.

If you have any questions or require anything else, please us know.

Thank you for your guidance and support,
Kathleen

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DRAFT 12.11.08

BY-LAWS
OF
THE CHINA NETWORK
OF
THE INTERNATIONAL WOMEN'S INSOLVENCY AND RESTRUCTURING CONFEDERATION

ARTICLE 1 - NAME AND PURPOSES

Section 1.1 - *Name*. The name of the International Women's Insolvency and Restructuring Confederation network shall be "IWIRC - CHINA Network." (the "Network")

Section 1.2 - *Network Postal Address*. The principal postal address of the Network shall be IWIRC – CHINA NETWORK, c/o Allen & Overy LLP, Shanghai Office, 18th Floor, Bank of Shanghai Tower 168 Yin Cheng Middle Road, Pudong, Shanghai 200120 China Attn: Kathleen Wong. The Network may establish other postal addresses as the Board of Directors may designate or as the affairs of the Network may require from time to time.

Section 1.3 - *Goals and Purposes*. The Network is organized for all purposes permitted for an association of a non-profit entity (IWIRC) exempt from federal taxation under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. The goals and purposes of the Network shall be to:

A. develop a network of professionals and businesspersons in the People's Republic of China;
B. afford professional, social and educational opportunities for members, including networking and business development; and
C. enable IWIRC members to share interests, experience, expertise and business opportunities with one another.

Section 1.4 - *International IWIRC Network Rules*. The Network shall comply in all respects with the Network Rules established by the International IWIRC organization, as amended from time to time.

ARTICLE II - MEMBERSHIP

Section 2.1 - *General*. The Network shall have individual members who shall have ultimate authority over the affairs of the Network. However, the Board of Directors shall have authority to operate the Network within a structure sanctioned by the members.

Section 2.2 - *Individual Members of the Network*. Any person interested in and committed to the Network's purposes as set forth in Article I may become a member upon payment of applicable dues (if any). A Network member in good standing is one whose dues are paid timely and in full (if dues are payable), who has fully abided by the By-laws of the Network, and who has not acted in contravention of the goals and purposes of the Network.

Section 2.3 - *Emeritus Membership* - May be awarded to any member upon approval of the Board of Directors, if she has been a member in good standing for 10 successive years and has made contributions to the successful operation of the Network and has reached retirement age and status, or has retired for health reasons. Candidates for emeritus membership may be proposed by any member in good standing. Emeritus membership carries all privileges of membership except the right to elected office, without obligation to pay dues or assessments.

Section 2.4 - *Honorary Membership* - The Board of Directors may confer honorary membership on an individual, at any time, in testimony of extraordinary contributions towards the advancement and promotion of the insolvency/restructuring industry. Such membership shall not of itself carry the privilege of voting nor the obligation of paying Network dues and assessments.

Section 2.5 - *Membership in the International IWIRC Organization* - "International Members". While membership in the international IWIRC organization is not required, the Network supports and strongly encourages Network members to join the international IWIRC organization and remain an IWIRC member in good standing while a Network member. A member who is both a member of the international IWIRC organization and the Network is an "International Member". All Network members (including International Members) shall pay a minimum amount for dues (if any) as established by the Network's Board of Directors. At least four members of the Network must be members of the International IWIRC Organization.

ARTICLE III - POWERS AND DUTIES OF MEMBERS

Section 3.1 - *Powers*. International Members shall have the power to (1) amend the By-laws of the Network; (2) elect the members of the Board of Directors; (3) elect the officers of the Network, and (4) such other powers and rights as are vested in them by law or these By-laws.

Section 3.2 - *Annual Meeting*. The Annual Meeting of the members shall be held once a year at such time as shall be determined from time to time by a majority vote of the Board of Directors.

Section 3.3 - *Special Meetings*. Special Meetings of the members may be held at any time when called by the Network Co-Chairs. Special Meetings of the members may be called by the Secretary upon written application of at least five International Members.

Section 3.4 - *Place of Meetings*. All meetings of the members shall be held at such place within the People's Republic of China as shall be fixed by the Board of Directors.

Section 3.5 - *Notice of Meetings*. Notice of the time and place of each meeting of the members stating the purpose of the meeting shall be given to each member by mail or e-mail at least seven days before the meeting addressed to the member's last known place of business, or if delivered by e-mail, to the member's last known e-mail address. Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by the member before or after the meeting, is filed with the records of the meeting or to any member who attends the meeting without protesting the lack of notice prior thereto or at the commencement thereof.

Section 3.6 - *Quorum*. At any meeting of the members, a majority of the International Members present (or by proxy or otherwise duly represented) and entitled to vote on any action proposed at the meeting shall constitute a quorum, except when a larger quorum is required by law, or by these By-laws.

Section 3.7 - *Action by Vote*. Each International Member in good standing at the time of the vote is entitled to vote and shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by International Members present in person or duly represented shall decide any question, including election to any office, unless otherwise provided by law or these By-laws.

Section 3.8 - *Action by Writing*. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all International Members entitled to vote on the matter consent to the action in writing, including consent by e-mail, and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

Section 3.9 - *Proxies*. International Members may vote either in person or by written proxy dated not more than three months before the meeting named herein, which proxies shall be filed before being voted with the Secretary or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at any adjournment of the meeting but the proxy shall terminate after the final adjournment of such meeting.

ARTICLE IV - DUES

Section 4.1 - *Dues*. Dues shall be set by a majority vote of the Board of Directors, but shall not exceed the maximum set by the International IWIRC organization. Dues are payable upon acceptance to membership and thereafter annually at the beginning of the fiscal year. No dues shall be payable for the inaugural year.

Section 4.2 - *Failure to Pay Dues*. Failure to pay dues or any other financial obligation within sixty days of the billing date shall result in termination of membership. Membership can be reinstated when all financial obligations have been paid in full.

ARTICLE V - OFFICERS

Section 5.1 - *Enumeration*. The Officers of the Network shall be Kathleen Wong (Co-Chair), Christina Zheng (Co-Chair), Lillian Zhang (Secretary) and Winnie Chen (Treasurer). The Board of Directors will include, in addition to the Officers listed above, Leonie Mong. The Board of Directors shall make an affirmative effort to ensure that the composition of the Board of Directors is representative of the membership in the proportion of attorney and non-attorney Directors. All Officers must be International Members.

Section 5.2. – *Officers and Co-Chairs and Term of Service*. The Network shall have two (2) Co-Chairs consisting of one attorney and one non-attorney. The team for the Officers and Co-Chairs will be at the discretion of the Board of Directors or as approved by the members at the Annual Meeting of Members.

Section 5.3 - *Powers and Duties*. The Officers shall have the powers and perform the duties customarily belonging to their respective offices, including the powers and duties listed below:

A. *Co-Chairs*.

The Co-Chairs shall be responsible to the Board of Directors for the administration of its affairs. Except as otherwise provided by the Board of Directors or these By-laws, the Co-Chairs shall share responsibility for signing, on behalf of the Network, all agreements, and other formal instruments. In addition the Co-Chairs shall share the responsibilities of the office including:

1) Presiding at all meetings of the Network and the Board of Directors;
2) Appointing committee chairs upon consultation with the Board of Directors;
3) Appointing committee members whose selection is not otherwise provided for in these By-laws;
4) Serving as an ex-officio member of any committees except of the Nomination Committee, of which they shall serve as voting members with one combined vote. The out-going Co-Chair, the Co-Chair with less than one year of service remaining, will chair the Nomination Committee;
5) Sharing the responsibility of co-signer of checks prepared and signed by the Treasurer; and
6) Taking such actions as necessary and proper to implement the purposes of the Network.

C. *Secretary*.

The Secretary shall:

Keep records of all meetings of the Board of Directors and of the Network, and make a report thereon; issue calls and notices of Special Meetings of the Board of Directors and the Network; tally and record all votes, and perform such duties as may be delegated or assigned to her by the Co-Chairs or the Board of Directors.

D. *Treasurer*. The Treasurer shall be in charge of all funds of any type. She shall render to the Board of Directors at the Board of Directors' Annual Meeting and whenever else it so requests an accurate account of all sums received and disbursed during the preceding fiscal year and of all sums and funds which are not expended. In addition, the Treasurer shall:

1) Approve payment of all verified bills;
2) Maintain records of all dues;
3) Maintain an itemized record in a permanent file of all receipts and expenditures and provide a written report of the same at each regular meeting of the Board of Directors.
4) Provide an annual report of receipts and expenditures, and an annual budget once per year at the Annual Meeting;
5) Comply with the duties and obligations assigned by the international IWIRC organization including, but not limited to, preparing and providing the international IWIRC organization with an accounting of income and costs on a semi-annual basis;
6) Prepare and provide the international IWIRC organization with an accounting of income and costs for Network Special Events within 30 days after each Network Special Event;
7) Establish and maintain a fiduciary bank account in the name of the Network or for the benefit of the Network at [Bank of China] or other such financial institution as shall be decided upon by the Board of Directors; and
8) Co-sign all checks with a Co-Chair.

Section 5.4 - *Election and Term*. Officers shall be elected by a majority vote of the International Members at the Annual Meeting of members. Each officer, with the exception of the Co-Chairs, who shall hold office as set forth in Article V, Section 2, shall hold office until the next Annual Meeting of the Network Members, and until her successor is elected and qualified or until she sooner resigns or is removed from office. Officers, with the exception of the Co-Chairs and Vice-Chairs, may hold up to three (3) Successive terms of office.

Section 5.5 - *Resignation*. Any Officer may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board of Directors.

Section 5.6 - *Removal*. An Officer may be removed or suspended for cause by an affirmative vote of a majority of the Board of Directors then in office at a regularly scheduled Board of Directors' meeting or at a special meeting called for that purpose, provided that such officer is given at least thirty (30) days' notice of the proposed removal and the reasons therefore, and an opportunity to be heard at the meeting, and that notice of the proposed removal is given in the notice of meeting. In the absence of good cause shown, failure regularly to attend Board of Directors' meetings or failure to carry out the functions of the office shall constitute cause for removal. Except as excused for good cause shown, two absences from regular Board of Directors' meetings during any one term shall constitute failure to regularly attend Board of Directors' meetings.

Section 5.7 - *Vacancies*. The Board of Directors shall elect a successor if the offices of the Vice Chair, Secretary or Treasurer become vacant and may elect a successor if any other office becomes vacant. Each such successor shall hold office for the unexpired term and in the case of the Vice Chair, Secretary or Treasurer, until her successor is chosen and qualified, or in each case until she sooner dies, resigns, or is removed from office.

ARTICLE VI - BOARD OF DIRECTORS

Section 6.1 - *General Powers*. The business and affairs of the Network shall be managed by its Board of Directors.

Section 6.2 - *Number and Election*. The Board of Directors shall consist of the Officers of the Network, the Chairs of each of the Standing Committees, the immediate past-Co-Chair, and not less than two (2) members and not more than ten (10) members. At any meeting, the Board of Directors may increase the number of Directors as it deems appropriate. All members of the Board of Directors must be International Members.

Section 6.3 - *Tenure*. Each elected Director shall hold office from one Annual Meeting to the next successive Annual Meeting or until she dies, resigns or is removed. It is expected that members of the Board of Directors shall not serve for more than six (6) years.

Section 6.4 - *Resignation*. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the Board of Directors.

Section 6.5 - *Removal*. A Director may be removed or suspended for good cause by an affirmative vote of a majority of the Directors then in office at a regularly scheduled Board of Directors' meeting or at a special meeting called for that purpose, provided that such Director is given at least thirty (30) days' notice of the proposed removal and the reason therefore, and an opportunity to be heard at the meeting, and that notice of the proposed removal is given in the notice of meeting. In the absence of good cause shown, failure regularly to attend Board of Directors' meetings shall constitute cause for removal. Except as excused for good cause shown, three (3) absences from regular Board of Directors' meetings during any one term shall constitute failure to regularly attend Board of Directors' meetings.

Section 6.6 - *Vacancies*. Any vacancy on the Board of Directors, including a vacancy resulting from the enlargement of the Board of Directors, may only be filled by a majority vote of the International Members attending a meeting called for such purpose. Despite the existence of one or more vacancies in their number, the Board of Directors shall have and may exercise all their powers and that vacancy shall reduce the number needed for a quorum.

Section 6.7 - *Committees*. Examples of committees include: a) Program Committee, b) Membership Committee, c) Public Relations/Communications Committee, and d.) Community Service Committee.) The Directors may, by a vote of a majority of the Directors then in office, establish one or more committees and delegate to any such committee or committees that consist solely of Directors any or all of the powers of the Directors, except those which by law or by these By-laws they are prohibited from delegating. The Co-Chairs, with the Board of Directors' approval, shall appoint all Directors to committees, unless otherwise appointed or elected by the Board of Directors. The members of any committee shall remain in office at the pleasure of the Board of Directors.

Section 6.10 - *Annual Meeting and Regular Meetings*. The Annual Meeting of the Board of Directors shall be held in [April] of each year or at such time determined by the Board of Directors. Regular meetings of the Board of Directors may be held at such places and at such times as the Board of Directors shall determine.

Section 6.11 - *Special Meetings*. Special Meetings of the Board of Directors may be held at any time when called by the President. Special Meetings of the Board of Directors shall be called by the Secretary upon written application of at least three (3) members of the Board of Directors.

Section 6.12 - *Notice of Meetings*. Notice of the time and place of each meeting of the Board of Directors shall be given to each Director by mail, or e-mail address, at least fifteen days before the meeting addressed to her at her usual or last known business mailing or e-mail address. If notice is given via e-mail, confirmation of said notice shall be retained by the Secretary. Whenever notice of a meeting is required, such notice need not be given to any Director if a written waiver of notice, executed by her before or after the meeting is filed with the records of the meeting, or to any Director who attends the meeting without notice and without protesting prior thereto or at its commencement the lack of notice to her. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law or these By-laws.

Section 6.13 - *Quorum*. At any meeting of the Board of Directors a majority of the Board of Directors then in office shall constitute a quorum. For the purposes of quorum, the "Directors then in office" shall not include any member of the Board of Directors who has missed two (2) meetings in a row but is still considered to be in office. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

Section 6.14 - *Action by Vote*. When a quorum is present at any meeting, a majority of the members of the Board of Directors present and voting shall decide any question, unless otherwise provided by law or these By-laws.

Section 6.15 - *Action by Writing*. Any action required, or permitted to be taken, at any meeting of the Board of Directors may be taken without a meeting if all the members of the Board of Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.

Section 6.16 - *Presence Through Communication Equipment*. Unless otherwise provided by law, members of the Board of Directors may participate in a meeting of the Board of Directors by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. A conference among members of the Board of Directors by telephone or similar communications equipment by means of which all persons participating in the conference can hear each other at the same time may constitute a meeting of the Board of Directors if the same notice is given of the conference as would be required for a meeting, and if the number participating in the conference would be sufficient to constitute a quorum at a meeting.

ARTICLE VII – [Intentionally deleted]

ARTICLE VIII - NOTICE

Section 8.1 - *General.* Any notice required by these By-laws shall be deemed given as appropriate if by e-mail or regular mail so long as it has not been returned as having insufficient address (in whatever language this is noted). Said "return" of the notice shall place an affirmative obligation on the Secretary to make a reasonable attempt to find a better address to serve the notice or, if notice was given by e-mail, to then serve a "hard copy" of the notice by 1st Class Mail at the last known address. It is recommended, but not required, that the Secretary solicit confirmation of receipt of notice where major actions are being undertaken (e.g. an election, or amendment or approval of the By-laws).

ARTICLE IX - COMPENSATION; PERSONAL LIABILITY; DISCLOSURE OF INTEREST

Section 9.1 - *Compensation.* Subject to Section 9.3 below, members and members of the Board of Directors shall not be precluded from serving the Network in any other capacity and receiving compensation for any such services.

Section 9.2 - *No Personal Liability.* The members, Officers and Directors of the Network shall not be personally liable for any debt, liability or obligation of the Network. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Network, may look only to the funds and property of the Network for the payment of any such contract or claim, of for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them for the Network.

Section 9.3 - *Disclosure of Interest.* No members of the Network, Director, officer or employee of the Network shall have any personal financial interest, direct or indirect, in any contract relating to the business conducted by the Network, or the furnishing of supplies to the Network, unless authorized by a concurring vote of two-thirds of the disinterested members of the Board of Directors, even though the disinterested members of the Board of Directors be less than a quorum, and provided that the material facts as to her interest in such transaction are disclosed or are known to the Board of Directors.

[illegible]

ARTICLE XI - IDEMNIFICATION

Section 11.1 - *General.* The Network shall to the extent legally permissible indemnify each of its present and former officers, directors, employees and agents against all expenses and liabilities which said persons have reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding in which said person may be involved by reason of being or having been an officer, director, employee or agent of the Network, such expenses and liabilities to include, but not limited to, judgments, court costs and attorney's fees and the cost of reasonable settlements, provided no such indemnification shall be made in relation to matters as to which such persons shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that her action was in the best interests of the Network. The Network may reimburse said person for expenses incurred in defending a civil or criminal action or proceeding after conclusion of the action or proceeding and only to the extent that there are funds available to pay said costs and expenses. In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had but only if the Board of Directors shall have been furnished with an opinion of counsel for the Network to the effect that such settlement or compromise is in the best interest of the Network, and if the Board of Directors (not including the vote of any person seeking indemnification hereunder) shall have adopted a resolution approving such settlement or compromise.

The foregoing right of indemnification shall not be exclusive of other rights to which any director, officer, or employee may be entitled as a matter of law.

ARTICLE XII - DISSOLUTION

Section 12.1 - *General*. The Network may, subject to applicable provisions of law, be dissolved by the affirmative vote of a majority of the members. Upon such vote, a petition for dissolution may be filed in the appropriate state court, applying for the authority to dissolve the Network and to distribute its funds. On liquidation or dissolution of the Network, all properties and assets remaining, after providing for all debts and obligations, shall be distributed to an organization(s) established for the benefit of women which engages in activities substantially similar to those of the Network, or consistent with Network's goals, and which are not organized primarily for profit and which shall at the time qualify as a exempt organization under Section 501(c) of the Internal Revenue Code of **1954**, or the corresponding provision of any future Internal Revenue Law, as the Board of Directors or a court may determine.

ARTICLE XIII - MISCELLANEOUS

Section 13.1 - *Fiscal Year*. The fiscal year of the Network shall begin on the 1st day of January and end on the 31st of December of the succeeding year, unless otherwise determined by the Board of Directors.

Section 13.2 - *Receipt and Disbursement of Funds*. Funds of the Network shall be deposited in such bank or banks or with such other corporations, firms, or individuals, as the Board of Directors may from time to time designate. In addition to the Treasurer, the Board of Directors may designate such other officers to receive and receipt all monies due and payable to the Network from any source whatsoever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor.

Section 13.3 - *Compliance with Charter*. The Network, its Officers and members of the Board of Directors will comply with the language of the Formal Proposal to be Chartered as submitted to the international IWIRC organization on _______November 2008 (see Attachment A) and adhere to the duties and obligations set forth by the international IWIRC organization regarding the conduct of its Networks.

ARTICLE XIV - AMENDMENTS

Section 14.1 - *General*. These By-laws may be amended at any Meeting of the members by a two-thirds majority vote of the members present and voting, provided that the proposed amendments have received prior approval by a two-thirds majority vote of the Board of Directors, and further provided that notice describing the proposed amendments has been given in writing or by e-mail to all members at least seven days in advance of meeting at which the vote will be taken. Amendments shall be effective immediately upon adoption.