

**BY-LAWS
OF
THE705: YOUNG LEADERS FOR A BETTER ACADIANA, INC.**

**ARTICLE I
OFFICES**

1. Principal Office. The principal office of the corporation shall be in the City of Lafayette, Parish of Lafayette, State of Louisiana at 1200 Camellia Boulevard, Suite 203, Lafayette, Louisiana 70508.

2. Other Offices. The corporation may also have offices in such other places, both within and without the State of Louisiana, as the Board of Directors may from time to time determine or the business of the Corporation may require.

**ARTICLE II
DIRECTORS**

1. Meetings of the Board of Directors.

A. Place. The Directors of the corporation may hold their meetings, both regular and special, at such place, whether in this state or elsewhere, as a majority of the Directors may from time to time appoint, or as may be fixed in the call of the meeting.

B. Regular Annual Meeting. A regular annual meeting of the Board of Directors shall be held in December of each year, at such time and place as shall be designated by the President in the notice of the meeting for the purpose of selecting officers and for the transaction of such other business as may come before the meeting, and shall not be confined to those matters specified in the notice for such meeting.

C. Regular Monthly Meeting. Regular monthly meetings of the Board of Directors shall be held each month, or otherwise as approved by the Board of Directors, at such time and place as shall be designated by the President in the notice of the meetings for the purpose of transacting business of the corporation as may come before the meeting, and shall not be confined to those matters specified in the notice for such meeting and matters relevant thereto.

D. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President or a majority of the Board of Directors, at such time and place, whether in this state or elsewhere, as shall be fixed in the notice for the meeting. Business transacted at special meetings shall be confined to those matters specified in the notice for such meeting.

E. Electronic Meetings. The Board of Directors, or any committee of the Board, may hold a meeting by means of conference telephone, facsimile, or similar communications equipment provided that all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this Paragraph shall constitute presence in person at such meeting, except where a person participates on the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

F. Notice for Meetings. Notice of the time, place and purpose of meetings of the Board of Directors, both regular and special, shall be sent by the Secretary to each Director, either personally or by mail, facsimile, or electronic mail at least two (2) days prior to the meeting. Directors present at a meeting without a notice objection shall be deemed to have received due, or to have waived, notice thereof. Notice of a meeting may be waived in writing at any time and the waiver need not specify the purpose of or the business to be transacted at the meeting. Notice need not be given to any Director, or member of a committee of the Board of Directors, if any, with whom communication is made unlawful by any law of the United States of America, or by any rule, regulation, proclamation or executive order issued under any such law, and any action or meeting taken or held without notice to any such Director or committee member shall have the same force and effect as if notice had been given to him as otherwise required.

G. Procedure. The President shall preside at all meetings of the Board of Directors. The Board of Directors may adopt its own rules of procedure which shall not be inconsistent with these by-laws.

H. Voting. Voting by proxy is not allowed. The President, Past President, and Treasurer do not have a vote on the Board of Directors.

I. Compensation. Directors shall serve without compensation. By resolution of the Board of Directors, the directors may be paid their extraordinary expenses, if any, of attendance at a meeting.

J. Unanimous Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all of the directors or committee members, as the case may be, having voting power on the particular question consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

2. Committees of Board of Directors.

A. Designation. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the Corporation and which may consist of members of the Corporation, which, to the extent provided in said resolution, shall have and may exercise the powers of the Board of Directors in the management of the business

and affairs of the corporation (each, a “Committee” and, collectively, the “Committees”). The Committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

B. Minutes. The Committees shall keep regular minutes of their proceedings and report the same to the Board when required.

C. Standing Committees. The Committees shall include without limitation the following: (i) Philanthropy; (ii) Programming/Networking; (iii) Civic; (iv) Membership; (v) Professional Development; (vi) Marketing; and (vii) Executive (each, a “Standing Committee” and, collectively, the “Standing Committees”). Each Standing Committee, except the Executive Committee, shall have a Chair and a Vice-Chair designated by the President, each of whom shall be a Group A Director, Group B Director, or an Appointed Director. The Chair of each Standing Committee shall oversee the operations of his/her Standing Committee, ensure that the Standing Committee fulfills its functions and satisfies its responsibilities, and preside at all meetings of his/her Standing Committee. The Vice-Chair of each Standing Committee shall assist and support the Chair in his/her duties and shall preside at meetings of the Standing Committee in the Chair’s absence.

(1) Philanthropy. The Philanthropy Committee shall have the following responsibilities and functions:

- (i) ensure fulfillment of the Corporation’s mission through meaningful community service and philanthropic opportunities and events;
- (ii) coordinate all existing and proposed community service and philanthropic projects;
- (iii) make recommendations to the Executive Committee on community service and philanthropic projects and events based on the overall commitments of the Corporation;
- (iv) determine and recommend focus areas and recruit Philanthropy Committee members and leaders in partnership with President;
- (v) support Philanthropy Committee Chair;
- (vi) engage the membership in community service and philanthropic projects;
- (vii) provide for safety of members at community service projects/events and bring all risk management issues in relation to projects and events to the attention of the Executive Committee;
- (viii) manage requests for volunteer support;
- (ix) direct and manage charitable fundraisers;
- (x) create partnerships with local non-profits for volunteerism; and
- (xi) engage local non-profit organizations for opportunities for members of the Corporation to serve on Board of Directors and other leadership capacities for said organizations.

(2) Programming/Networking. The Programming Networking Committee shall have the following responsibilities and functions:

- (i) carry out the mission of the Corporation by engaging and informing the membership on issues that concern the members' professional and personal wellbeing;
- (ii) plan and coordinate meetings of the members and informal social networking events for members and potential members;
- (iii) develop agendas for monthly meetings;
- (iv) develop partnerships with other local young-professional groups for mutual mixers;
- (v) seek ways to engage business community with membership; and
- (vi) host signature event.

(3) Civic. The Civic Committee shall have the following responsibilities and functions:

- (i) engage membership in local government and community functions;
- (ii) identify and engage local civic and governmental organizations for opportunities for members of the Corporation to serve on committees or other leadership capacities within local civic and governmental organizations;
- (iii) educate and engage membership in local government issues and actions;
- (iv) create partnerships with local civic groups; and
- (v) manage and direct involvement in Lafayette's public education system.

(4) Membership. The Membership Committee shall have the following responsibilities and functions:

- (i) plan and coordinate efforts to recruit and retain Voting Members, Non-Voting Corporate Members, and Non-Voting Associate Members;
- (ii) develop strategies for recruiting and retaining Voting Members, Non-Voting Corporate Members, and Non-Voting Associate Members, and educating them about the benefits of membership;
- (iii) coordinate, manage, and update the membership database;
- (iv) track individual and corporate member participation, and develop and coordinate efforts to recognize same;
- (v) develop, organize, plan, and coordinate orientations for new Voting Members and new Non-Voting Corporate Members;
- (vi) manage membership goals to be set by the Board of Directors;
- (vii) manage "Ambassador program" to match new members with veteran members; and
- (viii) identify and communicate opportunities within the membership for leadership of the Corporation.

(5) Professional Development. The Professional Development Committee shall have the following responsibilities and functions:

- (i) plan, organize, and coordinate professional development events, including without limitation training and development classes, leadership development course;
- (ii) secure local business and community leaders as speakers for the professional development events; and
- (iii) identify additional professional development needs and provide access to members.

(6) Marketing. The Marketing Committee shall have the following responsibilities and functions:

- (i) communicate needs and announcement of all board areas;
- (ii) manage internal and external communications;
- (iii) manage website/social media functions;
- (iv) manage and approve all communications with media;
- (v) develop and manage all marketing cost items (print, ads);
- (vi) effectively communicate to the corporation's members and the Acadiana community;
- (vii) primary responsibility for the corporation's newsletter, to be distributed at least once per quarter;
- (viii) primary responsibility for the corporation's website, including managing and updating its content; and
- (ix) primary responsibility for public relations, including writing press releases and managing the flow of information to the local media and Acadiana community.

(7) Executive. The Executive Committee shall consist of the President, President-Elect, Past President, Secretary, and Treasurer. The President shall be the Chair of the Executive Committee. The Executive Committee shall have the following responsibilities and functions:

- (i) develop an annual budget for the corporation;
- (ii) hire, fire, and discipline employees, and oversee other personnel-related matters; and
- (iii) plan, set goals, and develop strategies for the corporation.

At the annual meeting of the Board of Directors, the Board of Directors shall elect a President-Elect, who shall be a Group A Director, Group B Director, or Appointed Director and shall have been in that position for at least one full year prior to his/her election as President-Elect; provided, however, that the first President-Elect shall be Zachary Barker, and he shall serve as President-Elect until December 31, 2012. Acceptance of the position of President-Elect is a three-year commitment. The term of the President-Elect shall commence on January 1, and shall end on December 31, of the year following his/her election as President-Elect. The President-Elect shall then ascend to the position of President for a term of one (1) year, in accordance with Article IV, Section 4 of these By-Laws. Upon the expiration of the President's term in accordance

with Article IV, Section 4 of these By-Laws, the person holding the position of President then becomes the Past President for a term of one year commencing on January 1, and ending on December 31, of the year following his/her term as President. Any person elected President-Elect who does not fulfill all three years of this commitment is subject to removal in accordance with these By-Laws.

Election of the President-Elect shall be by a majority vote of the members of the Board of Directors having voting power. In the event there are an equal number of votes for each of the candidates for President-Elect: (i) those members of the Board of Directors who will not serve on the Board of Directors for the subsequent year shall withdraw his or her votes from consideration; and (ii) only the votes of those members serving on the Board of Directors for the subsequent year shall be counted for purposes of the election of the President-Elect. Thereafter, if the votes of those members serving on the Board of Directors for the subsequent year are an equal number for each of the candidates for President-Elect, then the member of the Board of Directors who will serve as President for the subsequent year shall unilaterally select the President-Elect from those candidates.

D. Resignations and Removals. Any Chair or Vice-Chair of a Standing Committee may resign at any time by giving 30 days written notice to the President or the Secretary of the corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Chairs and Vice-Chairs of the Standing Committees, except the Chair of the Executive Committee, may be removed from their position by the President. The President-Elect and Past President may be removed from their position by the affirmative vote of seventy-five (75%) percent of the Board of Directors.

E. Vacancies. Any vacancy in the position of any Chair or Vice-Chair of a Standing Committee, except the Chair of the Executive Committee, shall be filled by the President for the unexpired portion of the term. Any vacancy in the position of President-Elect shall be filled by the affirmative vote of the Board of Directors for the unexpired portion of the term. Any vacancy in the position of Past President shall not be filled for the unexpired portion of the term, unless a prior President of the corporation, regardless of age, is selected by the President in his/her discretion to fill said position for such unexpired portion of the term.

ARTICLE III NOTICE

1. Method. Whenever notice is required to be given to any director under provisions of the laws of Louisiana or of the Articles of Incorporation of the corporation or of these By-Laws, such notice shall not be construed to mean personal notice, but may be given in writing by electronic or certified mail, return receipt requested, addressed to such director in such address as appears on the books of the corporation, and such notice shall be deemed to be given at the time mailed.

2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the laws of Louisiana or of the Articles of Incorporation or these By-Laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto, and such waiver need not specify the purpose of or the business to be transacted at the meeting.

ARTICLE IV OFFICERS

1. Officers. In addition to President, Secretary, and Treasurer, which are mandated by the Articles of Incorporation, the Board of Directors may have additional officers including, without limitation, one or more assistant secretaries, and one or more assistant treasurers. No two offices may be held by the same person at the same time.

2. Resignations and Removal. Any officer may resign at any time by giving 30 days written notice to the President or the Secretary of the corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The President may be removed from office by the affirmative vote of seventy-five (75%) percent of the Directors. The Secretary and Treasurer may be removed from office by the President.

3. Vacancies. Any vacancy in the office of President shall be filled by the majority vote of the Board of Directors for the unexpired portion of the term. Any vacancy in the office of Treasurer or Secretary shall be filled by the President for the unexpired portion of the term.

4. President. The President shall be that person elected by the Board of Directors as President-Elect during the previous year, in accordance with Article II, Section 2(c)(7) of these By-Laws. The term of President shall be for one year, commencing on January 1, and ending on December 31, of the year following his/her election as President-Elect.

The President shall be the chief executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. His/her responsibilities shall include, without limitation, the following: (a) the day-to-day administration of the corporation; (b) acting as the representative of the corporation to the public, as well as to governmental and voluntary organizations; (c) making policy proposals to the Board of Directors; (d) long-range planning; (e) assigning overall responsibility for corporate management; and (f) reporting to the Board of Directors on the performance of corporate functions. He shall, when present, preside at all Directors' meetings and shall be ex officio a member of all committees which may from time to time be elected or appointed. He shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the Board are carried into effect. The President may sign any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has

authorized to be executed, except in cases where the signing and execution thereof may be expressly delegated by the Board of Directors or by these By-Laws to some other office or agent of the corporation or shall be required by law to be otherwise signed or executed. The President is also authorized to retain and hire legal counsel to represent and advise the corporation. In general, he shall perform all duties incident to the function of the chief executive officer and such other duties as may be prescribed by the board of directors from time to time.

5. Secretary. During December of each year, or as soon thereafter as reasonably practicable, the President-Elect shall appoint a Secretary, who shall be a Group A Director, Group B Director, or Appointed Director. The term of Secretary shall be for one (1) year and shall commence on January 1, and end on December 31, of the year following his/her appointment as Secretary to coincide with the presidency term of the President-Elect that appoints him/her.

The Secretary of the corporation shall, subject to the direction of the President, attend all Board of Directors' meetings and keep the minutes in one or more books provided for that purpose. He/she shall also: (1) see that all notices are duly given in accordance with the provisions of these By-Laws as required by law; (2) be custodian of the corporate records; (3) keep a register containing the post office address of each member which shall be furnished to the Secretary by such member; and (4) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

6. Treasurer. During December of each year, or as soon thereafter as reasonably practicable, the President-Elect shall appoint a Treasurer, who shall be a Voting Member. The term of Treasurer shall be for one (1) year and shall commence on January 1, and end on December 31, of the year following his/her appointment as Treasurer to coincide with the presidency term of the President-Elect that appoints him/her. If the individual appointed to be Treasurer is a Group A Director or Group B Director, his/her appointment as Treasurer shall be deemed a resignation of his his/her position as a Group A or Group B Director, creating a vacancy at that position to be filled in accordance with the Articles of Incorporation.

The Treasurer of the corporation shall have the custody of corporate funds and securities 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 of and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He/she will also in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. He/she shall disburse the funds of the corporation as may be ordered by the Board of Directors but only in strict accordance with the Articles of Incorporation, taking proper vouchers for such disbursements, and he shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer, and of the financial condition of the corporation.

7. Assistants. One or more Assistant Secretaries and/or Assistant Treasurers may be designated and chosen by the Board of Directors and shall have such duties as may be delegated to them by the Board of Directors, the Treasurer, or the Secretary.

ARTICLE V ADVISORY BOARD

The Board of Directors, at its discretion, may establish an Advisory Board to consist of individuals elected by the Board of Directors. The duties and functions of the Advisory Board shall be as established by the Board of Directors in its sole discretion. The members of the Advisory Board shall have no power, control, or authority over the operations or management of the corporation, and they shall have no voting rights.

ARTICLE VI CONFLICT OF INTEREST

1. Purpose. The purpose of the conflict of interest policy is to protect this corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. Definitions.

A. Interested Person. Any Director, Officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
- ii. A compensation arrangement with the Corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board decides that a conflict

of interest exists.

3. Procedures.

A. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

4. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

5. Procedures for Addressing the Conflict of Interest.

A. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

B. The President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

C. After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

6. Violations of the Conflicts of Interest Policy.

A. If the Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

B. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the

member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

7. Records of Proceedings. The minutes of the Board and all committees with Board delegated powers shall contain:

A. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

8. Compensation.

A. A voting member of the Board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

C. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

9. Annual Statements. Each Director, Officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- i. Has received a copy of the conflicts of interest policy;
- ii. Has read and understands the policy;
- iii. Has agreed to comply with the policy, and
- iv. Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

10. Periodic Reviews. To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at

a minimum, include the following subjects:

- i. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - ii. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
11. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 10, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VII SUPREMACY CLAUSE

These By-Laws supersede and supplant any and all prior by-laws of the corporation. In the event of any conflict between these By-Laws and the Articles of Incorporation of this corporation, the Articles of Incorporation shall prevail.

ARTICLE VIII AMENDMENTS

These By-Laws may be altered, amended, or repealed and new by-laws adopted by the vote of two-thirds of the Directors present.

ARTICLE IX CAPITALIZED TERMS

Capitalized terms which are used in these By-Laws and which are not defined herein shall have the same meaning herein as set forth in the Articles of Incorporation of the corporation.

ARTICLE X DISPOSITION HEARING PROCEDURES

1. General. The Disposition Hearing is not a formal court of law and does not follow formal rules of evidence, rather the Disposition Hearing is inquisitorial in nature. The presence of only the accused member and Hearing Committee Members is permitted at the Disposition Hearing. The Hearing Committee may receive any evidence

it deems helpful in fairly performing its duty. The Hearing Committee may consider any reliable evidence which it deems helpful in fairly performing its duty. The Hearing Committee shall determine if the accused member violated the 705's Member Code of Conduct and issue any sanctions.

2. Preliminary Matters.

A. Hearing Committee Appointment: For the Disposition Hearing, the President shall appoint to the Hearing Committee four (4) members of the 705 and one (1) member of the 705's advisory committee. The President shall appoint one member of the Hearing Committee to serve as the Chairman of the Hearing Committee.

B. Notice Requirements: The Chairman of the Hearing Committee shall designate the time and place for the Disposition Hearing. At least seventy two (72) hours prior to the scheduled Disposition Hearing, the Chairman of the Hearing Committee shall provide the accused member with a written notice containing the following information: (a) the time and place of the Disposition Hearing; (b) a copy of all documentary evidence regarding the alleged violation by the accused member compiled by the Hearing Committee which will be presented by the Hearing Committee at the Disciplinary Hearing; and (c) the date for the accused member to submit to the Chairman of the Hearing Committee any documentary evidence which the accused member will present at the Disposition Hearing, which date shall be at least twenty four (24) hours prior to the scheduled Disposition Hearing.

- i. Any documentary evidence not properly and timely exchanged between the Hearing Committee and the accused member as outlined in this Subsection shall not be permitted for presentation at the Disposition Hearing. Email transmission of notice and documentary evidence with confirmed receipt shall be sufficient to constitute proper written notice for all provisions contained herein. Documentary evidence permitted includes affidavits of person(s) with relevant information regarding the circumstances involving the alleged violation of the 705's Member Code of Conduct by the accused member.

C. Opening Procedures: At the commencement of the Disposition Hearing, the Chairman of the Hearing Committee shall read aloud to the accused member a statement of the alleged violation(s) and the accused member will be asked if he or she understands said violation(s). The Chairman of the Hearing Committee shall ask the accused member if he or she will truthfully respond to all questions.

D. Examination of Evidence:

The Chairman of the Hearing Committee shall permit the accused member to make a statement regarding the alleged violation(s) and present documentary evidence for consideration by the Hearing Committee. The Chairman of the Hearing Committee shall present any documentary evidence compiled by the Hearing Committee regarding the alleged violation(s) and permit Hearing Committee members to make statements

and/or question the accused member regarding the alleged violation(s).

If the Hearing Committee determines by a majority vote that additional evidence and/or live witness testimony is required before a disposition can be reached, the Chairman of the Hearing Committee shall inform the accused member that a continuance is necessary. Up to two live witnesses may be permitted to appear at the continued Disposition Hearing. The Chairman of the Hearing Committee shall coordinate with the necessary parties to obtain the additional evidence and/or testimony and notify the accused member in writing, as soon as possible, when the Disposition Hearing will resume.

E. Closing Procedures: Following the examination of evidence by the Hearing Committee, the accused member shall be permitted to make a closing statement. At the adjournment of the Disposition Hearing, the accused member shall be excused and the Hearing Committee shall deliberate privately.

F. Disposition: Based on the relevant evidence, the Hearing Committee shall determine by a majority vote if the accused member violated the 705's Member Code of Conduct and if a violation occurred, any sanctions which shall be imposed. The Chairman of the Hearing Committee shall prepare a written disposition on behalf of the Hearing Committee specifying if the accused member has been deemed in violation of the 705's Member Code of Conduct and any sanctions being imposed. The Hearing Committee's written disposition shall be provided to the accused member within three (3) days of the adjournment of the Disposition Hearing. The Hearing Committee's disposition and any sanction(s) shall be final and are not subject to any further appeal by the accused member or any other interested party.

CERTIFICATE

I hereby certify that the foregoing By-Laws were unanimously adopted by the Board of Directors of the corporation by resolution effective on the ____ day of _____, 2012.

Carlee Alm-Labar
Secretary