

**AMENDED BYLAWS OF
THE VILLAGES COMMUNITY CHAPEL
November 2013**

ARTICLE 1 NAME and LOCATION

The name of the corporation is THE VILLAGES COMMUNITY CHAPEL, which is hereinafter referred to as the “Chapel”. It is a multi-denominational Christian organization, located at 2500 Parkway Blvd, Suite E, San Jose, CA 95135, for the purpose of bringing people to knowledge of the Lord Jesus Christ and His plan for their lives.

ARTICLE 2 DEFINITIONS

- 2.1 Articles. “Articles” shall mean the Articles of Incorporation of The Villages Community Chapel, as they may be amended from time to time.
- 2.2 Board of Directors. “Board of Directors” or “Board” shall mean the governing body of the Chapel.
- 2.3 Bylaws. “Bylaws” shall mean the Bylaws of the Chapel as they shall be adopted by the Board of Directors and Members and any duly-adopted amendments thereof.
- 2.4 Committee of the Board. A committee of the Board is defined as a committee appointed by the Board and shall consist of at least one(1) Director.
- 2.5 Governing Documents. “Governing Documents” shall mean, collectively, the following: (i) Articles, (ii) Bylaws, and (iii) policies and resolutions adopted by the Board.
- 2.6 Member. “Member” shall mean a person who has met the qualifications for membership as stated in these Bylaws.
- 2.7 Simple Majority. “Simple Majority” shall mean a majority of the votes represented and voting at a meeting at which a quorum is present or by written ballot where the number of votes cast by ballot equals or exceeds the number required to establish a quorum.
- 2.8 Total Voting Power. “Total Voting Power” shall mean the total number of votes of all Members entitled to vote at a particular time, calculated on the basis of one vote for each Member.

ARTICLE 3 MEMBERSHIPS AND VOTING

- 3.1 Membership in the Chapel. Membership in the Chapel shall include any person who publicly declares belief in one God (Father, Son and Holy Spirit), who confesses Jesus Christ as Lord and Savior, the only begotten Son of God, and in the Holy Scriptures (the Bible) as the Word of God, may be received into Chapel membership upon either confession of faith in the above, or reaffirmation of a previous confession of such faith. Any letter of transfer from another Christian Church will be acknowledged and kept on file, in addition to above requirements.
- 3.2 Associate Membership in the Chapel. Any person who is a member in good standing of another Christian Church and wishes to retain such membership may become an Associate Member of the Chapel through the same steps described above for membership. Associate Members shall have the same rights and privileges as a full Membership.
- 3.3 Voting. All Members and Associate Members shall be entitled to vote at annual and special member meetings. Each Member shall have one vote. Proxy votes will not be recognized.

ARTICLE 4 MEETINGS OF MEMBERS

- 4.1 Annual Meeting. The Annual Meeting of the Members shall be held during the month of November of each year, on a date and at a time and place to be designated by the Board of Directors, upon proper notice to Members. The purpose of the Annual Meeting shall be: 1) to elect Directors to succeed those whose terms of office will next expire, as defined in Section 5.1; 2) to elect Directors to fill a Board vacancy, if any; and, 3) to transact such other business which the Board may include on the agenda, or as otherwise may properly come before the membership.
- 4.2 Winter Meeting. A Regular Meeting of the Members, hereinafter called the "Winter Meeting" shall be called at a date and time designated by the Board during the month of February. The purposes of the Winter Meeting shall be to: 1) hear reports from the Board Officers for the year just

ended December 31; 2) Fill any vacancies existing in the Board; 3) elect a Nominating Committee; and, 4) transact such other business included on the meeting agenda, or that properly may be presented from the floor.

4.3Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors. Notice of Special Meetings must be presented to Members in a timely manner, providing the date, time, place, and purpose of such a meeting. No matters other than those specified in the notice may be considered or acted upon at the meeting.

4.4Notice of Meetings. Notice of any Membership Meeting (annual, winter or special) shall be satisfied by announcement from the Chapel pulpit at each of two regular Sunday services immediately preceding the date of the meeting. A written notice of Membership Meetings, providing the date, time, place and purpose(s), shall be included in the Sunday service bulletin for two weeks prior to any meeting.

4.5Quorum. The physical presence at any membership meeting of members entitled to cast the votes of at least twenty-five percent (25%) of the Total Voting Power of the Chapel, as reported on the membership rolls as of December 31 preceding, shall constitute a quorum for the transaction of any business. If such quorum is not present at any meeting, the Members otherwise entitled to vote at that meeting shall have the power to adjourn the meeting, to be reconvened at a later time or on a later date not more than thirty (30) days after the date of the adjourned meeting, without additional notice, other than announcement at the meeting, until a quorum shall be presented

4.6Conduct of Meeting. All meetings of Members shall be conducted in accordance with Robert's Rules of Order, a recognized system of parliamentary procedure. A reasonable time limit for Members to speak at a meeting of the Members shall be established by the Board of Directors.

4.7Vote of the Members. If a quorum is present the affirmative vote of a Simple Majority of the voting power so present and voting on any matter shall constitute the act of the Members.

Members shall be entitled to the results of Membership votes conducted at meetings.

ARTICLE 5 BOARD OF DIRECTORS

- 5.1 Number of Directors. The affairs of the Chapel shall be managed by or under the direction of a Board of Directors. The authorized number of Directors is eleven (11), divided into two groups: six (6) Directors in one group and five (5) Directors in the other group. Each group of Directors is to be elected in alternate years.
- 5.2 Qualification of Directors. Only a current Member or an Associate Member of the Chapel shall become a Director.
- 5.3 Election and Term of Office. Election of Directors shall be conducted annually at the November Membership meeting. Each group of Directors shall be elected for a term of two (2) years. Directors will be elected each year to fill the offices of the retiring Directors. Each Director shall serve until the expiration of the term of office, and thereafter until a successor is elected, or until death or resignation of such Director.
- 5.4 Term Limits. A Director shall not be elected to serve more than one (1) two-year term. If a Director is appointed to serve only part of another's term, he/she shall still be eligible to be elected for a two-year term. A Director, having served a complete term of office, will be eligible to become a Director after one year out of office. A Director, having served only a partial term of office, will be eligible to be elected for another term without a one year out of office requirement.
- 5.5 Vacancies. Any vacancy occurring on the Board of Directors may be filled by approval of the Board of Directors. A Director so chosen shall serve until the next annual membership meeting, at which time the Members shall elect a Director to serve the term of the Director being replaced.
- 5.6 Compensation. No Director shall receive compensation for any service he or she may render to the Chapel as a Director. However, upon approval by the Board, any

Director may be reimbursed for expenses actually incurred in the performance of his or her duties as a Director.

ARTICLE 6 NOMINATIONS AND ELECTION OF DIRECTORS

6.1 Nomination

6.1.1 Nominating Committee. Nominations of candidates for election to the Board of Directors shall be made by a Nominating Committee prior to any election of Directors. The Nominating Committee shall consist of six (6) Members. The Nominating Committee shall include: 1) the chair-person will be the retiring Board President; 2) two Members will be appointed by the Board from the retiring group of Directors; 3) the current Vice President; and, 4) two Members will be appointed by the Board from the membership at large. Should the Board President for the immediate past year not be available, the Board shall nominate a person from the retiring group of the past year to be Chairperson of the Nominating Committee. The Nominating Committee shall nominate as many candidates for election to the Board of Directors as it determines, but not less than the number of positions on the Board that are to be filled in a particular election. All nominations shall be made from among Members who satisfy the qualifications set forth in Section 5.2. The Nominating Committee shall announce its candidate nominations for the annual election of Directors no later than thirty (30) days prior to the Annual Meeting.

6.1.2 Member Nominations. Any Member may announce a nomination, at the proper time, at the annual Membership Meeting.

6.1.3 Notice of Election. The names of all persons known by the Board, as of the first Sunday in November, to be candidates for election to the Board shall be set forth in that Sunday's service bulletin along with the Notice of the election.

6.2 Election; Casting Votes. The annual election of Directors shall be conducted by written ballot. When there are more

candidates for a group of directors than there are vacancies, each Member shall cast one vote for each candidate for open vacancies. A ballot voting more than once for a given candidate or casting more votes than there are openings will be disqualified. The candidates receiving the largest number of votes shall be declared elected until all vacancies are filled. In case of a tie for the last position, a run-off election will be conducted in the same manner as determined above.

- 6.3 Election by Acclamation. If the number of people nominated pursuant to Section 6.1 is not more than the number of Directors to be elected, then the persons nominated and qualified to be elected shall be declared elected and written notice of the election shall be given to the Members in the next following Sunday's service bulletin.

ARTICLE 7 MEETINGS OF DIRECTORS

- 7.1 Organizational Meetings. During the month of December the newly elected Members and the continuing Board members shall convene for the purpose of organization, election of officers, and, as appropriate, transaction of other business.
- 7.2 Regular Meetings. Regular meetings of the Board of Directors shall be held monthly at a place within or reasonably convenient to the Community. If the Board has fixed by resolution the day, time, and place for the regular meetings, no further notice to the Directors shall be required for meetings held in accordance with such resolution. If a regular meeting is to be held at another place, day, or time, then proper notice which conforms to the provisions of Section 7.4 of these Bylaws shall be given to the Directors.
- 7.3 Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Board or by any five Directors.
- 7.4 Notice to Directors. Except as otherwise provided in Section 7.2 of these Bylaws, regular and special meetings of the Board shall be held upon four (4) days notice by first-class mail or forty-eight (48) hours notice to the Directors delivered personally or by telephone, including a voice mail messaging system or by electronic transmission; provided that shorter

notice may be given in the case of a bona fide emergency; and provided further that notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice or a written consent to holding the meeting. The notice need not specify the purpose of any regular or special meeting of the Board.

- 7.5 Notice to Members. Except for bona fide emergency meetings and executive sessions as defined in Section 7.7, at least the Sunday just prior to each regular meeting of the Board or each special meeting of the Board, notice shall be given to Members in the Sunday service bulletin of the date, time and place of the meeting.
- 7.6 Open Meeting. Regular and special meetings of the Board of Directors shall be open to all Members of the Chapel, except when the Board meets in executive session. Unless approved by a majority of the Directors present at the Board meeting, Members shall not be entitled to participate in the Board's discussion or deliberation of any matter. A reasonable time limit for Members to address the Board at regular and special Board meetings shall be established by the Board.
- 7.7 Executive Session. The Board of Directors may meet in executive session to confer with legal counsel or to discuss or vote upon personnel matters, Member discipline, litigation in which the Chapel is or may become involved, and matters that relate to the formation of contracts between the Chapel and others. The Board may extend an invitation to attend an executive session to other person(s) whose participation is, in the judgment of the Board, necessary or appropriate.
- 7.8 Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly-held meeting at which a quorum is present shall be regarded as an act of the Board.
- 7.9 Minutes of Meetings of Directors. Written minutes shall be kept for all Board meetings. Any matter discussed in an executive session shall be generally noted in the minutes of the Board and minutes of executive sessions shall not otherwise be required.

- 8.1 Powers. In addition to such other powers as may be set forth in the Governing Documents or provided by law, the Board of Directors shall have the power to:
- 8.1.1 Rules and Regulations. Adopt, publish, amend, repeal, and enforce rules and regulations governing the administration, management, operation and use of the Chapel Property.
 - 8.1.2 Contracts. Authorize any officer or officers to enter into any contract in the name of, or on behalf of, the Chapel. Unless expressly authorized by resolution of the Board, no officer shall have any power or authority to bind the Chapel or to render the Chapel liable for any purpose or on any account.
 - 8.1.3 Employees and Contractors. Engage such employees and/or independent contractors as the Board may deem necessary, and to prescribe their duties.
 - 8.1.4 Professional Advisors. Consult with, seek the advice of, and reasonably rely on the advice of attorneys, accountants, and other professionals in carrying out its authority and responsibility under the Governing Documents and the law, and to pay for such professional services.
 - 8.1.5 Investment of Reserve Funds. Invest Chapel reserve funds in prudent investments.
 - 8.1.6 Chapel Property. Acquire, own, hold, convey, transfer, dedicate, or otherwise dispose of Chapel property consistent with the purposes and powers of the Chapel and the management, administration, and operation of the Chapel Property or the business and affairs of the Chapel.
 - 8.1.7 Bank Accounts. Open bank accounts and designate signatories upon such bank accounts.
 - 8.1.8 Other Powers and Duties. Exercise for the Chapel all powers, duties and authority vested in or delegated to the Board and not reserved to the Members by other provisions of the Governing Documents, and undertake any action on behalf of the Chapel as the Board shall deem necessary or proper in furtherance of the interests of the Chapel and its Members.

8.2 Duties. In addition to such other duties as may be expressly set forth in the Governing Documents or imposed by law, the Board of Directors shall have the following duties:

8.2.1 Chapel Minister. Provide a Ministerial Function to satisfy the Chapel spiritual requirements as established by the Board. Such minister shall, without reservation, accept and follow the purposes and the governing documents of the Chapel.

8.2.1.1 Term

The Chapel Minister shall be appointed for a one calendar year term and shall be eligible for annual reappointment by the Board for a maximum of five consecutive years. In case of a vacancy as the result of an unexpired year, the Board may appoint a person to fill the unexpired year and one full subsequent calendar year, which would be considered two consecutive years of the five year period.

8.2.1.2 Term Extension

At the end of five consecutive years, should the Board desire to nominate a minister to serve in excess of the maximum five years, the Board may recommend the appointment to Members at a Special or Regular meeting, for Member approval. A simple majority of affirmative votes of those present, provided a quorum requirement is met, would ratify the Board recommendation for a one year appointment.

8.2.1.3 Notice of Termination

If the minister is no longer able or does not wish to continue the assignment, a ninety (90) day discontinuance notice shall be given to the Board. Likewise, if the Board determines that the interests of the Members and the minister would best be served by a change in minister, a ninety (90) day discontinuance notice shall be given to the minister. In either case, release of the minister from responsibilities shall be effective at a reasonable and mutually agreeable time.

8.2.1.4 Guest Ministers

The Board shall arrange for Guest Ministers to fill the pulpit vacancies as specified in the ministerial contract.

- 8.2.2 Records and Minutes. Cause to be kept a complete record of all its acts and the corporate affairs, including an accurate and current record of the Members setting forth their names and addresses, adequate and correct books and records of account, and minutes of the proceedings of the Members, the Board, and committees of the Board.
- 8.2.3 Annual Budget. Prepare an estimate of funds required by the Chapel for each fiscal year which shall include reasonable operating and reserve contingencies. This estimate will be presented at the November Board regular meeting for approval as an annual budget for the next fiscal year.
- 8.2.4 Reserve Fund. Establish and maintain a Reserve Fund to provide funds for financial needs of the Chapel. Such fund should approximate 35% of the previous year's expenses, which excludes gifts to missions.
- 8.2.5 Investment of Chapel Funds. Manage and invest Chapel funds in a prudent manner.
- 8.2.6 Review of Accounts. Review the Chapel's operating and reserve accounts at least in accordance with the following minimum requirements:
- (a) Review a current reconciliation of the Chapel's operating accounts at least quarterly;
 - (b) Review a current reconciliation of the Chapel's reserve accounts at least quarterly;
 - (c) Review the current year's actual revenues and expenses compared to the current year's budget at least quarterly;
 - (d) Review the periodic account statements prepared by the financial institutions where the Chapel keeps its operating and reserve accounts at least quarterly; and
 - (e) Review an income and expense statement for the Chapel's operating and reserve accounts at least quarterly.

- 8.2.7 Review or Audit of Annual Financial Statement. For each fiscal year perform a review of the Financial statements of the Chapel, or if directed by the Board, an audit, which shall be prepared in accordance with generally accepted accounting principles.
- 8.2.8 Supervision. Supervise all officers, agents, and employees of the Chapel, and see that their duties are properly performed.
- 8.2.9 Insurance. Procure and maintain insurance with such coverage and in such amounts as the Board deems necessary or prudent, which may include but is not necessarily limited to liability insurance, Workers' compensation insurance, fidelity insurance or bond, and officers' and directors' insurance.

8.3 Limitations on Powers of the Board. The powers of the Board shall be subject to the following limitations:

- 8.3.1 Non-Exempt Activities. The Board shall not engage in any activity that would disqualify the Chapel from tax-exempt status under California or federal law.

ARTICLE 9 OFFICERS AND THEIR DUTIES

- 9.1 Enumeration of Officers. The officers of the Chapel shall be selected from the Board of Directors, namely: a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may by resolution appoint.
- 9.2 Election of Officers. Selection and election of officers shall be from the Board of Directors, and take place at the first (organizational) meeting of the Board of Directors. Following the annual election of Directors, the retiring President will appoint not less than three (3) directors from next year's Board to act as nominating committee for Board officers, as listed in Article 9.1. Nominations may also be made by any current Director at the Board organizational meeting.
- 9.3 Term. The officers of the Chapel shall be elected annually by the Board, and each shall hold office for one (1) year, unless a Director shall sooner resign, or be removed by the Board.

- 9.4 Special Appointments. The Board may elect such other officers as the affairs of the Chapel may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.
- 9.5 Resignation and Removal. Any officer may be removed from office, with or without cause, by the Board. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 9.6 Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer being replaced, subject to the Board's right to remove an officer.
- 9.7 Multiple Offices. Any two or more offices may be held by the same person, except that the offices of Secretary and Treasurer cannot be held by the same person who holds the office of President.
- 9.8 President. The President shall be the chief executive officer of the Chapel and shall, subject to control of the Board of Directors, have general supervision, direction, and control of the affairs of the Chapel and of the other officers and the employees and agents of the Chapel. The President shall preside at all meetings of the Members and at all meetings of the Board of Directors, shall have the general powers and duties of management usually vested in the office of the president of a nonprofit mutual benefit corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors and the Bylaws. Without limiting the generality of the foregoing, the President may sign, with the Secretary or other proper officer of the Chapel authorized by the Board, any contracts or other instruments the Board has authorized to be executed, except in cases where the signing and execution thereof shall have been expressly delegated by the Board or these Bylaws or statute to some other officer or agent of the Chapel.

- 9.9 Vice-President. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting, shall have all of the powers of, and be subject to all of the restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as, from time to time, may be prescribed by the President or the Board of Directors.
- 9.10 Secretary. The Secretary shall keep or cause to be kept, at the principle office or such other place as the Board of Directors may prescribe, a book of minutes of all meetings of Directors, Members, and committees of the Board setting forth the time and place of holding of such meeting; whether regular or special; if special, how authorized; the notice thereof given; the names of those present at Board meetings or meeting of a committee of the Board; the number of memberships and votes present at Members meetings; and all the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors required by the Bylaws or by law to be given and shall maintain a proper record of the giving of such notice, and shall keep the books, records, and documents of the Chapel in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.
- 9.11 Treasurer. The Treasurer shall be responsible for the receipt and deposit in appropriate accounts of all monies of the Chapel and shall cause disbursement of such funds as directed by resolution of the Board of Directors; may sign all checks and promissory notes of the Chapel; shall keep proper books of account; shall cause an annual review or, if directed by the Board, an audit of the Chapel's books and financial statements to be made at the completion of any fiscal year for which such review or audit is required by law or as determined by the Board; shall assist the Board in preparation of an annual budget and a statement of income and expenditures to be presented to the Board; and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

- 10.1 Nominating Committee. The Board shall appoint a Nominating Committee, as provided in Article 6 of these Bylaws.
- 10.2 Standing Committees. The Board shall appoint the following five (5) Standing Committees: Pastoral, Worship, Finance, ~~and~~ Missions, and Music. One (1) Board member shall be on the committee. The chairperson for each committee shall be appointed by the President. Other committee members shall be appointed by the committee chairperson from Chapel members or associates members, subject to the approval of the President.
- 10.2.1 Pastoral Committee. The Pastoral Committee shall be responsible to develop and make recommendations to the Board concerning the spiritual direction for the Chapel.
- 10.2.2 Worship Committee. The Worship Committee shall be responsible for the content and format of the Sunday Worship services.
- 10.2.3 Finance Committee. The Finance Committee shall be responsible to develop and make recommendations to the Board concerning the following: financial objectives, fiscal operating procedures, insurance coverage and limits, annual budgets, financial reserves, and cash flow projections.
- 10.2.4 Missions Committee. The Missions Committee shall review and make recommendations to the Board concerning which Missions the Chapel should support.
- 10.2.5 Music Committee: The Committee is responsible for all the music within the Villages Chapel, including but not limited to, worship services, special events and activities as directed by the Board of Directors.
- 10.3 Other Committees. The Board may appoint such other committees as it deems appropriate in carrying out the powers and purposes of the Chapel. Each chairperson shall be appointed by the President. Committee members shall be appointed by the chairperson, subject to approval by the President. Any “committees of the Board” (that is, a committee consisting only of Directors) shall consist of at least two (2) Directors and shall have such powers and duties as the Board shall determine. All committees and committee members shall serve at the pleasure of the Board.

- 10.4 Executive Committee. The President may appoint an Executive Committee(s) from the Membership, as needed, to formulate recommendations for the Board of Directors. This is an advisory Committee to the President.
- 10.5 Voting. Each committee member shall have one vote regarding a call for action during committee sessions. Every decision made by a majority of the members present at a duly-held meeting at which a quorum is present shall be considered a “committee decision”.
- 10.6 Committee Rules. A committee may, subject to the Board’s approval, adopt rules for its own governance that are not inconsistent with the committee’s powers and duties as determined by the Board or with the Bylaws or rules adopted by the Board.

ARTICLE 11 BOOKS, RECORDS, AND FUNDS

- 11.1 Record Keeping. The accounting books and records of the Chapel and the minute books of proceedings of the Members, the Board, and committees of the Board shall, upon written request and during reasonable hours, be subject to inspection by any Member for any purpose, specified in writing, that is reasonable related to such Member’s interest as a Member of the Chapel. The Governing Documents shall be available for inspection by any Member at the principal office of the Chapel. The Board may adopt and publish reasonable rules and regulations establishing procedures relating to a Member’s inspection and obtaining copies of Chapel records.
- 11.2 Checks, Drafts, and Evidences of Indebtedness. All checks, drafts, or other orders for payment of money, or notes or other evidences of indebtedness issued in the name of, or payable to, the Chapel shall be signed or endorsed in the manner specified by the Board of Directors; provided, however, that the signatures of at least two (2) persons, who shall be members of the Board of Directors, as provided in Articles 9.8, 9.9 and 9.11, shall be required for withdrawals from the reserves. In the absence of a different determination by the Board, all such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or the Vice-President.

- 11.3 Funds and Deposits. Any funds of the Chapel shall be deposited to the credit of the Chapel in such banks or other depositories as the Board of Directors shall, from time to time, determine.
- 11.4 Fiscal Year. The fiscal year of the Chapel shall begin on the first day of January and end on the last day of December in each year, unless changed by resolution of the Board of Directors.

ARTICLE 12 AMENDMENTS

- 12.1 Amendment by the Members. Any amendments to these Amended Bylaws shall require the approval of the Board of Directors and the approval of a majority of the Members voting on such amendment. These Bylaws may be amended by the affirmative vote of a Simple Majority. Membership vote shall be by written ballot, or other manner as determined by the Board, at the annual Membership meeting or a special Membership meeting called for such a purpose.

**CERTIFICATE OF AMENDMENT OF
BYLAWS OF
The Villages Community Chapel**

I, the undersigned, hereby certify that:

I am the Secretary of The Villages Community Chapel (the “Chapel”).

The foregoing Amended Bylaws of the Chapel were duly approved by the Board of Directors on OCTOBER 22, 2013.

The foregoing Amended Bylaws of the Chapel were duly approved by the requisite vote or written consent of the Members of the Chapel concluded on NOVEMBER 10, 2013.

Executed this 11th day of NOVEMBER 2013.

WILLIAM M. HOLSINGER , Secretary