

**BYLAWS OF
OF
HOLOGRAPHIC REPATTERNING® ASSOCIATION, INC.**

**ARTICLE I
NAME**

The name of this organization is Holographic Repatterning Association, Inc.

**ARTICLE 2
PURPOSE**

The primary purpose of this Association, a 501(c)(6) trade association, is to promote the common interests of practitioners of Holographic Repatterning.®

**ARTICLE 3
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the Association for the transaction of its business is located in Arizona.

SECTION 2. CHANGE OF ADDRESS

The Board of Directors is granted full power and authority to change said principal office from one location to another and such changes of address shall not be deemed an amendment of these Bylaws.

SECTION 3. OTHER OFFICES

The Association shall maintain an office in New Mexico.
The Board may establish Branch or subordinate offices at any time at any place or places.

**ARTICLE 4
MEMBERS**

SECTION 1. CLASSES, REQUIREMENTS

This Association shall have three (3) classes of members who have met the following requirements:

- (1) Certified Practitioner - (1) have paid annual dues, and (2) have signed and are in compliance with the HR Practitioner Agreement, and (3) have been certified by the Association.
- (2) Student – (1) have paid annual dues, and (2) have signed and are in compliance with the HR Student Agreement.
- (3) Associate - (1) have paid annual dues.

SECTION 2. VOTING

Certified Practitioner and Student members shall have one vote. Associate members shall be non-voting members. There shall be no proxy voting.

SECTION 3. DUES, FEES, ASSESSMENTS

Each member must pay annual dues within the time set by the Board in an amount to be fixed by the Board. The Board may, in its discretion, set different dues for each class.

SECTION 4. GOOD STANDING

Those members who have paid the required dues in accordance with these Bylaws and who are not suspended shall be members in good standing.

SECTION 5. TERMINATION OF MEMBERSHIP

A membership shall terminate on occurrence of any of the following events:

- (1) Resignation of the member, on written notice to the Association;
- (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (3) Failure of the member to pay dues as set by the Board within 60 days after they become due and payable.

SECTION 6. MEETINGS OF MEMBERS

(1) Annual Meeting

An annual meeting of members shall be held in conjunction with the HRA Annual Conference unless the Board fixes another date or time and so notifies members as provided in Section 7 of this Article. At this meeting, any new directors shall be introduced and any other proper business may be transacted. The Board may allow for voting by electronic means by any members not in attendance at the annual meeting.

(2) Regular Meetings

Regular meetings of the members may be held quarterly, at a time and place designated by the Board.

(3) Special Meetings

(a) Persons authorized to call

The Board may call a special meeting of the members for any lawful purpose. The members may call a special meeting by submitting to the Board a petition signed by 5% of the voting members.

(b) Proper business of special meeting

No business, other than the business of the general nature of which was set forth in the notice of

the meeting, may be transacted at a special meeting.

(4) Place of Meeting

Meetings of the members shall be held at any place designated by the Board or may be held by teleconference.

SECTION 7. NOTICE REQUIREMENTS FOR MEMBERS' MEETINGS

(1) Inquiry Notice

Whenever members are required or permitted to take any action at a meeting, the Board shall not be required to give individual written notice to any member entitled to vote at that meeting. IT SHALL BE THE DUTY OF ANY MEMBER TO INQUIRE ABOUT THE ANNUAL MEETING AT THE OFFICE OF THE ASSOCIATION, AND/OR REVIEW THE HR PUBLICATION, INCLUDING THE WEBSITE, FOR A NOTICE OF ANNUAL MEETING. Notwithstanding the lack of duty to give notice of the meeting other than responding to an inquiry, the Association will make a good faith attempt to notify its members by publication in the HR newsletter and/or place it on the HR website.

Notice shall be deemed to have been given to all members by publication of the place, date, and hour of the meeting and,

(a) for a special meeting, the general nature of the business to be transacted, or

(b) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members; in any of the HR publications, HR newsletter or on the HR website regardless if the members have received such publication.

(2) Notice of Certain Agenda Items

If the members vote to approve any of the following proposals:

- filling vacancies on the board;
- amending the articles of incorporation; or
- electing to wind up and dissolve the Association

the vote by the members is valid only if notice of the meeting was given that stated the general nature of the proposal.

SECTION 8. QUORUM

At any meeting, a majority of those persons entitled to vote being present shall constitute a quorum.

SECTION 9. VOTING

(1) Eligibility to Vote

Members entitled to vote at any meeting of members shall be members in good standing as of the date of the meeting.

(2) Manner of Casting Votes

Voting may be by voice or ballot.

(3) Voting

Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

(4) Approval by Majority Vote

If a quorum is present, the affirmative vote of a majority of the members represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members.

SECTION 10. ACTION WITHOUT A MEETING

(1) Action by Written Ballot Without a Meeting

Any action which may be taken at any meeting of members may be taken without a meeting by complying with the following requirements:

(a) Solicitation of written ballots:

The Association shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered by electronic mail or made available on the Association web site. All solicitations of votes by written ballot shall

- (1) indicate the number of responses needed to meet the quorum requirement;
- (2) state the percentage of approvals necessary to pass the measure or measures; and
- (3) specify the time by which the ballot must be received in order to be counted.

Each ballot so distributed shall

- (1) set forth the proposed action;
- (2) provide the members an opportunity to specify approval or disapproval of each proposal; and
- (3) provide a reasonable time within which to return the ballot to the Association.

(b) Number of votes and approvals required:

Approval by written ballot shall be valid only when

- (1) the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and
- (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(c) Revocation:

A written ballot may not be revoked.

(d) Filing:

All written ballots shall be filed with the secretary of the Association, and maintained in the corporate records for at least 3 years.

SECTION 11. RECORD DATE FOR NOTICE, VOTING, WRITTEN BALLOTS AND OTHER ACTIONS

(1) Record date for notice or voting

The record date for determining members entitled

- (1) to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given, and
- (2) to vote at the meeting shall be the day on which the meeting is held.

(2) Record date for action by written ballot

The record date for determining those members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

(3) Record date for other actions

The record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the board adopts the resolution relating to that action.

(4) Members of Record

A person holding a membership at the close of business on the record date shall be a member of record.

ARTICLE 5 DIRECTORS

SECTION 1. NUMBER

The Association shall have no more than twelve (12) Directors and no less than six (6) Directors who shall collectively be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. The Immediate Past President of the Board shall be a member of the Board of Directors.

SECTION 2. ELIGIBILITY AND QUALIFICATION

Persons eligible for election to the Board of Directors shall be members in good standing. One member of the Board shall be a Student member.

SECTION 3. POWERS

Subject to limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of the Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Association to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Association shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. The Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (1) To select and remove all the other officers, agents, and employees of the Association, prescribe powers and duties for them and fix their compensation.
- (2) To conduct, manage, and control the affairs and activities of the Association and to make rules and regulations for that conduct, management and control.
- (3) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
- (4) To borrow money and incur indebtedness for the purposes of the Association,

SECTION 4. ELECTION, TERMS OF OFFICE

Directors shall be elected annually by the members. The terms of the Directors shall be staggered so that half of the number of Directors shall be elected each year. The term of office shall be for two years from the date of the election.

SECTION 5. COMPENSATION

Directors and members of committees may receive such compensation, if any, for their services and such reimbursement for expenses, as may be fixed or determined by the Board.

SECTION 6. REGULAR AND ANNUAL MEETINGS

Regular meetings of the Board of Directors shall be held every three months, at a place and time to be determined by the Board of Directors. Regular meetings may be held by conference call.

SECTION 7. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President or by any two directors. Special meetings may be held by conference call.

SECTION 8. NOTICE OF MEETINGS

Regular meetings of the Board of Directors may be held without notice. Special meetings of the Board of Directors shall be held upon 7 days' notice by first-class mail or by telephone or electronic mail. Such notices shall be addressed to each director at his or her address, telephone number or email address as shown on the books of the Association. Notice of meetings shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

SECTION 9. QUORUM FOR MEETINGS

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Association, or by law, no business shall be considered by the Board at any meeting at which a quorum, consisting of a majority of Board members, is not present, and the only motion which the chair shall entertain at such meeting is motion to adjourn.

SECTION 10. MAJORITY ACTION AS BOARD ACTION

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

SECTION 11. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action by the Board of Directors may be taken without a meeting, if all members of the Board of Directors shall consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provisions of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this Association authorize the directors to sign such act, and such statement shall be prima facie evidence of such authority.

SECTION 12. VACANCIES ON BOARD OF DIRECTORS

Vacancies on the Board of Directors shall exist

- (1) on the resignation or removal of any directors and
- (2) whenever the number of authorized directors is increased.

Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Association would then be left without a duly elected director or directors in charge of its affairs.

A Director may be removed, without cause, as determined by a two-thirds vote of all members of the Board or by a majority of the members present at any meeting at which there is a quorum.

Vacancies on the Board of Directors may be filled by approval of the Board of Directors at the next meeting of the Board of Directors, or, if the number of directors then in office is less than a quorum, by

- (1) the unanimous written consent of the directors then in office,
- (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice complying with these Bylaws, or
- (3) a sole remaining director.

SECTION 13. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Association.

SECTION 14. INDEMNIFICATION BY ASSOCIATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee or other agent of this Association has been successful on the merits in defense of any civil, criminal, administrative or investigative proceedings brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Association, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceedings.

If such person either wages any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Association only to the extent allowed by, and in accordance with the requirements of law.

SECTION 15. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a director, officer, employee or other agent of the Association) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability under the provisions of the applicable law.

ARTICLE 6 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the Association shall be a President, a Vice-President, a Secretary, and a Treasurer.

SECTION 2. QUALIFICATION, ELECTION AND TERM OF OFFICE

Any member may serve as officer of this Association. Officers shall be elected by the members, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Officers shall also serve as members of the Board of Directors.

In the event no person is elected to one of the offices of the Association, the vacancy shall be filled the Board of Directors.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

An officer may be removed, without cause, as determined by a two-thirds vote of all members of the Board or by a majority of the members present at any meeting at which there is a quorum.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Association.

SECTION 5. VACANCIES OF OFFICERS

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy, the latter may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board of Directors may or may not be filled as the Board of Directors shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Association and the activities of the officers. He or she will perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Association, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall in the name of the Association, execute such deeds, mortgages, bonds, contracts, checks, or the instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF THE VICE-PRESIDENT

The Vice-President shall perform the duties of the President in the President's absence and shall perform any duties designated by the President.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the Association or at such other place as the Board may determine, the original, or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Association or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Exhibit at all reasonable times to any director of the Association, or to his or her agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the directors of the Association.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF THE TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall execute or cause to be executed the following:

(1) Have charge and custody of, and be responsible for, all funds and securities of the Association and deposit all such funds in the name of the Association in such banks, or other depositories as shall be selected by the Board of Directors.

(2) Receive, and give receipt for, monies due and payable to the Association from any source whatsoever.

(3) Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(4) Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(5) Exhibit at all reasonable times the books of account and financial records to any director of the Association, or to his or her agent or attorney, on request therefore.

(6) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Association.

(7) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

(8) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of this Association, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 7 COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees each consisting of one or more Directors, to serve at the pleasure of the Board of Directors. Any committee has no authority to do the following:

(1) take any final action on matters which, require Board of Directors approval;

(2) fill vacancies on the Board of Directors or on any committee;

(3) fix compensation of the Directors for serving on the Board or on any committee;

- (4) amend or repeal By-Laws or adopt new By-Laws;
- (5) amend or repeal any resolution of the Board of Directors;
- (6) appoint any other committees of the Board of Directors or the members of these committees;
- (8) approve any transaction
 - (a) to which the Association is a party and in which one or more Directors have a material financial interest, or
 - (b) between the Association and one or more of its Directors or between the Association and any person in which one or more of its Directors have a material financial interest.

SECTION 2. ADVISORY COMMITTEES

The Association may have one or more advisory committees as may from time to time be designated by resolution of the Board of Directors. Such advisory committees may consist of persons who are not also members of the Board of Directors. These committees shall act in an advisory capacity only to the Board of Directors and shall be titled as "advisory" committees.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

The Board of Directors may adopt rules and regulations pertaining to the conduct of meetings of committees that are consistent with the provisions of these Bylaws.

ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the Association shall be signed by the Treasurer or designee in accordance with Article 6.

SECTION 3. DEPOSITS

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the public purposes of this Association.

**ARTICLE 9
CORPORATE RECORDS, REPORTS AND SEAL**

SECTION 1. MAINTENANCE OF CORPORATE BOOKS

The Association shall keep at its principal office or at such other location specified by the Board

- (1) Minutes of all meetings of directors, committees of the Board, and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (2) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (3) A copy of the Association's Articles of Incorporation and Bylaws as amended to date.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept by the Secretary or at the principal office of the Association. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspect includes the right to copy and make extracts.

SECTION 4. ANNUAL REPORT

The Board of Directors shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the Association's fiscal year to all directors of the Association, which report shall contain the following information in appropriate detail:

- (1) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year;
- (2) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (3) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year;
- (4) The expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year;

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of the authorized officer of the Association that such statements were prepared without audit from the books and records of the Association.

**ARTICLE 11
FISCAL YEAR**

SECTION 1. FISCAL YEAR OF THE ASSOCIATION

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

**ARTICLE 10
AMENDMENT OF BYLAWS**

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by approval of a majority of the members of the Association.

**ARTICLE 12
AMENDMENT OF ARTICLES OF INCORPORATION**

Amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this Association.

**ARTICLE 13
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, director, officer, employee, or other person connected with this Association, or any private individual, shall receive at any time any of the net earning or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Association in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be allowed to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Association.

These Bylaws were amended by Resolution of the Board of Directors on January 2, 2005 and by vote of the Members of the Association taken _____ on _____, 2005.

President

Secretary