

AMERICAN BENEFITS ASSOCIATION

BYLAWS

ARTICLE I: PURPOSE OF THE ASSOCIATION

The purpose of the American Benefits Association shall be to promote good health and fitness among its members and economy and quality in the delivery of health care services. All services to members shall be provided ethically and morally and in accordance with all local, state and federal laws.

ARTICLE II: OFFICES

The Association shall have and continuously maintain in the State of New Jersey a registered agent whose office is identical with such registered office, and may have other offices within or without the State of New Jersey as the Board of Directors may from time to time determine.

ARTICLE III: MEMBERS

Section 1. CLASSES OF MEMBERS

The association shall have classes of members as determined by the Board of Directors.

Section 2. VOTING RIGHTS

Each member shall have one vote.

Section 3. TERMINATION OF MEMBERSHIP

The Board of Directors of the Association by affirmative vote of two-thirds of all of the board members may suspend or expel a member for cause after an appropriate hearing. Any member who shall be in default in the payment of dues or fees for a period fixed in Article XI of these bylaws is automatically ineligible for membership and loses all privileges and rights of the Association.

Section 4. RESIGNATION

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not entitle such member to any refund of dues or fees and the member shall immediately lose all privileges and rights of the Association.

Section 5. REINSTATEMENT

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may by affirmative vote of two-thirds of the members of the Board reinstate such former member to membership in the Association upon such terms as the Board of Directors may deem appropriate.

Section 6. TRANSFER OF MEMBERSHIP

Membership in the Association is not transferable or assignable.

ARTICLE IV: MEETINGS OF MEMBERS

Section 1. ANNUAL MEETING

Upon approval by the Directors, an annual meeting of the members of the Association or other duly chosen representatives may be held for the purpose of the transaction of business as may come before the meeting.

Section 2. SPECIAL MEETINGS

Special meetings of the Association may be called by the Board of Directors.

Section 3. PLACE OF MEETINGS

The Board of Directors will designate the place and time of meetings. Meetings may be conducted in any state in which the Association has active members.

Section 4. NOTICE OF MEETINGS

Written or printed notice stating the place, day and hour of any meeting of the Association members shall be delivered, either personally or by mail, to each member, not less than fifteen nor more than forty days before the date of such meeting, by or at the direction of the president, or secretary, or the officers or persons calling the meeting. In all cases, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Association, with postage thereon prepaid. Deliverance to a member of a copy of these Bylaws is deemed notice of the Annual Meeting to be held annually at 10:00 o'clock AM on the last Saturday in October at the Association headquarters located at 199 S. Black Horse Pike Blackwood, New Jersey 08012.

Section 5. INFORMAL ACTION BY MEMBERS

Upon approval by the Directors, any action required to be taken at a meeting of the members of the Association or any other action which may be taken at a meeting, may be taken without a meeting if consent in writing, setting forth the action so taken shall be signed by a majority of the members who by proxy or by telecommunication with respect to the subject matter thereof.

Section 6. PARLIAMENTARY PROCEDURES

Parliamentary Procedure for all meeting of members, directors, and committees shall be conducted in accordance with the latest revised edition of Robert's Rules of Order, unless otherwise inconsistent with these bylaws.

ARTICLE V: BOARD OF DIRECTORS

Section 1. CONDUCT OF ASSOCIATION BUSINESS

All affairs of the Association shall be managed by its Board of Directors.

Section 2. NUMBER, TENURE, AND ELECTION OF BOARD OF DIRECTORS

The number of directors shall be not less than three nor more than fifteen. Each director shall hold office for a term of five years and be eligible for re-election. Directors shall be appointed by a majority vote of the members present, in person or by proxy, at a meeting held for that purpose.

Section 3. BOARD OF DIRECTORS REGULAR MEETINGS

Meetings of the Board of Directors will be held at least quarterly. The Secretary shall be responsible for scheduling and recording all regular meetings.

Section 4. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by or at the request of the president or any directors. All special meetings shall state the purpose of the meeting and be held at the registered office of the Association unless otherwise agreed upon by a majority of the Board of Directors in attendance at the meeting.

Section 5. NOTICE

Notice of any special meeting of the Board of Directors and the business to be transacted shall be given at least seven days previously thereto by written notice delivered personally or sent by mail, facsimile, telegram, or Email to each director at his address as shown by the records of the Association. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of any special meeting of the board shall be specified in the notice of such meeting.

Section 6. QUORUM

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. MANNER OF ACTING

The acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except where otherwise provided by law or these bylaws.

Section 8. VACANCIES

Any vacancy occurring in the Board of Directors to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors. If the vacancy occurs due to resignation then the Chairman of the board may appoint a person to fill the vacancy until the directors shall next meet and elect a person for the unexpired term of his predecessor in office.

Section 9: COMPENSATION

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefore upon approval by the board.

ARTICLE VI: OFFICERS

Section 1. OFFICERS

The officers of the Association shall be a president, one or more vice-presidents (the number thereof to be determined by the Board of Directors), a treasurer, a secretary or combination thereof, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers; as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the officers of President and Secretary.

Section 2. ELECTION AND TERM OF OFFICE

The officers of the Association shall be elected biannually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. REMOVAL

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby. Any officer or board member absent from two consecutive regular board meetings, shall be subject to dismissal and replacement, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. PRESIDENT

The President of the Association shall be the principal executive officer of the Association. He or she shall supervise and conduct the affairs of the Association in such manner as will best accomplish the purposes set forth in the Articles of Incorporation of the Association. He shall preside at all meetings of the Association members and the Board of Directors. He shall countersign all checks together with the treasurer.

Section 5. VICE PRESIDENT

In the absence of the president or in the event of his inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The vice president shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 6. TREASURER

The Treasurer or assistant treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for moneys received by the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws. The treasurer or assistant treasurer shall prepare and present annually a detailed financial statement of the financial affairs of the Association.

Section 7. SECRETARY

The Secretary or assistant secretary of the Association shall keep the minutes of the meeting of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records of the Association; be custodian of the corporate records of the Association; see that the seal of the Association is affixed to all documents, the execution of which on behalf of the Association under its seal, is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each members which shall be furnished to the secretary or assistant secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary or assistant secretary by the president or by the Board of Directors. Assistant or assistants to the elected officers may be made available as necessary upon authorization by the Board of Directors.

Section 8. EXECUTIVE DIRECTOR

An Executive Director may be employed at such time as the executive officers and the Board of Directors so designate. The executive director of the Association shall be the chief operating officer and shall be selected and employed by the Board of Directors, which shall determine the terms of his employment, duties and functions. The executive director or the Association shall carry out the purposes of the Association within the

framework of the Articles of Incorporation, these bylaws, corporate policies and procedures, and the general and specific assignments given to him by the Board of Directors. The functions of the executive director shall include, but not be limited to:

A. Selection, employment, and supervision of other employees of the Association and/or contracting with companies to manage the business operations of the Association as authorized by the president and the Board of Directors.

B. Coordination and carrying out of planning activities according to an approved work program.

C. Attendance at all meetings of the Board of Directors and executive committee except when otherwise determined by the president.

D. Representing the Board in dealing with the public and with other agencies.

E. Such other duties and responsibilities as may from time to time be delegated to him by the president or the Board of Directors.

ARTICLE VII: COMMITTEES

Section 1. EXECUTIVE COMMITTEE

There shall be an executive committee consisting of the president, vice president, secretary, treasurer, and at least two (2) other Board members appointed by the president. The President shall act as chairman of the executive committee. A majority of the members present shall constitute a quorum. The executive committee shall have the powers of the Board of Directors between regularly scheduled board meetings with the following exceptions, for which only the full board may act: the firing of a full-time executive director; the change or modification of the stated scope of activities of the Association; and/or the expenditure of any funds not in the normal course of business operations of the Association.

Section 2. COMMITTEES OF DIRECTORS

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law. The president shall be an ex-official member of all committees of directors.

Section 3. OTHER COMMITTEES

Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the president of the Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association will be served by such removal. One member of each committee shall be a director.

Section 4. TERM OF OFFICE

Each member of a committee shall continue as such until the next annual meeting of the members of the Association, unless the committee shall be sooner terminated, or unless such member is removed from such committee or resigns. A member of any committee shall be eligible for re-appointment.

Section 5. CHAIRMAN

One member of each committee shall be the chairman. The chairman shall be agreed upon by majority

vote of the committee.

Section 6. VACANCIES

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 7. QUORUM

Unless provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which is present shall be the act of the committee.

Section 8. RULES

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE VIII: CONTRACTS, CHECKS, DEPOSITS, FUNDS

Section 1. CONTRACTS

The Board of Directors may authorize the officers or agents of the Association to enter into contracts or to execute and deliver documents in the name of and on behalf of the Association. Such authority shall be confined to specific instances.

Section 2. CHECKS, DRAFTS, ETC.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer, agent, or agents of the corporation and in such manner as shall from time to time be determined by the resolution of the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president of the Association.

Section 3. DEPOSITS

All funds of the Association shall be deposited from time to time to the credit of the Association in such, trust companies, 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 contributions, gifts, bequests, or device for the general purpose or for any special purpose of the Association.

Section 5. LOANS

The Association may, upon authorization of the Board of Directors, from time to time accept or negotiate loans of financial assistance to be repaid at such time as the Association is reasonably able to repay.

ARTICLE IX: BOOKS AND RECORDS

The association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by

any member under the provisions of Section 1 of this article.

ARTICLE X: DUES

Section 1. ANNUAL DUES

The Board of Directors may determine from time to time the amount of initiation fees, if any, and annual dues payable to the Association by members of each class.

Section 2. PAYMENT OF DUES

Dues shall be payable in advance. If the annual dues and fees are paid on installment basis during the membership year then if paid monthly the installments shall be 1/12 of the annual dues and fees paid by either automatic bank draft, major credit card, check, or cash.

Section 3. DEFAULT/TERMINATION OF MEMBERSHIP

If any member of any class shall be in default in the payment of dues or fees for a period on one month from the beginning of the period from which such dues became payable, such member shall be automatically dropped from membership. See Article III, Section 4.

ARTICLE XI: FISCAL YEAR

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

ARTICLE XII: AMENDMENTS TO BYLAWS

The bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the directors present at any regular meeting or any special meeting, provided that at least seven days written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

RESOLVED: That these bylaws in the form presented to this meeting, be and they are hereby adopted as the bylaws of this Association, and Secretary is hereby instructed to cause the same to be inserted in the minutes book of the Association immediately proceeding the minutes of this meeting.