

BYLAWS
OF
TENNESSEE FIREWORKS ASSOCIATION

These Bylaws shall regulate the affairs of the Corporation, subject to the provisions of the Corporations Charter and any applicable provisions of the Tennessee Nonprofit Corporation Act, T.C.A. § 48-51-101, et seq. (the Act).

PREAMBLE AND PURPOSES

The purpose of the corporation is to promote the common business interests of the Members and to promote those business interests in the fireworks industry in the State of Tennessee for the benefit of the industry and the safety of the public and to foster fellowship and mutual benefits among its Members.

Further purposes of the Tennessee Fireworks Association ("TFA") are:

(a) To promote the safe and legal use of all 1.4G (consumer) fireworks for the enjoyment of all Tennesseans and every American family;

(b) To educate the public and the consumer on the safe use of fireworks by serving as an authoritative information source to media, schools, government and industry;

(c) To establish programs through which the dissemination of information to the public and to the members of the Association may be accomplished through meetings, publications, the Tennessee Fireworks Safety Committee, volunteer and municipal fire departments and the use of the media or other forms of communications;

(d) To promote higher business standards and better business methods, the encouragement of uniformity and cooperation, and serve as a clearinghouse for members in information exchange and technical assistance related to pyrotechnics;

(e) To improve the fireworks business by encouraging and promoting the fireworks industry in Tennessee acting as a liaison between vendors, retail sellers, and consumers and the legislative,

executive, judicial, and administrative branches of state and local governments in Tennessee to advance the common business interests of the Association's members;

(f) To advocate the safe and proper use of professional public display fireworks (1.3G) and proximate fireworks, facilitate/encourage adequate training for professionals, and help protect the public as well as the interests of the display and proximate member firms of the Association;

(g) To promote the year around use/demand for fireworks entertainment (weddings, sports events, churches, parties, special events, camps) and the use of fireworks as an art form; and

(h) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the corporation, as set forth in this charter, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Tennessee Nonprofit Corporation Act.

SECTION 1 OFFICES AND REGISTERED AGENT

Section 1.01. *Registered Office.* The Corporation shall designate and continuously maintain a registered office in the State of Tennessee.

Section 1.02. *Principal Office.* The principal office of the Corporation shall be that which is designated as such in its Charter.

Section 1.03. *Other Offices.* The Corporation may also have other offices within and without the State of Tennessee at such places as the Board of Directors may from time to time determine.

Section 1.04. *Registered Agent.* The Corporation shall designate and continuously maintain a registered agent in the State of Tennessee at its registered office.

SECTION 2 MEMBERS

Section 2.01. *Admission of Members.* Membership in the Association is open to individuals and legal entities under the following conditions:

(a) The membership of the TFA shall be open to those who love artistry in fireworks in Tennessee and the United States, including those that design, construct and display them and those who simply enjoy them. Foreign memberships may be accepted on a sponsorship basis. The Tennessee Fireworks Association is principally supported by membership dues and donations.

(b) Full members must be at least 18 years of age, known by the members to be law abiding responsible citizens.

(c) Other requirements for membership and classes of membership may be established by the Board of Directors and approved by the membership.

(d) Membership Classes and annual dues are:

Class	Annual Dues
Individual (Hobbyists)	\$ 50
Retailer/Seasonal Retailer*	\$ 250
Corporate**	\$ 250
Contractor, operator or company assistant	\$ 50
Municipalities	\$ 100
Certified Operators and Assistants	\$ 50
Secondary Schools, Colleges and Universities	NC

*Regardless of the number of locations in the state.

**Includes: manufacturer, distributors, professional display companies, etc.

Sponsor: In order to provide other necessary operational funds, including FAC funds for legislative purposes of the Association, any individual, foundation, organization, manufacturer, distributor, or professional display company, within or without the state of Tennessee, who wishes to support the ideals and purposes of the Tennessee Fireworks Association may become a Sponsor Member of the Association through a gift as designated herein. Each gift category has been given a name relating to fireworks and each category automatically provides the donor with a number of individual memberships in the Association. These memberships may be in lieu of other classes of memberships and provide all the amenities available to other classes of membership; but sponsoring memberships also may be in addition to other classes of membership at the discretion of the donor.

Category	Cost	Memberships Included
Fyro Star	\$ 1,000	up to 5
Comet	\$ 2,000	up to 9
Rocket	\$ 3,000	up to 14

Re-loadable	\$ 4,000	up to 18
3" Shells	\$ 5,000	up to 22
Multi-Tube	\$ 7,500	up to 25
500 Gram Sponsor	\$10,000	up to 30

(e) The annual dues and/or sponsorships cover a twelve month period beginning with the initial payment and are renewable on the anniversary date of the membership.

(f) Members agree to abide by the fireworks safety rules adopted by the TFA and applicable federal, state, and local laws.

(g) Membership benefits will include receiving e-mails and other information of interest, regularly scheduled meetings, training, participation in the legislative process of ongoing establishment and revision of laws and ordinances pertaining to the general public's use and enjoyment of fireworks, and such other benefits, as established by the Association.

(h) Membership Termination: Membership will be terminated when a member displays conduct not in the best interests of the TFA. Termination will be accomplished by a majority vote of the members present at a regular or special meeting of the members in which a quorum is present. A member may be suspended by a 2/3 vote of the Board of Directors, until the next meeting of the members, at which time the membership shall, by 2/3 vote or the members present in a meeting in which a quorum is present reinstate the membership or, by majority vote, postpone action for a maximum of one general meeting. A membership which has been suspended will remain suspended until a final decision is reached. Any appeal to the termination process will be heard by the Board of Directors which shall have final ruling on the process.

(i) Salaries: The officers, directors, committee chairs, and committees serve without salary or remuneration other than expense reimbursement as provided for in these by-laws. Employment of a staff, Association attorney, and/or representatives on behalf of the Association by the Board in accordance with generally accepted accounting principles shall not be in violation of this section of the By-laws.

(j) Reimbursements of expense: The treasurer is empowered to reimburse officers and members for expenses incurred in the exercise of assignments made by the president or the Board of Directors on behalf of the Association when such expenses have been pre-approved and the bill for such is accompanied by receipts for each item on the bill.

Section 2.02. *Rights and Obligations.* Each Member shall have, and be entitled to, one (1) vote and shall have the same rights and obligations with respect to voting, dissolution, redemption, transfer and all other matters as all other Members.

Section 2.03. *Resignation.* A Member may resign at any time by delivering to the Secretary of the Corporation a written notice of such resignation signed by the Member, which shall be included in the minutes or corporate records. A resignation shall not be effective before the date and time the Secretary actually receives written notice of it. A person's Membership shall be terminated upon his or her death.

Section 2.04. *Transfers and Encumbrances.* No Member shall transfer, by operation of law or otherwise, or encumber in any way his, her or its Membership or any right arising therefrom.

Section 2.05. *Place.* All meetings of the Members of the Corporation shall be held at the principal office of the Corporation, or at such other place as may be fixed by resolution of the Board of Directors.

Section 2.06. *Annual Meeting.* The annual meeting of the Members of the Corporation shall be held on the last business day of January each year at a place and time designated by the Board of Directors. The Board of Directors may, however, by resolution, fix the date of the annual meeting on any day within the period of sixty (60) days next succeeding the foregoing date. At the annual meeting, the Members shall elect the Directors, receive reports on the activities and financial condition of the Corporation, and transact such other business as may properly come before the meeting.

Section 2.07. *Special Meetings.* The Corporation shall hold a special meeting of its Members upon the call of the Board of Directors or the President, or upon the written demand to the Secretary by Members holding at least ten (10%) percent of all votes entitled to be cast on any issue to be considered at the proposed special meeting. Any call or demand for a special meeting shall describe the purposes for which the special meeting is to be held. Only business within the purposes described in the meeting notice for the special meeting may be conducted at such meeting.

Section 2.8. *Notice of Meetings.* The Corporation shall notify its Members of the date, time and place of each annual and special meeting of Members no fewer than ten (10) days, nor more than forty-five (45) days before the meeting date. The notice of a meeting shall also contain such other information which may be

required by these Bylaws.

Section 2.9. *Waiver of Notice.* A Members attendance at a meeting:

(a) Waives objection to lack of notice or defective notice of the meeting unless the Member at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting; and

(b) Waives objection to consideration of a particular matter at the meeting that is not within the purpose(s) described in the meeting notice, unless the Member objects to considering the matter when it is presented.

Section 2.10. *Quorum.* Unless otherwise required by law, ten percent (10%) of the votes entitled to be cast on a matter must be represented at any meeting of the Members to constitute a quorum on that matter. If, however, such quorum is not represented at any such meeting, the Members present at the meeting in person or represented by proxy shall have the power to adjourn from time to time without notice other than announcement at the meeting, until the requisite quorum is present or represented, when any business may be transacted that might have been transacted at the meeting as provided in the original notice.

Section 2.11. *Voting Requirements.* Except as otherwise provided in these Bylaws, the Charter or the Act, action on any matter voted upon at a meeting of the Members is approved if a quorum exists and if the votes cast in favor of the action exceed the votes cast against the action. ***However, Directors shall be elected by a plurality of the votes cast by the Members entitled to vote in the election at a meeting of the Members at which a quorum is present.

Section 2.12. *Action by Written Consent.* Action that is required or permitted to be taken at a meeting of the Members may be taken without such a meeting if all Members entitled to vote on the action consent to taking such action without a meeting. If all of such Members so consent, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the Members, except as otherwise provided in these Bylaws. Such consent (or counterpart(s) thereof) shall describe the action taken, be in writing, be signed by each Member entitled to vote on the action, indicate each signing Members vote or abstention on the action, and be delivered to the Secretary of the Corporation and included in the minutes or corporate records.

Section 2.13. *Action by Written Ballot.* Any action that may be taken at any annual or special meeting of Members may be taken without a meeting if the Corporation delivers a written ballot to every Member entitled to vote on the matter. The written ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall:

(a) Indicate the number of responses needed to meet the quorum requirements;

(b) State the percentage of approvals necessary to approve each matter ***other than election of Directors; and

(c) Specify the time by which the ballot must be received by the Corporation in order to be counted.

SECTION 3 BOARD OF DIRECTORS

Section 3.01. *General Powers and Qualifications.* All corporate powers of the Corporation shall be exercised by and under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors. All Directors must be natural persons and shall be at least eighteen (18) years of age.

Section 3.02. *Number of Directors.* The Board of Directors shall be comprised of not less than three (3) nor more than eleven (11) Directors, but these Bylaws may be amended from time to time by the Members or by the Board of Directors to increase or decrease the number of Directors within the limits provided by law, although at no time shall there be fewer than three (3) Directors.

Section 3.03. *Election and Tenure.* Directors shall be elected by the Members at each annual meeting of the Members, and each Director shall be elected to serve for a term of one (1) year, or until his or her successor is elected and qualifies; subject, however, to the removal of any Director by the Members as provided

in these Bylaws.

Section 3.04. *Regular Meetings.* Except as otherwise provided herein, regular meetings of the Board of Directors may be held without notice at such time and place as the Board of Directors shall determine from time to time, but no less frequently than once a year.

Section 3.05. *Special Meetings.* Special meetings of the Board of Directors may be called by the President or by any two (2) Directors.

Section 3.06. *Notice of Meetings.* Except as otherwise provided herein, regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. Except as otherwise provided herein, special meetings of the Board of Directors must be preceded by at least two (2) days notice to each Director of the date, time and place, but not the purpose, of such special meeting. Notice of any adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.

Section 3.07. *Waiver of Notice.* If a Director attends or participates in a meeting, he or she waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3.08. *Quorum and Voting.* A quorum of the Board of Directors consists of a majority (but no fewer than two (2)) of the Directors then in office before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of all Directors, regardless of the quorum requirement, is the act of the Board of Directors, unless these Bylaws, the Charter of the Act require the vote of a greater number of Directors.

Section 3.09. *Vacancy.* If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors or a vacancy resulting from a removal of a Director with or without cause:

- (a) The Members may fill the vacancy;
- (b) The Board of Directors may fill the vacancy; or

(c) If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all Directors remaining in office.

Section 3.10. *Removal of Directors.* The Members may remove any one (1) or more Directors, with or without cause, at any special meeting that is specifically called for that purpose.

Section 3.11. *Action Without Meeting.* Action that is required or permitted to be taken at a meeting of the Board of Directors may be taken without such a meeting if all Directors consent to taking such action without a meeting. If all Directors so consent, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting shall be the act of the Board, except as otherwise provided in these Bylaws. Such consent(s) shall describe the action taken, be in writing, be signed by each Director entitled to vote, indicate each signing Directors vote or abstention on the action, and be delivered to the Secretary of the Corporation and included in the minutes filed with the corporate records.

Section 3.12. *Indemnification.* With respect to claims or liabilities arising out of service as a Director of the Corporation, the Corporation shall indemnify and advance expenses to each present and future Director (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

Section 3.13. *Immunity.* To the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended, each present and future Director (and his or her estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Corporation.

SECTION 4 OFFICERS

Section 4.01. *Required Officers.* The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may from time to time be elected or appointed by the Members or the Board of Directors, as described below. The same individual may simultaneously hold more than one (1) office in the Corporation, except the offices of President and Secretary. All officers must be natural persons and shall be at least eighteen (18) years of age. The initial offices

with its the method of election are as follows:

President	Elected by Members at annual meeting
Vice-President	Elected by Members at annual meeting
Secretary	Elected by Members at annual meeting
Treasurer	Elected by Members at annual meeting

Section 4.02. *Election.* At the annual meeting of the Members, the Members shall elect the officers and the directors of the Corporation by a majority vote of those Members present, provided a quorum exists.

Section 4.03. *Term of Office.* The officers of the Corporation shall hold office for one (1) year or until their successors are chosen and qualify in their stead, subject, however, to the right and authority of the Members or the Board of Directors to remove any officer at any time with or without cause upon the majority vote of the Members or Directors, as the case may be, at a properly called meeting or each at which a quorum is present.

Section 4.04. *Powers and Duties of Officers.* The powers and duties of the officers of the Corporation shall be as follows:

(a) *President.* The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the Board of Directors to delegate any specific powers, unless exclusively conferred upon the President by law, to any other officer(s) of the Corporation. The President shall also report on the activities and financial condition of the Corporation at all annual meetings of the Members.

(b) *Vice President.* The Vice President shall have such powers and perform such duties as may be assigned to him or her by the Board of Directors or the President. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Vice President may sign and execute contracts and other obligations pertaining to the regular course of his or her duties.

(c) *Secretary.* The Secretary shall attend all meetings of the Board of Directors and of the Members of the Corporation and shall be responsible for preparing the minutes of such meetings. The Secretary shall be responsible for the care and custody of the minute book of the Corporation and for authenticating records of the Corporation. It shall be his or her duty to give or cause to be given notice of all meetings of the Members and of the Board of

Directors. The Secretary shall also perform such other duties as may be assigned to him or her by the Board of Directors or by the President, under whose supervision he or she shall act. In the event the Secretary is absent for some reason from any meeting where minutes are to be prepared or is otherwise unable to take such minutes, the presiding officer of such meeting shall appoint another person, subject to the approval of those present and entitled to vote at such meeting, to take the minutes thereof.

(d) *Treasurer.* The Treasurer shall have custody of the Corporation funds and securities, shall keep full and accurate account of receipts and disbursements in the appropriate Corporation books, and shall require the deposit of all monies and other valuable assets in the name of and to the credit of the Corporation in such financial institutions as may be designated by the Board of Directors. The Treasurer shall require disbursement of the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the President and the Board of Directors, at any time they may require, an account of his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall also report on the activities and financial condition of the Corporation at all annual meetings of the Members.

Section 4.05. *Removal.* The Members or the Board of Directors may remove any officer at any time with or without cause.

Section 4.06. *Vacancies.* Any vacancies occurring in the offices of the President, Vice President, Secretary or Treasurer shall be filled by the Board of Directors as soon as practicable. Vacancies in other offices may be filled at the discretion of the Board of Directors.

Section 4.07. *Delegation of Powers and Duties.* In case of the absence of any officer of the Corporation, or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers of such officer to any other officer or to any Director for the time being.

Section 4.08. *Indemnification.* With respect to claims or liabilities arising out of service as an officer of the Corporation, the Corporation shall indemnify and advance expenses to each present and future officer (and his or her estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

SECTION 5

RECORDS AND REPORTS

Section 5.01. *Corporate Records.* The Corporation shall keep as permanent records minutes of all meetings of its Members and Board of Directors, a record of all actions taken by the Members or Board of Directors without a meeting, appropriate accounting records, and a list of its Members in alphabetical order by class showing their respective addresses and the number of votes each Member is entitled to vote.

Section 5.02. *Records at Principal Office.* The Corporation shall keep at all times a copy of the following records at its principal office:

(a) Its Charter or Restated Charter and all amendments thereto;

(b) These Bylaws and all amendments thereto;

(c) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of Members or any class or category of Members;

(d) The minutes of all meetings of Members and the records of all actions taken by Members without a meeting for the past three (3) years;

(e) All written communications to Members generally within the past three (3) years, including the past three (3) years annual financial statements;

(f) A list of the names and business or home addresses of its current Directors and officers; and

(g) The most recent annual report delivered to the Tennessee Secretary of State.

Section 5.03. *Annual Financial Statements.* The Corporation shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year, an income statement for that year, and such other information necessary to comply with the requirements of the applicable provisions of the Act.

SECTION 6 EXECUTIVE COMMITTEE

Section 6.01. Executive Committee and Other Committees. The Board of Directors may create from time to time by resolution or otherwise an Executive Committee and/or other committees, consisting of one (1) or more Directors or other natural persons at least eighteen (18) years of age who are Members, who shall serve at the pleasure of the Board of Directors. The creation of an Executive Committee and/or any other committee and the appointment of persons thereto must be approved by the majority of all of the Directors then in office when the action is taken, regardless of the quorum requirement.

Section 6.02. Composition. If and/or when an Executive Committee is created and appointed, it shall be comprised of no less than three (3) nor more than fifteen (15) Directors or Members [natural persons]. The Executive Committee shall be empowered by the resolution creating such committee by the Board or the Members in a properly called meeting. Such Executive Committee shall have up to the full authority to transact all business and affairs of every nature of the Corporation between meetings of the Board of Directors, as authorized in the enabling resolution, and such permitted actions shall have the same effect as if taken by the full Board of Directors, except that such Executive Committee may not: (i) adopt, amend or repeal the Charter or Bylaws of the Corporation; (ii) approve [or recommend to Members] the dissolution or merger of the Corporation or the sale, pledge or transfer all or substantially all of its assets; (iii) authorize distributions; [or] (iv) elect, appoint or remove Directors or fill vacancies on the Board of Directors or any of its committees; or (v) if the Executive Committee includes any person who is not a Director, authorize, approve or ratify any conflict of interest transaction pursuant to T.C.A. § 48-58-302. If the President of the Corporation is a Member of the Executive Committee, then the President shall be the presiding officer of the Committee. Any other committee created and appointed by the Board of Directors shall have such lawfully delegable powers and duties as conferred upon it by the Board as set forth in the resolution(s) or other action(s) creating and appointing it.

SECTION 7 MISCELLANEOUS PROVISIONS

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall be January 1 to December 31 each year.

Section 7.02. No Seal. The Corporation shall have no seal.

Section 7.03. Notices. Whenever notice is required to be given to Members, Directors or officers, unless otherwise provided

by law, the Charter or these Bylaws, such notice may be given in person, teletype or other form of wire or wireless communication, or by telephone, telegraph, mail or private carrier. If such notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested, and addressed to the respective address that appears for each such person on the books of the Corporation. Written notice sent by mail to Members shall be deemed to have been given when it is mailed. Any other written notice shall be deemed to have been given at the earliest of the following:

(a) When received;

(b) Five (5) days after its deposit in the United States mail if sent first class, postage prepaid; or

(c) On the date on the return receipt, if sent by registered or certified United States mail, return receipt requested, postage prepaid, and the receipt is signed by or on behalf of the addressee.

Section 7.04. *Waiver of Notice.* Whenever any notice is required to be given under the provisions of any statute, or of the Charter or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the date stated thereon, and delivered to the Secretary of the Corporation and included in the minutes or corporate records, shall be deemed equivalent thereto.

Section 7.05. *Negotiable Instruments.* All checks, drafts, notes or other obligations of the Corporation shall be signed by such of the officers of the Corporation, or by such other person(s), as may be authorized by the Board of Directors.

Section 7.06. *Deposits.* The monies of the Corporation may be deposited in the name of the Corporation in such bank(s) or financial institution(s) as the Board of Directors shall designate from time to time and shall be drawn out by check signed by the officer(s) or person(s) designated by resolution adopted by the Board of Directors.

SECTION 8 AMENDMENT OF BYLAWS

Section 8.01. *By Members.* The Members may amend or repeal these Bylaws at any annual or special meeting of the Members where a quorum is present, provided that the notice of such meeting shall

state that the purpose, or one (1) of the purposes, of the meeting is to amend the Bylaws and shall also contain a description of the amendment to be considered. An amendment to these Bylaws must be approved by the Members by the lesser of: (a) two-thirds (2/3) of the votes cast, or (b) a majority of the total number of votes entitled to be cast. These Bylaws may also be amended by the Members without a meeting in the same manner as provided therefor herein, except that such action to amend must be by: (a) two-thirds (2/3) of the votes cast, or (b) a majority of the total number of votes entitled to be cast, whichever is less.

Section 8.02. *By Board of Directors.* By a majority vote of the Directors then in office, the Board of Directors may amend these Bylaws, including bylaws adopted by the Members, at any regular or special meeting of the Board of Directors where a quorum is present, provided that such meeting is preceded by at least two (2) days notice to each Director of the date, time and place of the meeting. Such notice shall also state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws, and shall contain or be accompanied by a copy or summary of the proposed amendment or state the general nature thereof. These Bylaws may also be amended by the Directors without a meeting in the same manner as provided therefor herein, except that such action to amend must be by a majority vote of the Directors then in office.

CERTIFICATE OF ORIGINAL BY-LAWS

I, _____, President and I, _____, Secretary of Tennessee Fireworks Association, hereby certify that the foregoing By-laws, consisting of 14 pages, including this page, were adopted as the By-laws of the Company on the ____ day of _____ 2007.

President

Secretary