

**AMENDED AND RESTATED BYLAWS**

**OF SKY TAVERN,**

**a Nevada Nonprofit Corporation**

(as of January 19, 2020)

**ARTICLE I PURPOSE AND POWERS**

Section 1.01. Name

The name of the Corporation is Sky Tavern.

Section 1.02. Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, as amended.

[Note: A specific purpose could be inserted, but it is not required.]

Section 1.03. Powers

The Corporation shall have such powers as are now or may hereafter be granted by the Nonprofit Corporation Act of the State of Nevada.

**ARTICLE II OFFICES**

Section 2.01. Offices

The principal office of the Corporation for the transaction of its business is located in Washoe County, Nevada. The Corporation shall have and continuously maintain in the State of Nevada a registered office and a registered agent and may have other offices within or without the State of Nevada as the Board of Directors may from time to time determine.

**ARTICLE III MEMBERSHIP**

Section 3.01. Membership

The membership of the corporation shall consist of the members of the Board of Directors.

## ARTICLE IV BOARD OF DIRECTORS

### Section 4.01. General Powers

All of the business and affairs of the Corporation shall be managed and controlled by the Board of Directors (the "Board").

### Section 4.02. Number, Election And Tenure

The Board shall consist of not less than five directors (each, a "Board Member") and not more than twenty-five Board Members. The exact number of Board Members shall be determined by resolution of the Board at its Annual meeting which shall be used to determine the number of vacancies. Board Members shall be elected at the Board's Annual meeting. Board Members shall serve a term of two years from the Annual meeting at which they were elected. A vacancy on the Board whether created by the death, resignation or removal of a Board Member or by an increase in the number of Board Members, may be filled at any time by a majority of the remaining Board Members and such new Board Member shall serve the remainder of the term of the Board Member replaced. If a vacancy is not for an existing position, the new Board Member shall serve until the following Annual meeting at which time they may be elected to a regular two-year term. Any current Board Member may nominate for consideration a new Board Member. A majority of the current Board Members shall be required to elect a new Board Member. Each current Board Member shall cast one vote in electing a new Board Member. Notwithstanding the foregoing, one half of the current Board Members shall serve a two-year term commencing on the date that these Amended and Restated Bylaws (the "Bylaws") are adopted, and the other half of the current Board Members shall serve a one-year term commencing on the date that these Bylaws are adopted. The Board shall determine which current Board Members shall serve the initial one-year and two-year terms.

### Section 4.03. Annual and Regular Meetings

An Annual meeting of the Board shall be held once each year in August or as scheduled by the Board. Board Members will be elected at the Annual meeting. The Board may schedule additional regular meetings as required and may also act by written consent pursuant to § 4.07. Each written consent resolution must be signed by the number of directors required to approve the action taken. Within five (5) days following the date of a written consent resolution, the Corporation shall notify the directors who did not sign the written consent to the action taken.

### Section 4.04. Special Meetings

Special meetings of the Board may be called by the Secretary at the direction of the Chair of the Corporation or a majority of the voting Board Members then in office, to be held at such time and place, either within or without the State of Nevada, as shall be designated in the notice of the meeting.

#### Section 4.05. Notice

Notice of the time and place of any meeting of the Board shall be given at least ten days previously thereto by written notice delivered personally or sent by mail, facsimile or electronic mail to each Board Member at the address, facsimile number or electronic mail address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by facsimile or electronic mail, such notice shall be deemed to be delivered when sent on a business day (which term, for purposes of these Bylaws, shall mean a business day, Monday through Friday (so long as such day is not a federal or Nevada state holiday), from 9 a.m. to 5.p.m. in the time zone of the recipient). Any Board Member may waive notice of any meeting. The attendance of a Board Member at any meeting shall constitute a waiver of notice of such meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless required by statute.

#### Section 4.06. Quorum

Fifty-one percent of the Board Members shall constitute a quorum for the transaction of business at any meeting of the Board, except if less than such number of Board Members is present at such meeting, a majority of the Board Members present may adjourn the meeting from time to time without further notice.

#### Section 4.07. Action By Written Consent

Any action which may be taken at any regular or special meeting of the Board may be taken without a meeting by written consent as provided in NRS 82.276. For purposes hereof, written consent shall include an electronic mail response consenting to a request for action, so long as each Board Member so states that their response is intended to constitute such Board Member's electronic signature pursuant to Chapter 719 of the Nevada Revised Statutes. The written consent shall be filed with the Secretary of the Corporation and maintained in the corporate records.

#### Section 4.08. Manner Of Acting

(a) Formal Action by Board Members. Unless a greater number is specified in these Bylaws for approval of a specified act, the act of a majority of Board Members present at a meeting at which a quorum is present shall be the act of the Board.

(b) Telephonic Meetings. Board Members may participate in a meeting through the use of a conference telephone or similar communications equipment, so long as all Board Members participating in such meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence at such meeting.

(c) E-mail voting procedure. Between regular meetings, should the Board need to conduct a vote, voting may be conducted by email. The Chair is responsible to send all Board Members a motion with all relevant documents. At least 48-hours' notice shall be provided before the vote is closed and the result becomes final. A second Board Member in a response must second the motion. Each Board Member may respond to all other Board Members with discussion, but a Board Member may vote only by signifying "yes", "no" or "abstain", together with a statement that the Board Member's message constitutes their signature. No amendment may be made without a separate motion.

#### Section 4.09. Resignations And Removal

Any Board Member may resign from the Board at any time by giving written notice to the Chair or the Secretary of the Corporation and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Board Members may be removed from office, with or without cause, by a simple majority of the Board Members. If a Board Member misses more than three meetings in a year, they may be removed from the Board. Before being removed, a Board Member will be given ten-days' notice thereof and a meaningful opportunity to be heard by the Board prior to removal.

#### Section 4.10. Responsibilities of the Board

The Board Members shall have the following duties:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Corporation or these Bylaws.
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation. The Board may appoint an executive director as an employee of the Corporation and prescribe such duties for the Executive Director as it deems necessary and appropriate. Supervision of all employees, except the executive director, shall be the function of the executive director, who shall report on employment matters to the Board.
- (c) Receive and review reports of officers, agents and employees or the Corporation to assure the Corporation's mission and purpose are being carried out.
- (d) Register their address, facsimile number or electronic mail address (as applicable) with the Secretary of the Corporation for the purpose of receiving notice pursuant to these Bylaws.
- (e) Monitor the financial performance of the Corporation.

#### Section 4.11. Compensation

Board Members shall serve without compensation. They shall, however, be allowed reasonable advancement or reimbursement of expenses incurred in the performance of



their regular duties as specified in Section 4.10. Board Members may not be compensated for rendering services to the Corporation in any capacity other than Board Member unless such other compensation is reasonable and is allowable under the provisions of Section 4.12.

Section 4.12. Conflicts of Interest. No Board Member may be employed by the Corporation. Each Board Member must submit to the Secretary a conflict-of-interest disclosure before each board meeting during which any discussion will be made.

Section 4.13. Forfeiture. Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in these Articles shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all the requirements for members of the Board of Directors are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in section 4.09 of Article IV of these by-laws.

## ARTICLE V COMMITTEES

### Section 5.01. Executive Committee

Executive Committee is composed of the officers of the Corporation. The Board may, by majority vote, designate additional members to the Executive committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

- (a) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- (b) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (c) The amendment or repeal of any resolution of the Board.
- (d) The appointment of committees of the Board or the members thereof.
- (e) Hiring or firing of the executive director or other staff or of volunteers.
- (f) Commitment to financial obligations exceeding \$5,000.00.
- (g) Signing contracts in excess of the financial limit in Section 5.01(f) above, without prior authorization of the Board.
- (h) The approval of any transaction to which this Corporation is a party and in which one or more of the Board Members has a material financial interest.

By a majority vote of Board Members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease, but not below four

(4), the number of the Executive Committee members, and fill vacancies therein from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings; cause them to be filed with the corporate records and report the same to the Board from time to time as the Board may require. The Executive Committee shall conduct an annual review of the Executive Director and shall report on the annual review to the full Board, annually. During the time between meetings of the Board, the executive committee shall supervise the executive director.

#### Section 5.02. Other Committees

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board. Such other committees must consist of at least one (1) Board Member and may consist of persons who are not members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

### ARTICLE VI OFFICERS

#### Section 6.01. Officers

The officers of the Corporation shall be a President, who shall also serve as the Chair of the Board of Directors, a Vice President of the Board of Directors, a Secretary, a Treasurer and such other officers, with such duties, as the Board may determine.

#### Section 6.02. President and Chair of the Board of Directors

The President and Chair of the Board of Directors ("Chair") shall be the Chief Executive Officer unless the board hires an executive director. If the board hires an executive director for the organization, the executive director shall have the title and duties Chief Executive Officer of the corporation. The Chair shall be responsible for the long range and strategic planning of the Corporation and 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 Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board. Except as otherwise expressly provided by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.

#### Section 6.03. Vice President

In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board.

#### Section 6.04. Secretary

The Secretary shall record the minutes of all meetings of the Board and shall perform such other duties as may be delegated to him or her. The Secretary shall also 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 Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

#### Section 6.05. Treasurer

The Treasurer shall have custody of all of the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures and shall make disbursements in accordance with the approved budget, as authorized by the Board or a special committee. The Treasurer shall present interim financial reports when requested by the Board or the Executive Committee and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of accounts and records as conform to the requirements of the Bylaws.

#### Section 6.06. Duties

All officers shall perform the duties prescribed in these Bylaws and such other duties as may be assigned to them from time to time by the Board. All officers shall deliver to their successors all official material not later than ten (10) days following the election of their successors.

#### Section 6.07. Election

Officers shall be nominated and elected at the Annual meeting. Officers must be elected members of the Board of Directors. Officers shall serve for one year and may be re-elected.

#### Section 6.08. Removal, Vacancy

Any officer may be removed, either with or without cause, by the Board, at any time by a majority vote. Any officer may resign at any time by giving written notice to the Board or to the Chair or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified there in, 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 relating to the employment of any officer of the Corporation. Any vacancies caused by death, resignation, removal, disqualification, or otherwise, or any officer shall be filled by the Board at its next regular meeting. An officer elected at a meeting other than the Annual meeting shall serve until the following Annual meeting. In the event of a vacancy in any office other than that of Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

#### 6.09 Executive Director (ED)

(a) The Executive Director (ED) is the chief executive officer in the corporation. The ED is responsible for overseeing the day-to-day operation to clearly communicate and fulfill the vision, mission, values, and strategic objectives of the Corporation. The ED reports to and is supervised by the President, the Executive Committee and the Board acting as a body of the whole.

(b) Roles and Responsibilities

(1) Works directly through the Executive Committee to assist the Board in order to maintain the organizations operations, administration, planning, and fund-raising.

(2) Oversees the heads of each department whether staff or volunteers.

(3) Develops the Board to strengthen board functions in order to maintain clarity in the division of labor between the board, staff, and volunteers. The ED shall be involved in all operations, planning, and communications to ensure alignment of the organization.

(4) Maintains a thorough understanding of the organization's financial status and financial statements.

(5) Holds ultimate responsibility to recruit, train, maintain, and compliance for all paid staff positions. The ED shall create clear written guidance for staff roles and responsibilities, organizational positions, and supervisory authorities. The ED is responsible for maintaining written records on all paid staff to include training, annual evaluations, merits, and short falls. The ED shall also create written guidance and provide training for all volunteers and should provide written evaluations for key positions in the organizational structure.

(6) Create policies for compensation and benefits for the staff which shall be approved by the executive committee and presented to the Board.

(7) Must work with the Board, staff, volunteers, and other stakeholders to achieve Sky Tavern's mission through programs and activities. The ED upholds the Corporation's values to include annual training for staff, volunteers, and the Board.

(8) Serves as the main liaison between the board, staff, and volunteers.

(9) Annually creates written goals and metrics in cooperation with the Board to be presented results and future plans at the annual meeting.

(10) Responsible to support the boards fundraising efforts through activities, events, information, data, and organizational needs. The ED should seek opportunities for fundraising creating a culture of "asking" for support to further Sky's mission and operational needs.

(11) Assists in creating and maintaining community relationships and communications. The ED shall collaborate with the board, marketing, fundraising, staff, and membership in order to create clear and transparent strategic communications within and outside the



organization. The ED may provide routine talking points to guide all aspects for this messaging.

(12) Maintain compliance with all laws and regulations applicable to the organization.

(13) Provide policy, procedures, and training throughout the organization to achieve best practices for Sky Tavern's organization.

## ARTICLE VII INDEMNIFICATION OF OFFICERS, BOARD MEMBERS, EMPLOYEES AND AGENTS; INSURANCE

### Section 7.01. Indemnity

No person acting as an officer, Board Member or committee member shall be liable for his/her official acts unless such acts were due to willful misconduct, fraud or knowing violation of law. Any such person made a party to any legal action, suit or proceeding whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was an agent of the Corporation, shall be indemnified by the Corporation against judgments, fines, amounts paid in settlement and reasonable expenses (including fees of an attorney retained with written consent of the Board) to the extent permitted by law.

For the purposes of this Article VII, "agent" means any person who is or was a Board Member, officer, employee, or other agent of the Corporation.

### Section 7.02. Advancement of Expenses

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

### Section 7.03. Contractual Rights of Non-board members and Non-officers

Nothing contained in this Article shall affect any right to indemnification to which persons may be entitled by contract, insurance or otherwise.

### Section 7.04. Insurance

The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any director, officer or agent of the Corporation against any liability other than for violating provisions against 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 this Corporation would have the power to indemnify the agent against liability under the provisions of this Section.

## ARTICLE VIII CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

### Section 8.01. Contracts

- (a) All contracts shall be reviewed with reports presented to the board at least five (5) days prior to finalizing such a contract. The Executive Director shall demonstrate due diligence through a profit and loss analysis, legal liability and protections, feasibility assessment, and other reports and deemed necessary by the Board.
- (b) The Board may authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority shall be confined to specific instances.

#### Section 8.02. Borrowing

No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

#### Section 8.03. Checks and Notes

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the any two of the following officers: Chair, Vice President, Treasurer or Secretary.

#### Section 8.04. Deposits

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

#### Section 8.05. Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the Corporation. The Board may vary the use to which a specific contribution, gift, bequest or devise can be put in the event the use for which the contribution, gift, bequest or devise is to be used becomes impossible, unnecessary, impractical or contrary to the best interests of the Corporation.

### ARTICLE IX CONFLICT OF INTEREST

#### Section 9.01. Purpose

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

#### Section 9.02. Definitions

a.) Interested Person

Any Board Member, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b.) Financial Interest

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

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

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

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### Section 9.03. Procedures

a.) Duty to Disclose. In addition to the requirement in section 4.12, in connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board Members and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

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

c.) Procedures for Addressing the Conflict of Interest

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

- ii) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii) After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv) If a more advantageous transaction or arrangement is not reasonable possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested Board Members whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d.) Violations of the Conflicts of Interest Policy

- i) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii) If, after hearing the Board Member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 9.04. Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any



alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Section 9.05. Compensation

- a.) A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b.) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to the member's compensation.
- c.) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### Section 9.06. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.) Has received a copy of the conflicts of interest policy,
- b.) Has read and understands the policy,
- c.) Has agreed to comply with the policy, and
- d.) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### Section 9.07. Periodic Reviews

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b.) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in enurement, impermissible private benefit or in an excess benefit transaction.

## ARTICLE X MISCELLANEOUS

### Section 10.01. Books And Records

The Corporation shall keep correct and complete books and records of accounts, and the minutes of the proceedings of the Board and committees thereof. Copies of the minutes of the Board and of the Executive Committee shall be regularly distributed to each Board Member.

### Section 10.02. Fiscal Year

The fiscal year of the Corporation shall commence September 1 and end August 31.

### Section 10.03. Waiver Of Notice

Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act of the State of Nevada or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### Section 10.04. Loans To Officers And Board Members Prohibited

No loans shall be made by the Corporation to its officers or Board Members. The Board Members of the Corporation who vote for or assent to the making of a loan to an officer or Board Member of the Corporation, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

### Section 10.05. Additional Organizations

The Board may authorize the formation of such auxiliary organizations as would in the opinion of the Board assist in the fulfillment of the purposes of the Corporation.

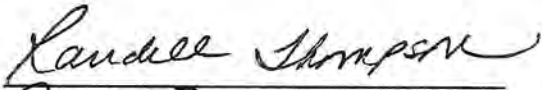
### Section 10.06. Rules

The Board may adopt, amend or repeal Rules (not inconsistent with these Bylaws) for the management of the internal affairs of the Corporation and the governance of its officers, agents, committees and employees.

ARTICLE XI AMENDMENTS TO BYLAWS

Section 11.01.

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by vote of a majority of the members the Board.

  
Randell Thompson, Secretary