FIRST AMENDED AND RESTATED BYLAWS
OF THE
INTER-TRIBAL COUNCIL OF NEVADA, INC.
A NEVADA NONPROFIT CORPORATION
FIRST AMENDED AND RESTATED BYLAWS
OF THE
INTER-TRIBAL COUNCIL OF NEVADA, INC.

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FIRST AMENDED AND RESTATED BYLAWS OF THE INTER-TRIBAL COUNCIL OF NEVADA, INC.

ARTICLE I: NAME, REGISTERED AGENT, OFFICES AND JURISDICTION

Section 1.01 Name.
The name of the Corporation shall be the Inter-Tribal Council of Nevada, Inc. (hereinafter “the Corporation”).

Section 1.02 Registered Agent.
The Corporation shall have and maintain continuously in the State of Nevada a Registered Agent, as required by law. The Registered Agent may be changed from time to time by the Corporation’s Board of Directors (hereinafter “the Board”).

Section 1.03 Principal Office.
The Corporation shall continuously have and maintain a Principal Office in the State of Nevada, as required by law. The location of the Principal Office may be changed from time to time by the Board.

Section 1.04 Jurisdiction.
The jurisdiction of the Corporation shall extend to the territory within the confines of the State of Nevada and to such other lands as may be hereafter added thereto.

ARTICLE II: PURPOSES, POWERS, AND RESTRICTIONS

Section 2.01 Exclusively Exempt Purpose.
The Corporation shall be organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and in accordance with Chapter 82 of the Nevada Revised Statutes. Notwithstanding any other provision of these Bylaws, the Corporation’s purposes shall be limited exclusively to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2.02 Specific Purpose.
The specific purpose of the Corporation shall be:

a) To secure for the members of Indian tribal groups of the State of Nevada the rights and benefits which should accrue to them pursuant to treaties and all legal, moral and equitable commitments and undertakings of the United States Government;

b) To preserve and protect the Indian cultural values and heritage and at the same time increase the understandings of the members of Indian tribal groups of the State of Nevada and their fuller participation in the institutions of free government in the state and communities in which they live;
c) To secure and promote the general welfare and education of the members of Indian tribal
groups of the State of Nevada and their full employment and exercise of all of the privileges
of citizenship in the United States;

d) To hasten and improve the education of the members of Indian tribal groups of the State
of Nevada in a basis of equality of instruction and facilities with other citizens;

e) To enlighten the public with respect to Indian affairs and promote a better understanding
between the Indians and their fellow citizens of the State of Nevada and of the United
States.

Section 2.03 Powers.
The Corporation shall be entitled to engage in any and all lawful activities that are necessary,
proper, useful, incidental, or advantageous to its object and purpose, and shall have all of the rights,
powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations
organized under the laws of the State of Nevada. Corporation may also exercise the following
specific powers:

a) To organize itself for business and to relate to its own procedures;

b) To appoint subordinate personnel, committees, agents and representatives;

c) To create and maintain a general fund, or funds, to accept gifts, grants, bequests and
donations under such conditions as the Board shall approve;

d) To levy and collect assessments upon member organizations;

e) To appropriate available funds of the Corporation for salaries and expenses of the
Corporation’s offices, employees and agents, and for such other purposes as may be
deemed necessary for conducting the business of the Corporation;

f) To speak, act and contract for and on behalf of the Corporation concerning its affairs, and
to delegate such powers to its officers, authorized representatives and committees;

g) To employ an Executive Director to carry out the decisions of the Board and promulgate
its policies; and

h) To discipline and/or expel member tribal groups, or bands that act detrimentally to the
policies of the Corporation.

Section 2.04 No Issuance of Stock or Shares.
The Corporation shall not be organized or operated for pecuniary gain. The Corporation shall not
issue capital stock or shares, nor shall it distribute gains, profits, or dividends to any Director,
Officer, Member, or other person.

Section 2.05 Unauthorized Activities.
Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other
activities not permitted to be carried on (i) by a corporation exempt from federal income tax under
Section 501(c)(3) of the Internal Revenue Code; or (ii) by a corporation, contributions to which
are deductible under Section 170(c)(2) of the Internal Revenue Code.
Section 2.06 Restricted Political Activities.
No substantial part of the Corporation’s activities shall consist of carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

Section 2.07 Prohibition against Private Inurement.
No part of the net income or assets of the Corporation shall ever inure to the benefit of, or be distributable to, its Directors or Officers, or any other private person, except that the Corporation shall be authorized and empowered to pay compensation for services rendered and to make payments and distributions in furtherance of the Corporation’s exempt purposes.

Section 2.08 Restrictions on Distribution of Assets Upon Dissolution.
The property and assets of the Corporation are irrevocably dedicated to exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Upon the dissolution of the Corporation, any assets remaining after payment of debts and satisfaction of liabilities, but not held on a condition requiring return in the event of dissolution, shall be distributed to one or more organizations engaged in activities substantially similar to those of the Corporation and organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to a federal, state, or local government, for a public purpose.

Section 2.09 Tribal Affairs.
It is not, and shall not be, the intention of the Corporation to infringe upon, abrogate, or interfere with any of the respective Nevada Indian reservations, colonies or bands in the conduct of their tribal affairs.

Section 2.10 Governing Instruments.
The Corporation shall be governed by 501(c)(3) of the Internal Revenue Code, Chapter 82 of the Nevada Revised Statutes, the Articles of Incorporation and any amendments thereto (hereinafter “the Articles”), these Bylaws, and any rules or regulations adopted by the Board.

ARTICLE III: MEMBERSHIP

Section 3.01 Members.
The Corporation may have one (1) or more Members, as may be determined from time to time by the Board. The Board may establish the number, qualifications, classes, rights, privileges, obligations, dues, and Meetings of the Corporation’s Members, if any.

Section 3.02 Eligibility.
Eligible Members of the Corporation shall be limited to those Indian Tribal groups or bands located wholly or in part within the State of Nevada that pay the Corporation’s Annual Membership Dues in accordance with the terms of these Bylaws.

Section 3.03 Current Members.
The Corporation’s current members are as follows:
Section 3.04 Annual Membership Fee.
The Corporation's Members shall pay the Annual Membership Fee and deliver it to the Corporation's Principal Office no later than November 1 of each calendar year. The Board, from time to time, shall determine the amount of the Annual Membership Fee.
Section 3.05 Delinquent Membership Fee.
In the event that any Member is more than fifteen (15) days delinquent in paying the Annual Membership Fee, the following penalties shall be imposed until the Member pays the Annual Membership Fee:

a) The delinquent Member’s voting rights shall automatically cease; and

b) All services delivered to the delinquent Member shall cease during the following contract or grant period or the recontracting period.

Section 3.06 Application for Membership.
Any eligible Indian Tribal group or band that desires Membership in the Corporation shall apply for such Membership by submitting written notice to the Corporation’s Chairman.

Section 3.07 Withdrawal of Membership.
Any Member of the Corporation may withdraw its Membership by submitting written notice of withdrawal to the Corporation’s Chairman.

Section 3.08 Termination of Membership.
The Board shall have the authority to terminate the Membership of any Member that engages in any act that would reflect unfavorably upon the Corporation.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.01 Governing Body.
The governing body of the Corporation shall be the Board, which shall consist of the Tribal Chairman of each Member of the Corporation. A designated alternate representative may serve in place of the Tribal Chairman, provided that the alternate representative has official written authority from the Member to act on behalf of the Member. Such written authority shall be granted by the Member’s official tribal council, committee or band and shall be on forms provided by the Board. The Tribal Chairmen and alternate representatives shall be Directors, for the purposes of their participation on the Board.

Section 4.02 General Powers.
Subject to the provisions of the laws of the State of Nevada and any limitations in the Articles, these Bylaws, and/or any rules or regulations adopted by the Board relating to actions required or permitted to be taken or approved by the Corporation’s Members, if any, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Section 4.03 Annual Meeting.
The Corporation shall hold one (1) Annual Meeting of the Board each year. The date, time, and location of the Annual Meeting of the Board shall be designated by majority vote of the Board. The Annual Meeting of the Board shall be held for the purpose of holding elections of Directors if the Corporation has no Members, holding elections of Officers, receiving annual reports, and the transaction of any other business that may be necessary.
Section 4.04 Regular Meetings.
Regular Meetings of the Board shall be held at least six (6) times per calendar year. The dates, times, and locations of Regular Meetings shall be designated by majority vote of the Board. In the event that the date, time, and location of any Regular Meeting is not designated by majority vote of the Board, they shall be designated jointly by the Chairman and the Executive Director. The number of Regular Meetings to be held in a year may be increased or decreased, from time to time, by majority vote of the Board, provided that no less than one (1) Regular Meeting of the Board is held each year.

Section 4.05 Special Meetings.
Special Meetings of the Board may be called upon direction of the Corporation's Chairman or by any nine (9) Directors that have given authorization by telephone or signed written notice.

Section 4.06 Notice of Meetings.
No less than five (5) calendar days' written notice shall be given to each Member for any Regular, Annual or Special Meeting of the Board. The notice shall designate the Meeting's date, time, and location, as well as the business to be transacted therein. At any Meeting of the Board held as provided in these Bylaws, any business within the authority of the Board may be transacted, regardless of whether such business is stated in the notice. An entry in the Minutes of any Meeting of the Board stating that notice has been duly given shall be conclusive evidence that due notice of such meeting has been given as required by law and these Bylaws.

Section 4.07 Quorum.
Nine (9) Directors, all of which must be current on their Annual Membership Fees, shall constitute a quorum for the transaction of business at any Meeting of the Board.

Section 4.08 Voting.
At any Meeting of the Board, each Director that is present and entitled to vote on a given matter shall have one (1) vote. In the event that there is a tie in any vote, the Board shall resume discussions on the motion at issue and the Directors shall conduct one (1) additional vote on the motion. If the second vote on the motion also results in a tie, the motion shall fail.

Section 4.09 Majority Action of Board.
Every action made by a majority of the Directors present at a Meeting of the Board in which a quorum is present shall be an action of the Board, provided that the Articles, these Bylaws, or an applicable provision of law does not require a higher percentage or unanimous vote for approval of the matter at issue.

Section 4.10 Waiver by Consent.
Where a Meeting is not validly noticed, called, or conducted, such irregularities or defects may be waived by the unanimous consent of all Directors entitled to vote at the Meeting. The following actions constitute consent for the purposes of this Section: (i) a writing on the records of the Meeting or filed with the Corporation's Secretary; (ii) presence at the Meeting and oral consent entered on the Minutes; or (iii) taking part in deliberations at the Meeting without objection. Any business may be transacted at the Meeting unless an objection to the transaction of such business
due to the irregularity or defect is made during the Meeting or the transaction of such business is explicitly excepted from the written consent.

**Section 4.11 Retroactive Waiver and Ratification.**
Provided that a quorum was present at a Meeting of the Board that has not been validly noticed, called, or conducted, such irregularities or defects may be waived and any action or proceeding taken at the Meeting may be ratified, approved, and rendered valid and fully effective through the unanimous written consent of all Directors entitled to vote at the Meeting.

**Section 4.12 Action without Meeting.**
Any action required or permitted to be taken at any Meeting of the Board may be taken without a Meeting if, before or after the action, a majority of the Directors entitled to vote on the matter consent in writing to the action. If an action requires the affirmative vote of more than a majority of the Directors, at least the same number of Directors required to approve the action shall be required to consent in writing to take the action without a Meeting. An action by written consent shall have the same force and effect as a vote of the Directors at a duly noticed Meeting of the Board. For the purposes of this Section, an email transmission constitutes valid written consent.

**Section 4.13 Participation by Electronic Communications.**
Meetings of the Board may be conducted through electronic communications, videoconferencing, teleconferencing or other available technology that allows the participants to communicate simultaneously or sequentially. Participating in a Meeting pursuant to this Section constitutes presence at the Meeting.

**Section 4.14 Rules of Order.**
All Meetings of the Board shall be conducted in accordance with rules approved by the Board. Otherwise, the parliamentary rules in the most current edition of Robert's Rules of Order shall govern the deliberations of all Meetings of the Board, when not in conflict with the Articles, these Bylaws, or any special rules specified or adopted by the Board.

**Section 4.15 Rules and Regulations.**
Directors shall have power to make and adopt such rules and regulations that it deems advisable for the management of the Corporation's business and affairs, provided that such rules and regulations are not inconsistent with applicable law, the Articles, or these Bylaws.

**Section 4.16 Compensation of Directors.**
The Corporation shall not pay any compensation to any Director for services rendered to the Corporation as a Director. Directors shall not receive preferential treatment in relation to their role as Directors, nor shall they accept any form of gratuity. This Section shall not prohibit the Corporation from reimbursing Directors for reasonable expenses incurred in the performance of their duties to the Corporation, provided that such reimbursement is approved by a majority vote of the Directors that did not incur the expense at issue.
ARTICLE V: OFFICERS

Section 5.01 Officers.
The Officers of the Corporation shall be a Chairman, Vice-Chairman, Secretary, and Treasurer. The Board, by resolution, may add additional Officers and designate such powers as they may have in accordance with applicable law. An individual may hold a maximum of two (2) offices at the same time, if duly elected as provided herein, but no Officer may act in more than one (1) capacity where action of two (2) or more Officers is required. The Officers, along with the Corporation’s Executive Director, shall constitute the Executive Committee.

Section 5.02 Nominations.
Any individual that is an elected member of the governing body of a Member is eligible for candidacy for an office of the Corporation. Members may submit nominations thirty (30) days prior and up to election time or make nominations from the floor.

Section 5.03 Election.
Officers shall be elected by a majority vote of the Board at the Annual Meeting of the Board. In the event of a vacancy caused by an Officer’s removal, resignation, or death, or a failure to fill the position at a regularly scheduled election, an election to fill the vacancy shall be conducted by majority vote of the Voting Directors at the first Regular Meeting of the Board held after the office is vacated, or at a Special Meeting of the Board called for the purpose of conducting the election.

Section 5.04 Term of Office.
Officers shall hold office until the second Annual Meeting following their election, or until the election and qualification of their successors.

Section 5.05 Disqualification.
In the event that an officer ceases to be a duly qualified officer because of resignation or recall from the Board, the Officer shall automatically cease to hold office in the Corporation, and the next ranking Officer shall assume the office and undertake the duties of the retiring officer until the next meeting of the Board, at which time it shall elect a successor to fill the vacancy.

Section 5.06 Removal.
The board may by two-thirds vote, expel or remove any officer for neglect of duty, or gross misconduct, provided such charges are in writing subscribed by competent witnesses and formally served upon the accused at least five (5) days prior to the hearing. The accused Officer shall be given a full and fair opportunity to reply to any and all such charges and also the opportunity to summon witnesses on the accused Officer’s behalf.

Section 5.07 Resignation.
Any Officer may resign at any time by giving written notice to the Corporation’s Secretary. Any such resignation shall take effect at the date of the receipt of such notice, or at any later time specified in the notice. Unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.
Section 5.08  Duties of the Chairman.
The Chairman shall be the Chief Executive Officer and head of the Corporation and Chairperson and Presiding Officer of the Board. The Chairman shall, subject to the control of the Board, have general supervision, direction and control of the Corporation’s business and Officers. The Chairman shall preside at all Meetings of the Members, if any, and call Special Meetings of the Board when necessary. The Chairman shall serve as an ex-officio member of all committees, appoint committee chairs, and recommend who will serve on committees. The Chairman shall initiate actions to carry out the Board’s resolutions and shall consult with Directors and Officers to discuss their roles and assess their performance. The Chairman shall act as the Corporation’s spokesperson and shall enforce the Articles, these Bylaws, and any rules or regulations adopted by the Board. The Chairman shall also have such other powers and duties as may be prescribed by the Board.

Section 5.09  Duties of the Vice-Chairman.
The Vice-Chairman shall be vested with all of the powers and shall perform all duties of the Chairman in the Chairman’s absence, and shall have such other powers and duties as may be prescribed by the Board.

Section 5.10  Duties of the Secretary.
The Secretary shall serve as Secretary of the Board and standing committees, unless the Board specifically provides otherwise by resolution. The Secretary shall deliver notices, agendas, and Minutes for all Meetings of the Board and Meetings of the Members. The Secretary shall attend all Meetings of the Board, Meetings of the Members, and committee meetings, record all votes and the Minutes of all proceedings, and keep such votes and Minutes in a Minutes Book, which shall be made available for inspection by all Directors. The Secretary shall be responsible for retrieving, disbursing, and responding to all correspondence to and from the Corporation. The Secretary shall keep a copy of all business related correspondence, which shall be made available for inspection by all Directors. The Secretary shall also have such other powers and duties as may be prescribed by the Board.

Section 5.11  Duties of the Treasurer.
The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, surplus and shares. The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositaries as designated by the Board. The Treasurer shall, with the assistance of the other Officers, create an annual budget for the Corporation. The Treasurer shall submit a statement of the Corporation’s accounts at each Meeting of the Board. The Treasurer shall ensure that the Corporation’s books and accounts are open to inspection by any Member or Director. The Treasurer shall also have such other powers and duties as may be prescribed by the Board.

Section 5.12  Delegation of Duties.
In case of the absence of any Officer, or for any other reason that the Board may deem sufficient, the Board may delegate all or any part of the powers or duties of any Officer to any other Officer or Director.
Section 5.13  Powers.
Officers shall exercise such powers as are usual in discharging the duties of their respective offices, subject to such limitations and delegations of authority as the Board may prescribe.

Section 5.14  Executive Committee Action.
The Executive Committee will meet upon request of the Chairman and can act on urgent matters requiring action of the full Board at times between scheduled Board Meetings. All such actions shall be official unless the full Board rescinds the action at the following Board Meeting. The Executive Committee shall not obligate the Corporation for any sum in excess of six thousand dollars ($6,000) or take action on personnel matters except to place the item on the Board agenda.

ARTICLE VI: COMMITTEES

Section 6.01  Committee Formation, Purpose, and Operation.
The Board may, from time to time, designate and appoint committees deemed necessary by the Board for such purposes including, without limitation, fundraising, governance, public relations, and data collection. Such committees shall have and exercise authority as designated by the Board. The Board may authorize such committees to exercise any powers, responsibilities, and duties consistent with the Articles, these Bylaws, and applicable law. All committees shall operate in accordance with the policies established by the Board. Committee chairs shall be appointed by the Chairman unless an alternate method is designated by the Board.

Section 6.02  Committee Members.
Members of committees may include Members of the Corporation, volunteers from the public at large, Ex-Officio Directors, and Voting Directors, as delegated by the Corporation’s Chairperson.

ARTICLE VII: CONTRACTS, FINANCES, FISCAL YEAR

Section 7.01  Contracts.
Except as otherwise provided in these Bylaws, the Board may authorize any Officer or Agent to enter into any contract, deed, or lease, or to execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. The Corporation’s Officers and Agents shall not have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or any amount without the Board’s authorization.

Section 7.02  Deposits.
All funds that belong to the Corporation shall be deposited regularly to the credit of the Corporation within pre-selected accounts.

Section 7.03  Gifts.
The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of the Corporation.
Section 7.04 Fiscal Year.
The Corporation's Fiscal Year shall begin on October 1 and end on September 30 of each year.

ARTICLE VIII: BOOKS AND RECORDS, REVIEW, NOTICE

Section 8.01 Corporate Books and Records.
The Corporation shall keep the following documents at its Principal Office:

a) Minutes of all Meetings of the Board and committees, indicating the time and location of such Meetings, whether Regular or Special, how called, the notice given, the names of those present, and the proceedings thereof;

b) Adequate and correct books and records of account, including accounts of its properties and business transactions, and accounts of its assets, liabilities, receipts, gains, and losses;

c) A record of its Members, if any, indicating each Member's name, address, class of Membership, and the start and termination date of the Membership;

d) A certified copy of the Articles and any amendments and/or restatements to date; and

e) A copy of these Bylaws and any amendments and/or restatements to date.

Section 8.02 Financial Records.
The Corporation's financial records shall be maintained in accordance with generally accepted accounting procedures ("GAAP"), and in accordance with the requirements of any grants or other sources of funding awarded to the Corporation.

Section 8.03 Financial Review and Audit.
If required by statute, contractual obligation, requested by a regulatory agency or funder as a condition of funding, or otherwise recommended or requested by the Board and authorized by a two thirds (2/3) vote of the Board, the Corporation's financial books and records shall be subject to a review or an audit conducted by an Independent Auditor. The Independent Auditor shall be a Certified Public Accountant, and neither the Independent Auditor nor any member of the Independent Auditor's firm shall be an Officer, Director, employee or volunteer of the Corporation or a Relative of an Officer, Director, employee or volunteer of the Corporation.

Section 8.04 Inspection Rights of Members and Directors.
The Corporation’s books of account, Minutes, Membership Ledger, and financial records shall be open to inspection upon at least five (5) days written demand of any person with written authorization from at least nine (9) of the Corporation’s Members or any Director, during normal business hours and for a purpose reasonably related to the Member's interest as a Member or the Director's interest as a Director. Such inspection may be made in person or by an agent or attorney, and shall include the right to make copies. Demand for inspection shall be made in writing upon the Chairman or Secretary of the Corporation.

Section 8.05 Notice.
When written notice is required by the Articles, these Bylaws, and/or any rules or regulations adopted by the Board, service of such notice may be effected by personally serving the recipient
or sending the notice to the recipient by certified mail or email to the mailing or email address kept in the Corporation's books and records.

Section 8.06 Waiver of Notice.
Whenever any notice is required to be given under the Articles, these Bylaws, and/or any rules or regulations adopted by the Board, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE IX: LIABILITY, INDEMNITY AND INSURANCE

Section 9.01 Liability.
The Corporation's Officers and Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation or for monetary damages relating to their conduct as Officers or Directors, provided that they have (i) acted within their authority; (ii) served in a manner they believe to be in the best interests of the Corporation; (iii) served in good faith; and (iv) acted with such care as an ordinarily prudent person in a like position would use under similar circumstances. This Section shall not eliminate or limit any liability of an Officer or Director (i) for any breach of the Officer's or Director's duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the Officer or Director derived an improper personal benefit.

Section 9.02 Indemnity.
The Corporation shall, to the extent permissible under the law, indemnify all present and former Officers, Directors, employees, and agents against all expenses and liabilities reasonably incurred by or imposed in connection with any threatened, pending or completed action, suit, or proceeding relating to actions or omissions made in good faith and under the reasonable belief that such action or omission was in the best interests of the Corporation. All settlements or compromise payments shall be approved by majority vote of all Directors that are not parties to the dispute at the time of the vote. No amendment or repeal of any provision of these Bylaws that adversely affects the right of an indemnified person under this Section shall apply to the indemnified person with respect to any acts or omissions occurring prior to the amendment or repeal, unless the indemnified person provides written consent to the amendment or repeal. Notwithstanding any other provision of these Bylaws, no indemnification shall be provided to any person if, in the opinion of counsel, payment of such indemnification would cause the Corporation to lose its tax-exempt status from federal income taxation.

Section 9.03 Insurance.
The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of Corporation's Officers, Directors, employees, and agents against liabilities arising out of actions and/or omissions made on behalf of the Corporation and/or in relation to their service to the Corporation, regardless of whether the Corporation would have the power to provide indemnification against liability for such actions and/or omissions under the Articles, these Bylaws, or other provisions of applicable law.
ARTICLE X: CONFLICTS OF INTEREST

Section 10.01 Purpose of Conflicts of Interest Policy.
The purpose of the conflict of interest policy is to protect the Corporation's tax-exempt status when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation 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 10.02 Interested Person.
An “Interested Person” is any Director or that has a direct or indirect financial interest.

Section 10.03 Financial Interest.
A person has a “Financial Interest” if the person has, directly or indirectly, through business, investment, or family:

a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;

b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or;

c) 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.

For the purposes of this Section, “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, and, pursuant to these Bylaws, a person with a financial interest only has a conflict of interest if a majority of disinterested Directors determine that a conflict of interest exists.

Section 10.04 Duty to Disclose.
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 Directors that are considering the proposed transaction or arrangement.

Section 10.05 Determining Whether a Conflict of Interest Exists.
After disclosure of the financial interest and all material facts, and after any discussion regarding the potential conflict of interest, the interested person shall leave the Board Meeting while the remaining disinterested Directors discuss the potential conflict of interest and hold a vote to determine whether the conflict of interest exists.

Section 10.06 Procedures for Addressing the Conflict of Interest.
If the Board determines that a conflict of interest exists, the following procedure shall apply:

a) The interested person may make a presentation at the Board Meeting, but the interested person must leave the meeting while the disinterested Directors discuss and vote on the transaction or arrangement involving the possible conflict of interest;
b) The Corporation’s Chairman shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement;

c) After exercising due diligence, the Board 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;

d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine, by a majority vote of disinterested Directors, 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, the Board shall make its decision as to whether to enter into the transaction or arrangement.

Section 10.07 Violations of the Conflicts of Interest Policy.
If the Board has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the interested person’s response, and after making further investigation as warranted by the circumstances, the Board determines that the interested person has failed to disclose an actual or possible conflict of interest, appropriate disciplinary and corrective action shall be taken.

Section 10.08 Records of Conflicts of Interest.
The Minutes of a Board Meeting in which a potential or actual conflict of interest is discussed shall contain the following:

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 decision of the Board as to whether a conflict of interest exists; and

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 10.09 Compensation.
Directors that directly or indirectly receive compensation from the Corporation for services are precluded from voting on matters pertaining to their compensation. No Director that directly or indirectly receives compensation from the Corporation for services shall be prohibited from providing information about compensation to any committee.

Section 10.10 Annual Statements.
Each year, all Directors and Officers sign a statement affirming that they:

a) Have received a copy of the conflicts of interest policy;

b) Have read and understand the policy;

c) Have agreed to comply with the policy; and
d) Understand that the corporation is charitable and, in order to maintain federal tax-exempt status, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

Section 10.11 Periodic Reviews.
To ensure that the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Corporation shall conduct periodic reviews that include the following:

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 inurement, impermissible private benefit, or in an excess benefit transaction.

Section 10.12 Use of Outside Experts.
When conducting the periodic reviews as provided in these Bylaws, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE XI: AMENDMENT OF BYLAWS

Section 11.01 Amendments.
These Bylaws may be amended by a majority vote of the Directors present at any Meeting of the Board, provided that each Member of the Corporation has been notified of the proposed amendment at least thirty (30) days prior to the vote. Any amendment so adopted shall thereupon become effective.

ARTICLE XII: CONSTRUCTION

Section 12.01 Titles.
Titles and subtitles are used in these Bylaws for convenience in reference only and do not necessarily mean or imply that all provisions with reference to any particular topic are contained in the Section headed by a particular title or subtitle.

Section 12.02 Construction.
In the case of any conflict between the Articles and these Bylaws, the Articles shall control.