

By-Laws of the Amateur Radio Klub of the Arkansas Northwest, Inc.

ARTICLE 1 - OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in Washington County, State of Arkansas.

ARTICLE 2 - NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(c)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

Section 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be to establish an amateur radio organization open to all licensed amateur radio operators for the purposes of furthering the exchange of information and cooperation between members, to promote and encourage technical advancement, excellence and experimentation through lectures, seminars, study groups, any and all other appropriate means, and to support the public safety when called upon to do so.

ARTICLE 3 - MEMBERS

SECTION 1. NON-DISCRIMINATION CLAUSE

The Amateur Radio Klub of the Arkansas Northwest, Inc. shall not discriminate, in any manner whatsoever, against anyone because of race, national background, or sexual gender.

SECTION 2. MEMBERSHIP

Membership of the organization shall be grouped into three categories as described below:

Full Membership - shall be open to all persons promoting an interest in amateur radio and desiring to further their interest by

participation therein. Full members must possess a valid and current amateur radio license. Application for membership may be submitted at any regular organization meeting or to the organization's designated address.

Family Membership - shall be open to those members of the immediate and dependent family living with a full member, except that children of a full member shall no longer be eligible for family membership after they have reached 21 years of age. Only family members holding a valid amateur radio license shall be eligible to vote or to hold office.

Patron/Honorary Membership - shall be granted to any persons or organization(s) not defined as a full or family member, who wish to support the organization, and includes all organization privileges except the right to vote and/or hold organization office.

SECTION 3. MEMBERSHIP APPLICATION

New membership applications requirements shall be handled as described below:

1. Written request for membership must be submitted on a form provided by the organization's Secretary. On this form will be an expression of willingness to abide by the Articles of Incorporation, Bylaws, and Federal Communication Rules and Regulations pertaining to the Amateur Radio Service.

2. Pay annual dues in the amount(s) required by Article III, Section 5.

3. Accepted and approved by the Board of Directors and approved by secret ballot vote of the membership at the next regular organization meeting one month after receipt of application. An applicant cannot have more than 10% negative votes of the voting quorum present. Persons applying for membership and not approved by either the membership committee or the regular membership will have their dues refunded in full.

SECTION 4. REMOVAL OF MEMBER

Any member may be removed for just cause upon an affirmative vote for removal by 75% of the Regular voting membership in person or by proxy at a regular meeting. Proxies shall not exceed 50% of the Regular voting membership. The Secretary shall notify all Regular members of the organization by mail of the action to be considered prior to the meeting at which the vote is to be taken. Examples of actions and conduct that may result in a member's removal from the organization, but not all inclusive, are: (1) Sexual harassment of any organization member, (2) Violent acts against organization members or general public, (3) Conviction for illegal possession or use of illegal drug substances, (4) Arrest for any act that is deemed unlawful by either State or Federal, (5) Disruptive conduct during a Board of Directors or general membership meeting, (6) Conduct that would be harmful to the organization's public image or relations, (7) Multiply infractions of the Federal Communications Commission rules and regulations.

SECTION 5. DUES

Dues shall be \$20 per year for each Full Member and each Patron Member. For Family membership, dues shall be \$20 per year for the first family member plus \$5 for each additional family member holding an amateur radio license per person as defined in Family Membership. Maximum amount paid for Family Membership shall not exceed \$30 per year. Membership cards, properly signed, shall be given to all members each year and shall serve as a receipt for all dues paid.

In the case that some members who are on low monetary fixed incomes or may be otherwise financially unable to pay the dues as set above, the Board of Directors, may, at their option, reduce or waive the dues for an individual for the current year. The organization does not want to prevent membership within the organization simply because they are financially unable to pay their dues. Each succeeding Board of Directors will review these cases yearly.

ARTICLE 4 - MEMBERSHIP MEETINGS

SECTION 1. MEETING TIME AND LOCATION

Regular membership meetings of the organization shall be held monthly at a time and place designated by the Board of Directors. Special meetings may be called by the President with reasonable notice under the circumstances, orally or written, given to the members.

SECTION 2. CONDUCT OF MEETINGS

Meetings shall be presided over by the President of the organization or, in his or her absence, by the Vice President of the corporation. The Secretary of the corporation shall act as secretary of all meetings of the membership, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rule of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 3. ORDER OF BUSINESS

The order of business at all membership meetings shall be as follows:

1. Opening comments, greetings and introduction of guests and new members.
2. Program or Guest speaker, if any.
3. Reading and approval of the minutes of the previous meeting.
4. Treasurer's report.
5. Reading of communications and/or bills.
6. Reports of officers or committees.
7. Old business.
8. New Business.
9. Announcements.
10. Adjournment.

(Note: The order in which the above items are presented during the meeting may be change to accommodate the meeting program, but all business items shall be covered prior to adjournment of the meeting.)

SECTION 4. REGULAR MEMBERSHIP VOTES

At all organization meetings, a minimum of one-third (1/3) of the regular membership, in good standing, shall constitute a quorum for the transaction of business.

SECTION 5. APPEAL OF MEMBERSHIP VOTE

An appeal of the result of a vote may be made within 31 days of the original vote date by written petition signed by no less than ten (10) regular members in good standing. If that is the case, the item that was voted on and appealed must be put up for vote again at the second organization meeting following the appeal.

ARTICLE 5 - DIRECTORS

SECTION 1. DIRECTORS

The Board of Directors shall be comprised of the six (6) elected officers of the corporation. These officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and two (2) board members. The President of the corporation shall act as the Chairman of the Board.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state. Other qualifications for directors of this corporation shall be as follows: (1) All directors of the organization shall be full or family members and hold a valid amateur radio license; 2) shall be nominated and elected by the general membership of the organization.

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duty of the directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
2. Appoint/remove and, except as otherwise provided in these Bylaws, prescribe the duties of all officers and agents of the corporation;
3. Supervise all officers, and agents of the corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these Bylaws;
5. Register their addresses with the Secretary of the corporation, and notices of meetings mailed (either hardcopy or electronic) or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 5. TERM OF OFFICE

Each director shall hold office for a period of one year and until his or her successor is elected and qualifies.

SECTION 6. COMPENSATION

Directors shall serve without compensation.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 8. REGULAR MEETINGS OF THE DIRECTORS

Regular meetings of Directors shall be held monthly at least one week prior to the monthly general membership meeting, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

SECTION 9. SPECIAL MEETINGS OF THE DIRECTORS

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice-President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

1. Regular Meetings. No notice need be given of any regular meeting of the board of directors.

2. Special Meetings. At least one week prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by email, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of email or facsimile notification, the director to be contacted shall acknowledge personal receipt of the email or facsimile notice by a return message or telephone call within twenty four hours of the first email or facsimile transmission.

3. Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 11. VOTING POWERS OF THE CHAIRMAN (PRESIDENT) OF THE BOARD

The Chairman of the Board can only vote to break a tied vote of the Board of Directors.

SECTION 12. QUORUM FOR MEETINGS OF THE DIRECTORS

A quorum shall consist of two-thirds (2/3) of the members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

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

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rule of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 15. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in

office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 16. NON-LIABILITY OF DIRECTORS

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

SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

ARTICLE 6 - OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and two (2) board members. The corporation may also have one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 2. QUALIFICATIONS

Officers shall be of the age of majority in this state. Other qualifications for officers of this corporation shall be as follows: (1) All officers of the organization shall be full or family members and hold a valid amateur radio license; 2) shall be nominated and elected by the general membership of the organization.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the general membership of the organization and each officer shall hold office for a period of one year or until he/she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed with cause, by the Board of Directors and general membership vote of the organization, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President 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 therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

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

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. 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 of Directors. The Vice President shall also be in charge of the monthly meeting programs.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

- * Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

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

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

- * Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

- * Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

- * Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the

Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

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

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

* Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

* Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

* Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

* Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

* Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

* Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

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

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

SECTION 10. ELECTED BOARD MEMBER

The duties of the elected Board Member shall be:

* To over see all special committees established by the Board of Directors and to report any committee meeting minutes to the Board of Directors.

* To act as public relations officers of the organization and to coordinate all communications with ARES, RACES and civil, governmental, or charitable organizations requesting such communications/assistance from the organization members or other volunteers. He/she will establish written policies and procedures regarding the above organization interactions. The elected board member will perform such duties as directed by the Board of Directors and will have voting membership within the Board of Directors.

SECTION 11. AT LARGE BOARD MEMBER

The at large board member shall be filled by the immediate out-going President of the board. If the immediate out-going President is nominated and elected to any of the other board members position the general membership shall nominate and elect the at large board member.

The duties of the at large board member shall be:

* To assist the President in whatever manner he may require.

* To act as the liaison between the Executive Committee and the Board of Directors.

SECTION 12. COMPENSATION

There shall be no compensation for performing the elected position duties.

ARTICLE 7 - COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The corporation shall have such other executive committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board. Members of these committees shall have no voting privileges on the Board of Directors.

SECTION 2. EXECUTIVE COMMITTEE CHAIRPERSON

Chairpersons for these committees will be nominated by the Board of Directors and elected to their positions by a majority vote of the organization members present and voting. Terms of office shall be for one year.

SECTION 3. COMMITTEE TERM

When the next year's officers are installed, the new Board of Directors may re-nominate existing committee chairpersons to the committees on which they already serve, or at it's option, nominate new members to fill the committee chairperson's positions.

SECTION 4. TYPES OF EXECUTIVE COMMITTEES

The following are examples of executive committees that may be required, but are not all inclusive:

1. Technical Committee
2. Hamfest Committee
3. Field Day Committee
4. Membership Committee
5. Nominations Committee
6. Activities Committee
7. Newsletter Committee

SECTION 5. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by

the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 8 - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

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

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be approved by the Board of Directors and the membership prior to payment and signed by the Treasurer and countersigned by the President of the corporation.

SECTION 3. 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 of Directors may select.

SECTION 4. GIFTS

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

ARTICLE 9 - CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

1. Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

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

3. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

4. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

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

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. MEMBERS' INSPECTION RIGHTS

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

1. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.

2. To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.

3. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member. Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

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

SECTION 6. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 10 - IRC 501(c)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time

and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 11 - AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to the power of the members, if any and as stated in the Articles of Incorporation, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors and by vote of the regular members in good standing.

ARTICLE 12 - CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal

Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of twelve (12) preceding pages, as the Bylaws of this corporation.

Dated: May 27, 2002

Norwin Harral,
President/Incorporator

Kevin Thornton,
Vice-President

William Smith,
Secretary/Incorporator

Karen Harral,
Treasurer