

SOUTHWEST INDIAN AGRICULTURAL ASSOCIATION

BYLAWS of SOUTHWEST INDIAN AGRICULTURAL ASSOCIATION, INC. an Arizona non-profit Corporation.

ARTICLE 1 Offices

Section I. Principal Office

- A. The known place of business of the Corporation, which shall also be known as its principal place of business, shall be at the address so designated in the Articles of Incorporation. The address of the Corporation's known place of business may be changed from time to time by the Board of Directors (the "Board") in the manner provided in the Arizona Revised Statutes and without amending the Articles of Incorporation.
8. The Corporation may have offices at such places, both within and without the State of Arizona, as the Board may from time to time determine or the business of the Corporation may require.

ARTICLE 2 Nonprofit Purposes

Section I. IRC Section 501(c)(3) Purposes

The 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 purpose of the organization is to:

- A. Promote the conservation, development, and use of Native American agricultural resources located in the southwestern United States.
8. Provide support for agricultural education among Native American youth and encourage Native American students to pursue higher education in agricultural careers.
- C. Provide technical assistance and training to Native American agricultural producers to enhance skill sets in owning and operating successful agricultural businesses.
- D. Introduce and promote technologies that will improve efficiency and productivity of Native American agricultural resources in the southwestern United States.
- E. Support the preservation of Native American traditions, culture, and identity through the promotion of traditional agricultural practices.
- F. Improve awareness of federal, state and local agricultural programs and assistance available to individual Native Americans and tribes throughout the southwestern United States.

- G. Provide a forum for Native American tribes, businesses and individuals to identify issues and exchange ideas and information of mutual concern for Native American agriculture and agribusiness in the southwestern United States.
- H. Assist in the development of policies that improve opportunities for Native American agriculture to thrive in the southwestern United States.
- I. Advise and work with federal, state, local and tribal governments, educational institutions, businesses, individuals and other organizations to help develop the full potential benefits of Native American agriculture in the southwestern United States.

ARTICLE 3
Members

Section I. Classes and Qualification for Membership; Voting Rights

Classes of Membership in the Corporation are established with qualifications for Membership as follows:

A. Individual Farm/ Individual Livestock Membership

Any Native American farmer or Native American rancher with an interest in furthering the mission and purpose of the Corporation is eligible for Membership. A Native American farmer is defined as a farm grower who farms more than ten (10) acres of land. A Native American rancher is defined as a livestock grower who owns more than ten (10) livestock. Farmer/Rancher Members are eligible to vote in accordance with these Bylaws.

B. Tribal Government - Farm/ Livestock Membership

Any Indian Tribal government, or any subsidiary business, governmental entity, or organization of an Indian Tribal government ("Tribal Entity") with an interest in furthering the mission and purpose of the Corporation is eligible for a Tribal Government Membership. Tribal Government Members are eligible to vote in accordance with these Bylaws. The Tribal Entity shall appoint in writing to the Corporation, the individual who is the representative of the Tribal Entity at the time it becomes a Member and shall update the designation at any time such designation changes. If the representative of the Tribal Entity is no longer employed or associated with the Tribal Entity, such Member's position as representative of the Tribal Entity shall automatically terminate with no further action required by the Tribal Entity except to appoint a new representative of the Tribal Entity. In the event of a vacancy of representative, until an alternate representative is appointed by the Tribal Entity, the Tribal Entity shall have no voting rights and such Membership shall not be included as a Membership for purposes of establishing a quorum.

C. Native American Organization - Farm/ Livestock Membership

Any collective association, corporation, or other organization established by Native Americans for the benefit of Native American farming or livestock with an interest in furthering the mission and purpose of the Corporation is eligible for a Native American Organization Membership. Native American Organization Members are eligible to vote in accordance with these Bylaws. The Native American Organization shall appoint, in writing to the Corporation, the individual who is the representative of the Native American Organization at the time it becomes a Member and shall update the designation at any time such designation changes. If the representative of the Native American Organization is no longer employed or associated with the Native American Organization, such Member's position as representative of the Native American Organization shall automatically terminate with no further action required by the Native American Organization except to appoint a new representative of the Native American Organization. In the event of a vacancy of representative, until an alternate representative is appointed by the Native American Organization, the Native American Organization shall have no voting rights and such Membership shall not be included as a Membership for purposes of establishing a quorum.

D. Associate Membership

Any individual with an interest in furthering the mission and purpose of the Corporation is eligible for Membership. Associate Members are eligible to vote in accordance with these Bylaws.

E. Corporate/Institutional Membership

Any corporation or institution with an interest in furthering the mission and purpose of the Corporation is eligible for a Corporate/Institutional Membership. Corporate/Institutional Members are eligible to vote in accordance with

these Bylaws. The corporation or educational institution shall appoint, in writing to the Corporation, the individual who is the representative of the corporation or educational institution at the time it becomes a Member and shall update the designation at any time such designation changes. If the representative of the corporation or educational institution is no longer employed or associated with the corporation or educational institution, such Member's position as representative of the corporation or educational institution shall automatically terminate with no further action required by the corporation or educational institution except to appoint a new representative of the corporation or educational institution. Until an alternate representative is appointed by the corporation or educational institution, the corporation or educational institution shall have no voting rights.

E. Student Membership

Any student with an interest in furthering the mission and purpose of the Corporation is eligible for Membership. A student is defined as any person who attends an educational institution K-12 through collegiate level. Student Members are not eligible to vote. Students who are 18 and over who wish to also have voting privileges shall apply for membership in another category.

Section 2. Membership Dues

Membership dues and their frequency shall be set by the Board of Directors.

Section 3. Place of Meetings; Presence at Meetings

- A. The Board of Directors may set Member meetings, both regular and special, either within or without the State of Arizona, as designated by the Board of Directors.
- B. Meetings may be held by means of conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to such communication shall constitute presence in person at such meeting.

Section 4. Annual Meeting

The Annual Meeting of the Members shall be during the Southwest Indian Agricultural Association Annual Conference each year in January. The Board of Directors may reset the Annual Meeting date of the Members to an alternate date, provided that the Board of Directors provides at least thirty (30) days prior notice to the Members of the change in date of the Annual Meeting. Notice of the change in date of the Annual Meeting may be provided on the Corporation's website, by email, or by U.S. mail to the Members.

Section 5. Contact Information for Notice

Members shall maintain a current mailing address and email address with the Corporation for purposes of receiving notices. Accommodations for notice may be made by the Board of Directors for any person who does not otherwise have access to email.

**ARTICLE 4
Board of Directors**

Section I. Number of Directors

The business and affairs of the Corporation shall be conducted by a Board of Directors of not less than five (5) nor more than fifteen (15) Board members (not including the Student At-Large Member) and shall be fixed from time to time by resolution of the Board. The Directors, including the Student At-Large shall be elected at the Annual Meeting of the Members of the Corporation; and each Director elected shall hold office until his successor is elected and qualifies.

The Board shall also have a Student Member At-Large position who shall be a non-voting member of the Board of Directors.

Section 2. Qualifications

Any person over the age of eighteen (18) who is also a Member is eligible to serve on the Board of Directors of the Corporation. Any person over the age of fourteen (14) is eligible to serve in the Student Member At-Large position on the Board of Directors.

Section 3. Term of Office

At the initial election of the Board of Directors at the Annual Meeting of the Members, the initial terms of office of the Directors shall be set by the initial Board of Directors for terms that result in substantially equal staggered terms of office during the first three years. For the subsequent elections of the Board of Directors at the Annual Meeting, each Director shall hold office for a period of three (3) years until his or her successor is elected and qualifies.

Section 4. Election of Directors

Directors shall be elected by a majority of the Members at the Annual Meeting of the Members. Voting for the election of Directors shall be by written ballot. Each Member eligible to vote shall be entitled to cast one vote per candidate within the Member's Membership class for each eligible position in that Membership class. The candidates receiving the highest number of votes shall be elected to serve on the Board. To ensure that the Board of Directors is representative of the Membership, the Board of Directors shall be comprised of a minimum number of Directors from the Membership classes as follows:

Native American Individual - Farm	2 Director Positions
Native American Individual - Livestock	2 Director Positions
Tribal Government- Farms	1 Director Position
Tribal Government - Livestock	1 Director Position
Native American Organization - Farms	2 Director Positions
Native American Organization - Livestock	2 Director Positions
Associate	1 Director Position
Corporate/Institutional	1 Director Position
 Student Membership	 1 Position for Student At-Large (Non-Voting)

Provided that the Membership classes are filled on the Board of Directors as stated above, any additional Director positions available may be filled by Members from any of the Membership classes.

Section S. Vacancies and Removal from Office

- A. Subject to any limitations imposed by applicable law, a majority of the members of the Board of Directors who are entitled to vote generally may remove a Director at any time with cause.
- B. Any Director who misses three (3) consecutive meetings without prior notification to one of the officers shall be subject to removal from office by the Board of Directors.
- C. Vacancies, by death, resignation, removal or otherwise, and newly created Directorships resulting from any increase in the authorized number of Directors may be filled by a majority of the Director(s) then in office, though less than a quorum; and the Director(s) so chosen shall hold office until the next annual election and until their successors are duly elected and qualify, unless sooner displaced.
- D. If a Director and/or Officer is no longer employed by or associated with a Tribal government, organization, corporation or educational institution, such Member's position on the Board of Directors shall automatically terminate with no further action required.

Section 6. 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 Corporation, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 7. Compensation

Directors shall serve without compensation except that a reasonable fee may be paid to Directors for attending regular and special meetings of the Board of Directors if approved by the Members. In addition, Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

ARTICLE 4

Officers

Section 1. Designation of Officers

The Officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The Corporation may also have other such Officers with such titles as may be determined from time to time by the Board of Directors.

Section 2. Qualifications

Any Director over the age of eighteen (18) may serve as an Officer of the Corporation.

Section 3. Election and Term of Office

Officers shall be elected by the Board of Directors at the Annual Meeting. Each Officer shall hold office for one (1) year, or until he or 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 a majority of the Board of Directors, 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.

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. Vacancies occurring in any offices 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 unless the Board of Directors establishes a separate position of Chief Executive Officer of the Corporation by Board resolution. The President shall, subject to the control of the Board of Directors, supervise the affairs of the Corporation and the activities of the Officers. The President 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. The President shall preside at all meetings of the Board of Directors. 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.

Section 8. Duties of Secretary

The Secretary shall attend all meetings of the Board and record all the proceedings of such meetings in a book or books to be kept for that purpose and perform such other duties as may be prescribed by the Board. The Secretary shall keep in safe custody the seal of the Corporation, if any, and, if there is a seal of the Corporation, when authorized by the Board, shall affix the same to any instrument requiring it and, when so affixed, it may be attested by the Secretary's signature or by the signature of the Treasurer. The Secretary shall perform such other duties and have such other powers as the Board may from time to time prescribe.

Section 9. Duties of Treasurer

- A. The Treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board. The Treasurer shall perform such other duties and have such other powers as the Board may from time to time prescribe.
- B. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and the Board, at its regular meetings, or when the Board so requires, an account of all transactions of the Treasurer and of the financial condition of the Corporation.
- C. If required by the Board, the Treasurer shall give the Corporation a bond (which shall be renewed every six years) in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of the office of Treasurer and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under the Treasurer's control belonging to the Corporation.

Section 10. Compensation

Officers shall serve without compensation except that Officers shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

ARTICLE 5 Meetings of the Board of Directors

Section I. Place of Meetings

- A. The Board of Directors may hold meetings, both regular and special, either within or without the State of Arizona, as designated by the Board of Directors.
- B. Meetings may be held by means of conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to such communication shall constitute presence in person at such meeting.

Section 2. Regular Meetings

Regular meetings of the Board of Directors shall be held at least quarterly at a date and time to be set by the Board of the Directors.

Section 3. Annual Meeting

The Annual Meeting of the Board of Directors shall be held to correspond with the Annual Meeting of the Members unless otherwise changed by resolution of the Board of Directors.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by any Officer of the Corporation, by any two (2) Directors, or by the Chief Executive Officer of the Corporation with the oral or written consent of one or more Officers of the Corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board of Directors. 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 5. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or requirements of applicable law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- A. *Annual Meetings.* No notice need be given of the Annual Meeting of the Board of Directors if it corresponds with the date of the Annual Meeting of the Members unless it is changed by the Board of Directors to a date that is different from the Annual Meeting of the Members. If the Board of Directors Annual Meeting is changed to be a different date than the Annual Meeting date for the Members, then notice of the change in date of the Annual Meeting of the Board of Directors shall be provided to the Directors by email, facsimile, or U.S. mail.
- B. *Regular Meetings.* Notice of Regular Meetings of the Board of Directors shall be given at least thirty (30) days in advance of a Regular Meeting. Notice shall be provided to the Directors by email, facsimile, or U.S. mail.
- C. *Special Meetings.* At least fourteen (14) calendar days prior notice shall be given by any Officer of the Corporation, by any two (2) Directors, or by the Chief Executive Officer of the Corporation with the oral or written consent of one or more Officers of the Corporation, to each Director of each special meeting of the Board. Such notice may be given by email, facsimile or U.S. Mail, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
- C. *Waiver of Notice.* Whenever any notice of a meeting is required to be given to any Director under the provisions of the Articles of Incorporation, these Bylaws, or any applicable law of this state, attendance at a meeting by a Director shall constitute a conclusive waiver of any objections made by such person with respect to the notice given unless the Director's attendance is solely for the purpose of objecting to notice.

Section 6. Quorum for Meetings

A quorum shall consist of five (5) voting members of the Board of Directors. Except as otherwise provided under the Articles of Incorporation, the Bylaws, or provisions of applicable 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 shall be entertained at such meeting is a motion to adjourn.

Section 7. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President of the Board, or, if no such person has been so designated, or in his or her absence, the Vice-President of the Corporation, or in the absence of each of these persons, by a chosen Director 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 Director or person to act as Secretary of the meeting.

ARTICLE 6
Approval of Actions

Section I. Action at Board Meetings

- A. Every action or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be an action of the Board of Directors.
- B. Any action required or permitted to be taken at a meeting of Directors may be memorialized in the meeting minutes of the Board or by an instrument in writing setting forth such action, which instrument shall be filed at the principal office of the Corporation or with the minutes maintained for meetings of the Board of Directors.

Section 2 Action Without Board Meeting

- A. *Majority Required.* A majority of the Directors may take action without convening a Board Meeting for such purpose in conformance with the requirements of this Section.
- B. *Notice and Approval in Writing Required.* Every action made by a majority of the Directors shall be an action of the Board of Directors, provided that the proposed action is properly noticed and the decision is made and approved in writing by a majority of the Board of Directors and in accordance with the requirements of this Section.
- C. *Method of Providing Notice.* For purposes of this Section, the Board of Directors may be provided written notice of a proposed action requiring decision by the Board of Directors by email, facsimile or U.S. mail.
- D. *Who May Provide Notice.* Any Officer of the Corporation, any two (2) Directors, or the Chief Executive Officer of the Corporation with the oral or written consent of one or more Officers of the Corporation, may provide notice of a proposed action to each Director of the Board of Directors. The Secretary shall always be provided notice of a proposed action for record keeping purposes.
- E. *Voting Period.* Upon notice of a proposed action, any Director may cast his or her vote, provided that no vote shall become final until after five (5) calendar days from the date of the notice, which shall otherwise be known as the "voting period," in order to allow any Director the opportunity to respond and discuss the proposed action with other Directors.
- F. *Director's Right to Object and Require a Meeting.* Within the voting period, any Director may object to the Board of Directors in writing to the notice of proposed action and request that a meeting be held in conformance with the applicable provisions of these Bylaws. In such event, no proposed action shall be approved pursuant to this Section.
- G. *Right to Rescind and Recast Vote.* A Director who casts a vote prior to the expiration of the voting period may rescind an earlier vote and recast his or her vote on or before the last day of the voting period.
- H. *Finality of Vote at End of Voting Period.* After the end of the voting period, the votes shall become final.
- I. *Finality of Vote by Unanimous Consent.* An action shall become final prior to the expiration of the voting period if all Directors unanimously consent to the proposed action by casting their vote in the affirmative. A Director may not rescind or recast a vote if all Directors have voted and approved an action by unanimous consent pursuant to this Subsection I.
- J. *Method to Cast a Vote.* Each Director may cast a vote by providing written notice to all Directors of the Board and the Secretary. A vote by email, facsimile, or U.S. mail, shall be considered a valid method of casting a vote.
- K. *Record Keeping.* All notices and votes shall be provided to the Secretary, and the Secretary shall keep a record of the notice of proposed action and all votes cast and attach such record to the minutes of the next meeting of the Corporation, and include such record in the minutes of the meeting of the Corporation where votes were cast.

ARTICLE 7
Liability, Indemnification and Insurance

Section 1. No Personal Liability of Directors

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

Section 2. Indemnification by Corporation of Directors and Officers

Subject to the further provisions hereof, the Corporation shall indemnify any and all of its Directors, Officers, former Directors, and former Officers, to the full extent permitted under applicable law against all amounts incurred by them and each of them, including but not limited to expenses, legal fees, costs, judgments, fines and amounts paid in settlement which may be actually and reasonably incurred, rendered or levied in any threatened, pending or completed action, suit or proceeding brought against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of his or her duties as a Director or Officer of the Corporation. Whenever any such Director or Officer shall report to the President of the Corporation or the Board of Directors that he has incurred or may incur such amounts, the Corporation shall, within a reasonable time thereafter, determine in a manner consistent with applicable law whether, in regard to the matter involved, such person acted or failed to act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding had no reasonable cause to believe his conduct was unlawful. If the Corporation so determines that such person acted or failed to act in such a manner with regard to the matter involved, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that the Corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall not offer the Corporation the opportunity, at its own expense and through counsel of its own choosing, to defend him in the action, suit or proceeding. Nothing contained herein is intended to limit any right of indemnification or other rights provided by applicable law.

Section 3. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

ARTICLE 8
Committees

Section 1. Executive Committee

- A. The Board of Directors may, by a majority vote of its members, designate an Executive Committee and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the Corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.
8. By a majority vote, the Board may at any time revoke or modify any or all of the executive committee authority so delegated, and fill vacancies on the Executive Committee 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.

Section 2. Other Committees

The Corporation shall have such other committees as may from time to time be designated by 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.

Section 3. 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 and actions by the Board of Directors, with such changes in the context of such Bylaw 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 9

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 signed by the Treasurer, President, or Chief Executive Officer 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 10

Corporate Records, Reports, and Seal

Section 1. Maintenance of Corporate Records

The Corporation shall keep at its principal office or in the possession of an Officer of the Board of Directors:

- A. Minutes of all meetings of Directors, committees of the Board, 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.
- B. 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;
- C. A copy of the Corporation's Articles of Incorporation and Bylaws, which shall be open to inspection at all reasonable times.

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

- A. Every Director shall have the absolute right at any reasonable time to inspect 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 applicable law.
- B. Any inspection under the provisions of this article may be made in person or through an agent or attorney.

Section 4. Periodic Report

The Board of Directors shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state within the time limits set by law.

ARTICLE 11

IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

- A. 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.
- B. 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 501(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.

ARTICLE 12

Amendment of Bylaws

These Bylaws may be altered or repealed at any meeting of the Members if notice of such alteration or repeal is contained in the notice of such meeting.

ARTICLE 13

Construction and Terms

- A. 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.
- B. 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.
- C. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation filed with an office of this state and used to establish the legal existence of this Corporation.
- D. 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

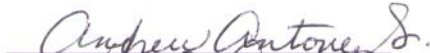
We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws as the bylaws of this corporation.

Signed:


Date:


Homer Marks, Sr. - President

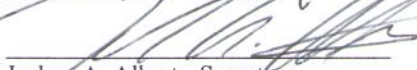
12/04/21


Andrew Antone, Sr. - Vice President

12-04-2021


Michael Lejero - Treasurer

12/04/21


Joshua A. Albert - Secretary

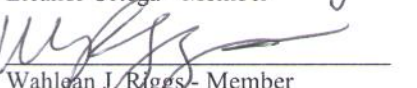
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Dorothy Sunna - Member

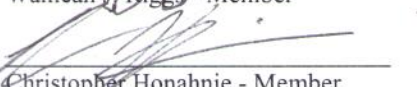
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Eleanor Ortega - Member

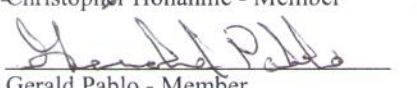
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Wahlen J. Riggs - Member

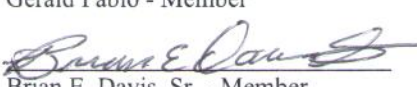
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Christopher Honahnie - Member

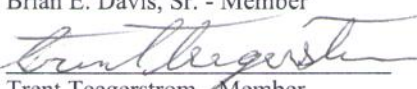
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Gerald Pablo - Member

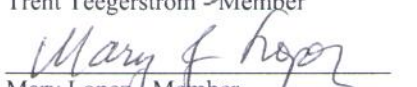
12/4/2021


Brian E. Davis, Sr. - Member

12/4/21


Trent Teegerstrom - Member

12/4/21


Mary Lopez - Member

01/22/2022