

BYLAWS OF CULTURE SHOCK LAS VEGAS, INC.

ARTICLE I NAME, PURPOSE, AND OFFICE

Section 1. Name

The name of this corporation, which is a Nevada nonprofit corporation, is "CULTURE SHOCK LAS VEGAS", hereinafter referred to as the "corporation."

Section 2. Purpose

The purpose of the corporation is to provide dance training, educational, cultural and community enrichment programs to all people, especially to underprivileged youth in Clark County, NV., as well as to engage in any other activities allowed by law.

Section 3. Principal Office

The principal office of the corporation hereby is fixed and located in the City of Las Vegas, County of Clark, State of Nevada. The Board of Directors ("Board") hereby is granted full power and authority to change said principal office from one location to another within the County of Clark. Any such change of location may be noted in the Bylaws by the secretary opposite this Section 3, or this Section 3 may be amended to state the new location.

ARTICLE II MEMBERSHIP

Section 1. Number

The Corporation shall have as many members as set forth by the Board of Directors. The Board of Directors may, by appropriate resolution, from time to time, define and establish auxiliaries, friends, and other support groups for the Corporation. None of such auxiliaries, friends or groups, or the constituents thereof, shall be or have the rights and privileges of a "member" with respect to the Corporation as such is defined under Nevada nonprofit corporation law.

Section 2. Qualifications

Qualifications for membership shall be set by the Board of Directors.

Section 3. Rights

The members shall have the right to vote on the election of the Directors of the Corporation, on the disposition of all or substantially all of the assets of the corporation, on a merger of the Corporation, or on a dissolution of the Corporation, and on such other matters which are required to be approved or ratified by members under Nevada

corporate law. Should there ever be no members, all rights which would otherwise vest in the members shall vest in the Board of Directors.

Section 4. Freedom from Liabilities

The members shall not be liable for dues, assessments, debts, liabilities, acts or obligations of the Corporation.

Section 5. Annual Meeting

An annual meeting of the members shall be held in the month of June each year for the purpose of electing Directors and the transaction of such other business as may properly be brought before the meeting.

Section 6. Special Meetings

Special meetings of the members may be called and noticed in the same manner as for special meetings of the Board of Directors.

Section 7. Conduct of Meeting.

Sections 9 through 13 of Article III shall apply to meetings and actions of the members just as they apply to meetings and actions of the Board of Directors.

Section 8. Associates

Nothing in this Article II shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Nevada corporate law. The corporation may confer by amendment of its Articles of Incorporation or of these Bylaws some or all of the rights of a member, as set forth under Nevada corporate law, upon any person or persons who do not have the right to vote for the election of Directors or on a disposition of substantially all of the assets of the corporation or on a merger or a dissolution or on changes to the corporation's Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of Nevada corporate law.

Section 9. Honorary Members

Subject to Section 8 of this Article II, the Board of Directors may, from time to time, authorize the corporation to recognize such persons as the Board may determine, by class or by name, and for a term to be determined by the Board, as honorary members of the corporation, taking into account, among other factors, meritorious services rendered and generous donations made to the corporation. Honorary members shall not be members and shall have no rights of membership. The rights, duties, and privileges of honorary members if any, shall be established by the Board of Directors.

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers

Subject to the limitations as provided by these Bylaws, the Articles of Incorporation and Nevada corporate law, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without limiting the foregoing, the Board shall have the following powers:

- (a) To select and remove any and all officers, agents, and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with Nevada corporate law, the Articles of Incorporation or these Bylaws, fix their compensation, and require from them security for faithful service;
- (b) To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations, policies and procedures, therefore not inconsistent with law, the Articles of Incorporation or these Bylaws, as they may deem best;
- (c) To borrow money and incur indebtedness for the purposes of the Corporation and to cause to be executed and delivered therefore in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.
- (d) To appoint an Executive Committee, and other committees, and to delegate any of the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, subject to the limitations set forth in Section 1 of Article V of these Bylaws.

Section 2. Number, Compensation, and Qualifications of Directors

- (a) The Authorized number of Directors of the corporation shall be not less than three (3) and not more than twenty (20). The exact number of Directors shall be fixed from time to time, within the limit specified in these Bylaws or the Articles of Incorporation, by means of a written resolution of the members.
- (b) No director shall be compensated by a regular salary from the corporation for his or her services as such.

Section 3. Selection and Term

At a meeting of the Board following the adoption of the Bylaws, the original Board of Directors shall hold an initial term of two (2) years, commencing June 1, 1998. The intent of the corporation is to elect its Directors for two (2) year terms. Board members shall be elected to serve a two (2) year term commencing June 1, 1998. The Directors

shall hold office until their respective initial terms have expired. Thereafter, the Board shall elect a number of Directors equal to the number of Directors whose terms have expired, for a full term of two (2) years commencing June 1, of the year elected. Each Director shall serve for a term of two (2) years from the date of expiration of the term of the Director to whose office he or she succeeds or until the occurrence of one of the events specified in Sections 14 or 15 of this Article III, whichever first occurs. Any Director elected to succeed a Director who leaves or is removed from office for any reason prior to expiration of his or her term shall serve the balance of that term. Directors may be elected at any regular or special meeting of the Board of Directors duly called and held. Upon the completion of the two year terms, each Board member may resubmit his/her name for re-election as a member of the Board, if he/she so chooses.

Section 4. Board Member Responsibilities

In addition to other provisions within these Bylaws, Board members shall have the following responsibilities:

Board Meetings Frequency of Board meetings shall be determined by the Board of Directors in any given year. All Board Members will receive notification one week prior to each meeting. Board Members are required to attend a minimum of 2/3 of all meetings per year.

Events & Activities Members must attend at least one special event each year.

Financial or In-Kind Contributions

Each Board Member will have the responsibility of contributing or providing access to a minimum donation of \$1,000 in cash and/or In-Kind contributions during his/her respective tenure.

Members may send representatives to justify their attendance at the above events. Representatives, however, will not be able to vote for the absent Board Member at Board meetings.

Section 5. Vacancies

All vacancies on the Board of Directors shall be filled by a majority of the remaining Directors. Each Director so elected to fill a vacancy shall hold office for the remainder of the predecessor's unexpired term and until the election of a successor at the annual organization meeting of the members or at a special meeting of the members called for that purpose. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the death, resignation or removal of any Director; upon the failure of any Director to attend at least sixty six and two thirds percent (66 2/3%) of the regular Board meetings in any two year period, upon any Director's unexcused absence from two (2) consecutive regular Board meetings within a one year period; whenever the fixed number of Directors is increased; upon the expiration of the term of office of any Director; or upon the failure of the Directors, at any regular or special meeting at which

any Director or Directors are elected, to elect the full number of Directors to be voted for at that meeting. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the remaining Directors shall elect a successor to take office when the resignation is to become effective. No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

Section 6. Place of Meeting

All meetings of Directors shall be held at the principal office for the transactions of business of the corporation, or at any other place within or without the State of Nevada which may be designated by the Board of Directors.

Section 7. Annual Meetings

The annual organizational meeting of the Board of Directors shall be held in the month of June.

Section 8. Regular Meetings

Regular meetings of the Board shall be held at such times as shall be determined by the Board of Directors at the annual meeting.

Section 9. Special Meetings

Special meetings of the Board of Directors shall be held whenever called by the Chairperson, or by one or more members of the Executive Committee.

Section 10. Notice of Special Meetings

Subject to the provisions of Section 3 of Article VI of these Bylaws, concerning adoption of new Bylaws or amendment or repeal of these Bylaws, notice of the time and place of each special meeting of the Board of Directors shall be given to each Directors at least forty-eight (48) hours before the date of the meeting if delivered personally or by telephone or facsimile, and at least four (4) days before the date of the meeting if given by first class mail, charges prepaid, addressed to the Director at the address as it is shown upon the records of the corporation, or if it is not shown on such records, or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. Whenever any Director has been absent from any special meeting of the Board of Directors, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such special meetings was given to such Director as required by these Bylaws and as may be required under Nevada nonprofit corporation law.

Section 11. Adjournment

A majority of the Directors, whether or not a quorum is present, may adjourn any Board meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given prior

to the time of the adjourned meeting to Directors who were not present at the time of the adjournment of the meeting.

Section 12. Quorum

60% of Board Members shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinbefore provided. 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 shall be the act of the Board. The Directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of Directors to leave less than a quorum, provided that any action taken (other than adjournment) is approved by a majority of the required quorum for such a meeting. A Director may designate a representative to attend a meeting of the Board in his/her place, and the presence of such a representative shall count towards the attendance requirements of Directors referenced in Article III, Section 4, above, but no such representative shall be entitled to vote on any action or decision of the Board.

Section 13. Consent For Meeting not Regularly Called

The transactions of the Board at any meeting, however called an noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if all Directors entitled to vote at a meeting consent by:

(a) signing a writing consent thereto; (b) presence at the meeting and oral consent entered in the minutes; or (c) taking part in the deliberations at the meeting without objection. All such consents shall be filed with the corporate records or make a part of the minutes of the meeting.

Section 14. Action Without Meeting

Any action required or permitted to be taken by the Board of Directors under the provisions of the Nevada nonprofit corporation law or as provided for in the Articles of Incorporation or these Bylaws, may be taken without a meeting if, before or after the action, a written consent thereto is signed by a majority of the Directors. If a vote of a greater proportion of the Directors is required for an action, then the greater proportion of written consent is required.

Such written consent or consents shall be filed with the Minutes of the proceeding of the Board. Such action be written consent shall have the same force and effect as a unanimous vote of such Directors.

Section 15. Removal

Any of the Directors may be removed, with or without cause by the Board Members.

Section 16. Resignation

Any Director may resign at any time by giving written notice of such resignation to the Board, unless there would be no Director left in charge of corporate affairs upon resignation by said Director. Such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 17. Non-Liability of Directors

Subject to compliance with the provisions of Sections 18 and 19 of this Article III, no Director shall be personally liable for the debts, liabilities or other obligations of the corporation.

Section 18. Indemnity for Litigation

The corporation shall have and hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, officer, or employee or other agent of the corporation, to the full extent allowed under the provisions of Section 78.751 of the Nevada Revised Statutes relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Directors determines and finds to be reasonable, or, if required by law, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

Section 19. Standard of Conduct

A Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, books of account or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the corporation whom the Director reasonably believes to be reliable and competent in the matters prepared or presented;
- (b) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within such person's professional or expert competence; or
- (c) A committee of the Board of Directors upon which the Director relying thereon does not serve, established in accordance with these Bylaws and Nevada nonprofit corporation law as to matters within the committee's designated authority and matters on which the committee is reasonably believed to merit confidence.

Provided, that in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 20. Self-Dealing Transactions

No contract or other transaction between the corporation and one or more of its Directors or officers, or between the corporation and any corporation, firm or association in which one or more of the Directors or officers are directors or officers or are financially interested, is void or voidable solely for this reason or solely because any such Director or officer is present at the meeting of the Board of Director or a committee thereof which authorizes or approves the contract or transaction, or because the vote or votes of common or interested Directors are counted for such purpose, if any of the circumstances specified below exist:

- (a) The fact of the common directorship or financial interest is disclosed or known to the Board of Directors or committee and noted in the minutes, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a vote sufficient for the purpose without counting the vote or votes of the common or interested Director or Directors.
- (b) The fact of the common directorship or financial interest is disclosed or known to the members and they approve or ratify the contract or transaction in good faith by a vote sufficient for the purpose. The votes of the common or interested Director or officers must be counted in any such vote of the members.
- (c) The fact of the common directorship or financial interest is not disclosed or known to the Director or officer at the time the transaction is brought before the Board of Directors of the corporation for the action.

Under all circumstances, the contract or transaction must be fair as to the Corporation at the time it is authorized or approved.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies a contract or transaction, and if the votes of the common or interested directors are not counted at the meeting, then a majority of the disinterested Directors may authorize, approve or ratify the contract or transaction.

Section 21. Investment Limitations

Except as otherwise expressly provided in this Section 21, in investing, reinvesting, purchasing, acquiring, exchanging, selling an managing the corporation's investments, the Board of Directors, any committee having the authority of the Board in this regard, or any investment counsel acting subject to the direction of the Board in this regard shall do the following:

- (a) Avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income as well as the probable safety of the corporation's capital;
- (b) Comply with additional standards if any, imposed by the Articles of Incorporation, these Bylaws or the express terms of an instrument or agreement pursuant to which the assets were contributed to the corporation.

No investment of the corporation's assets violates this Section 21 where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the corporation. Further, no investment violates this Section 21 or Section 1 of Article III of these Bylaws with regard to the standard of conduct of the Board of Directors, where it conforms to provisions requiring such investment contained in an instrument or agreement pursuant to which the assets were contributed to the corporation. In carrying out its duties under this Section 21, the Board of Directors, any committee having the authority of the Board in this regard, or any investment counsel acting subject to the direction of the Board in this regard, shall be governed by the provisions of Section 18 of Article III of these Bylaws with regard to the Board of Directors standard of conduct.

Section 22. Conflict of Interest Policy

In the case that an issue presents a Board Member with a material conflict of interest, it is his/her responsibility to notify the board of such conflict and to abstain from voting or acting on such issue.

Failure of a Board Member to notify the Board of a material conflict of interest shall be cause for termination of that Member from the Board by the Members.

Section 23. Advisory Board

The Board may appoint an Advisory Board which shall consist of non-directors. The Board shall elect the chairman of the Advisory Board. The Advisory Board shall operate to advise the Board of Directors. It shall have no legal authority to act for the corporation, but shall report its findings and recommendations to the Board of Directors.

ARTICLE IV OFFICERS

Section 1. Officers

The officers of the corporation shall be a Chairperson of the Board, Vice-Chairperson(s) of the Board, a Secretary and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, one or more Assistant Secretaries, one or more assistant Treasurers (Chief Financial Officers) and such other officers and honorary officers as may be desired by the Board of Directors. One person may hold two or more offices, except that neither the Secretary nor the Treasurer may concurrently serve as a chairperson(s).

Section 2. Election

The officers of the corporation and such officers as may be appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually by the Board of Directors. Each officer shall hold his or her office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be appointed and qualified.

Section 3. Subordinate Officers

The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

Section 4. Removal and Resignation

Any officer may be removed with or without cause by a majority vote of the Directors at any regular or special meeting of the Board. Any officer may resign

at anytime by giving written notice to the Board of Directors, the chairperson(s) or the Secretary of the corporation.

Section 5. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

Section 6. Chairperson of the Board

The Chairperson of the Board, if present, shall preside at all meetings of the Board of Directors and Executive Committee, appoint the chairpersons of all committees, serve as a ex-officio member of all committees, and exercise and perform such other powers and duties as may from time to time be assigned by the Board of Directors. The Chairperson of the Board can be compensated for his or her services as determined by the Executive Committee. The Board in its discretion may appoint one or more Co-Chairpersons of the Board.

Section 7. Vice-Chairperson(s) of the Board

The Board of Directors may, in its discretion, appoint up to two Vice-Chairpersons of the Board. In the absence or disability of the Chairperson of the Board, a Vice-Chairperson of the Board shall perform all of the duties of the Chairperson of the Board, and when so acting shall have all of the powers of, and be subject to all the restrictions upon, the Chairperson of the Board. A Vice-Chairperson of the Board shall have such other powers and perform such other duties as from time to time may be prescribed for the Vice-Chairperson by the Board of Directors or by the Bylaws. If there are two Vice-Chairpersons of the Board, the Board shall designate which of the two Vice Chairpersons shall act in place of the Chairperson of the Board. A Vice-Chairperson of the Board shall not be compensated for his or her services as such.

Section 8. Secretary

The Secretary shall keep or cause to be kept a book of Minutes at the principal office, or such other place as the Board of Directors may order, of all meetings of the Board of Directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice thereof given, the names of those present and the proceedings thereof. The Secretary shall keep the seal of the corporation in safe custody, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or these Bylaws.

Section 9. Treasurer (Chief Financial Officer)

The Treasurer shall perform such duties in connection with the administration of the financial affairs of the corporation as the Board of Directors or the

Chairperson(s) shall assign to him or her. All monies of the corporation shall be kept in such bank or banks or other depository or depositories as the Board of Directors from time to time may direct or approve of. The Treasurer shall give such bond, with such security, as the Board of Directors from time to time may require. The Board of Directors may appoint an Assistant Treasurer (Assistant Chief Financial Officer) with all or any of the powers and duties of the Treasurer.

ARTICLE V COMMITTEES

Section 1. Committees.

The Chairperson of the Board may appoint, subject to Board approval, an Executive Committee and any other committees, for such tenure and such purposes as the Board may from time to time determine. The Executive Committee and any other committee having the authority of the Board shall be comprised of at least one (1) Director and any other persons designated by the Board, and may be delegated any of the powers and authority of the Board in the management of the business and affairs of the corporation, except the following:

- (a) The approval of any action for which Nevada non-profit corporation law requires the approval of the members of a corporation.
- (b) The election, appointment or removal of any member of any committee or any Director or officer of the Corporation or the filling of vacancies on the Board or in any committee which has the authority of the Board.
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee.
- (d) The amendment, alteration or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment, alteration or repeal of any resolution of the Board unless it provides by its express terms that it may be amended, altered or repealed by a committee.
- (f) The appointment of corporate funds to support a nominee for director after there are more people nominated for Director than can be elected.
- (g) The authorization for the voluntary dissolution of the corporation or revocation of proceedings therefore.
- (h) The adoption of a plan of merger or a plan of consolidation with another corporation.
- (i) The authorization of the sale, lease or exchange of all of the property and assets of the Corporation or the adoption of a plan for the distribution of the assets of the Corporation.
- (j) The approval of any self-dealing transaction except as permitted in Section 19 of Article III of these Bylaws.

Section 2. Executive Committee

The Executive Committee shall be a standing committee and shall consist of the Chairperson (s), Vice Chairperson (s), Secretary and Treasurer, and such other Directors or members as shall be appointed from time to time. The Executive Committee shall have the power and duty to conduct such affairs of the corporation and to exercise such powers as may be delegated to it by the Directors at such times as the Board is not in session. The Executive Committee, inter alia, may review each Board Member's performance annually, and recommend to the members that a Board Member be removed by the members at large. The Executive Committee shall hold such meetings as shall be directed by the Board of Directors or called by the Chairperson of the Board at such times and places as may be convenient to conduct business. Each committee member shall have one vote and all matters shall be decided by a majority vote. A majority of the committee shall constitute a quorum. A member of the committee may not vote by proxy. All actions taken by the Executive Committee shall be reported at the next regular meeting of the Board of Directors.

Section 3. Other Standing Committees

The Board may designate standing committees of the corporation, which shall be appointed for a term of one (1) year, but with the privilege of reappointment. Unless otherwise specifically authorized by the Board, these committees shall act subject to Board approval. Presently, the standing committees and their corporations include, but are not limited to the following:

Nominating Identifying and recommending new Board Members to Executive Committee. Annual evaluation of Board Members participation. Orientation of new Board Members. Consists of: The Chair; three Board Members.

Finance Incorporating Board objectives into the development of budget. Monitoring record keeping, fundraising. Consists of Treasurer; the Chair, One Board Member

Executive Oversee the implementation of Culture Shock Las Vegas and its Future Shock program. Consists of the Chair; Vice Chair(s), Secretary; Treasurer.

Education Oversee the development of programs and guidelines for Educational events and Scholarship program. Consists of up to nine Board Members.

Special Projects/

Productions Oversee the development of programs and guidelines for special events and productions. Consists of up to nine Board Members.

Youth Programs Oversee's the development of programs, guidelines, for youth membership groups.

Section 4. Advisory Committees

The Board of Directors may appoint one or more advisory committees each consisting of Directors, non-directors, or Directors and non-directors. Advisory committees shall have no legal authority to act for the corporation, but shall report their findings and recommendations to the Board of Directors.

ARTICLE VI MISCELLANEOUS

Section 1. Checks Drafts, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 2. Execution of Contracts

The Board of Directors may authorize any officer or officers or agent or agents to enter into any contract or execute any contract or any instrument in the name of and on behalf of the Corporation and may determine the manner of such execution. Such authority may be general or confined to specific instances, and, unless so authorized by the Board of Directors, 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 for any purpose or in any amount. Provided, that any such contract or instrument between the Corporation and any third person, when signed by the chairperson (s) or any Vice-chairperson (s) and the Secretary or the Treasurer of the Corporation, shall be valid and binding upon the Corporation in the absence of actual knowledge on the part of said third person that the signing officers had no authority to execute the same.

Section 3. Amendment of Bylaws

New Bylaws may be adopted or these Bylaws may be amended or repealed by either

- (i) A vote of a majority of the Directors at any meeting of the board of Directors, provided, however, that written notice of any such

adoption, repeal or amendment shall be delivered personally or given by first-class mail to all Directors at least fifteen (15) days prior to the date of any such meeting, or

- (ii) Action of the Board of Directors by written consent. Notwithstanding the foregoing, no provision of Article II, Article III, or this Section 3 of Article VI may be amended or repealed without the additional affirmative vote of the members.

Section 4. Exempt Activities

Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, and its Regulations as they now exist or as they may hereafter be amended. Without in any way limiting the comprehensive nature of the foregoing, the Corporation shall not have the power to, and shall not do any act or conduct any activity, plan, scheme, design or course of conduct which in any way conflicts with the following specific prohibitions:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of any Director, officer or private person.
- (b) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting, to influence legislation.
- (c) The Corporation shall not, either directly or indirectly participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (d) If applicable, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the United States Internal Revenue Code of 1954, as amended (the "IRC").
- (e) The Corporation shall not engage in any act of self-dealing as defined in IRC Section 4941 (d).
- (f) The Corporation shall not retain any excess business holdings as defined in IRC Section 4943 (c).
- (g) The Corporation shall not make any investments in such manner as to subject it to tax under IRC Section 4944.
- (h) The Corporation shall not make any taxable expenditures as defined in IRC Section 4945 (d).