

Bylaws of
The Minuteman Foundation, Inc.
A Nevada Nonprofit Public Benefit Corporation

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Article 1. NAME OF CORPORATION

Section 1.01

The name of this corporation is The Minuteman Foundation (the "Corporation").

Article 2. OFFICES OF THE CORPORATION

Section 2.01 *Principal Office*

The principal office for the transaction of the activities and affairs of the Corporation ("principal office") is located at 2831 Scotts Valley Drive, in the City of Henderson, County of Clark, Nevada. The Board of Trustees may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on the copy of these Bylaws maintained in the corporate minute book opposite this Section, or this Section may be amended to state the new location.

Section 2.02 *Other Offices*

The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

Article 3. PURPOSES AND LIMITATIONS

Section 3.01 *General Purposes*

- A. This Corporation is a nonprofit public benefit corporation formed under Chapter 82 of the Nevada Revised Statutes (NRS), and is not organized for the private gain of any person.
- B. This Corporation is organized under Chapter 82 of the Nevada Revised Statutes (NRS), exclusively for the purpose of providing services specifically designed to meet, in a significant manner, the physical or social needs of elderly persons and other charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code in effect on October 1, 1991 or the corresponding provision of any future United States internal revenue law. The Corporation may engage in any lawful activity in furtherance of such purposes.

Section 3.02 *Specific Purposes*

Within the context of the general purposes stated above, this corporation shall have the power and authority to engage in the activities and services more particularly described in the Articles of Incorporation and other charitable or educational services of a similar nature that are not prohibited by Article 3 Section 3.03 below.

Section 3.03 *Limitations*

- A. Notwithstanding any other provision of these Bylaws, this Corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on
 - i. by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code in effect on October 1, 1991 or the corresponding provision of any future United States internal revenue law, or

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- ii. by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code in effect on October 1, 1991 or the corresponding provision of any future United States internal revenue law.
- B. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.
- C. All assets of this Corporation are irrevocably dedicated to the purposes set forth in Article 3 above. No part of the net earnings of this corporation shall inure to the benefit of any of its trustees, officers, private shareholders or members, or to individuals.

Article 4. MEMBERS

Section 4.01 Members

The Corporation shall not have any capital stock or members, as the term "members" is defined in Nevada Revised Statutes (NRS) 82.231. Any action which would otherwise require approval by a majority of members or approval by the members shall require only approval of the Board of Trustees. All rights which would otherwise vest in the members shall vest in the Board of Trustees.

Article 5. TRUSTEES

Section 5.01 General and Specific Powers

- A. **General Corporate Powers.** The business and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Trustees. Subject to the limitations expressed in Article 6, Section 6.02 below (relating to limitations on the delegation of authority to committees), the Board may delegate the management of the activities of the Corporation to any person or persons or committee, provided that notwithstanding any such delegation the activities and affairs of the Corporation shall continue to be managed and all corporate powers shall continue to be exercised under the ultimate direction and control of the Board.
- B. **Specific Powers.** Without prejudice to the general powers set forth in Article 5, Section 5.01 above of these Bylaws, but subject to the same limitations, the Board of Trustees shall have the power to:
 - i. With exception of Founding Officers/Trustees, appoint and remove, at the pleasure of the Board, all the Corporation's officers, agents, contractors, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.
 - ii. Change the principal office or the principal office in Nevada from one location to another: cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside Nevada for holding any meeting of members.
 - iii. Adopt and use a corporate seal.
 - iv. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

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- v. Fill vacancies on the Board of Trustees or on any committee appointed by the Board.
- vi. Open bank accounts on behalf of the Corporation and designate signatories to such bank accounts.
- vii. Bring and defend actions on behalf of the Corporation so long as the action is, in the estimation of the Board, pertinent to the operations of the Corporation and its charitable mission and purposes.
- viii. Contract for and pay premiums for insurance and bonds, including indemnity bonds, which may be necessary or appropriate for the business and activities of the Corporation.
- ix. Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.

C. **Limitations on Powers.** The foregoing statement of powers notwithstanding, the Board of Trustees shall not engage in or undertake any of the following actions:

- i. **Transactions Involving Interested Trustees or Officers.** Notwithstanding the powers conferred on the Board pursuant to Section 5.01, and Section 4.01 hereof, this Corporation shall not engage in any transaction as defined in NRS 82.226, unless the transaction has been approved by one of the means specified in NRS 82.226 (1)(d). Nothing herein shall prohibit the Corporation from compensating a trustee, any entity with which a trustee is affiliated, for services or supplies furnished to the Corporation in a capacity other than as a trustee pursuant to a contract or agreement with the Corporation, provided such trustee's interest was made known to the Board prior to entering into such contract and such contract was approved by a Board majority, excluding the interested trustee.
- ii. **Transactions Between Corporations Having Common Trusteeships.** Unless it is established that the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified, this Corporation shall not enter into a contract or transaction with any other corporation, association or entity in which one or more of the Corporation's trustees are trustees unless the material facts as to the transaction and the trustee's common trusteeship are fully known or disclosed to the Board. The Board must approve, authorize or ratify any such contract or transaction in good faith and by a vote sufficient without counting the vote of the common trustee(s).
- iii. **Loans to Trustees or Officers.** This Corporation shall not make any loan of money or property to, or guarantee the obligation of, any trustee or officer. This provision shall not apply to any reasonable advance on account of expenses anticipated to be incurred in the performance of the trustee's or officer's duties.
- iv. **Standards for Investment.** Pertaining to the investment, reinvestment, purchase, acquisition, exchange, sale and management of the Corporation's investments, the Board shall:
 - 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; and
 - b. Comply with additional standards, if any, imposed by the Articles of Incorporation, these Bylaws, any resolutions duly adopted by the

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Board, or the express terms of any instrument or agreement pursuant to which the invested assets were contributed to the Corporation.

- v. **Limitations Imposed by Charitable Tax Status.** The Board shall manage the business and affairs of this Corporation in a manner which is consistent with the requirements for maintaining its tax exempt status, as summarized in Article 3 Section 3.03.
- vi. **Restriction on Compensation of Trustees and Officers.** The trustees and officers of this Corporation shall serve without compensation for their services as trustees or officers; provided, however, that upon approval by the Board of Trustees, trustees and officers may be reimbursed for actual out-of-pocket expenses upon presentation of a proper invoice or other appropriate evidence of the expenses incurred.

Section 5.02 Authorized Number

- A. **Authorized Number.** The Board of Trustees shall consist of at least three (3) but no more than twenty-five (25) trustees until these bylaws are changed by the Board of Trustees. The exact number of Trustees shall be fixed, within those limits, by a resolution duly adopted by the Board of Trustees. The initial number of Trustees shall be eleven (11) until changed as provided for in this Article 5, Section 5.02
- B. **Qualifications.** To be eligible to serve on the Board of Trustees, a candidate must 19 years of age, be either a resident of the community or a person whom the Board determines to have qualifications, skills or resources that will benefit the Corporation and its mission. Additional qualifications for trustees may be established by the Board of Trustees of the Corporation, from time to time, by resolution of the Board. A majority of the Trustees shall be residents of Sun City Anthem.

Section 5.03 Restriction on Interested Persons as Trustees

No more than 49 percent of the persons serving on the Board may be interested persons. An interested person is:

- i. any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor or otherwise excluding any reasonable compensation paid to a trustee as trustee; and
- ii. any brother, sister, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 5.04 Designation and Term of Office

- A. **Appointment of Initial Trustees; Creation of Staggered Terms of Office.** The initial eleven (11) trustees shall be designated by the Founding Officers/Trustees of The Minuteman Foundation, Inc., a Nevada Nonprofit Public Benefit corporation formed under Chapter 82 of the Nevada Revised Statutes (NRS). With the exception of the Founding Officers/Trustees who are listed in the Articles of Incorporation, and whose term shall be ten (10) years, in order to provide continuity of leadership for the Corporation, trustees shall serve for staggered terms, and in order to establish the process of staggered terms, at the first organization meeting of the Board, the initial trustees shall agree among

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themselves, or in the alternative, draw straws to determine which four initial trustees shall hold office for a term of two (2) years and which five initial trustees shall hold office for a term of three (3) years and until his or her successor has been elected and qualified.

- B. **Election of Successor Trustees and Terms of Office.** Following appointment of the initial Board of Trustees, all subsequent trustees shall be elected by the members of the Board of Trustees of the Corporation and as provided for herein. Trustees elected to serve on the Board may hold office for a maximum of three terms.
- C. **Limitation on Consecutive Terms of Office.** Any trustee may be elected for up to three (3) consecutive terms of office, but having served for three consecutive terms, a person cannot reapply or be appointed by the Board until a period of at least one (1) year has elapsed since his or her last full term of office.
- D. Except for the Founding President and Founding Treasurer, whose terms are 10 years and who may serve up to three (3) terms, all other officers shall be elected each year, however they can serve no longer than their term as a trustee.

Section 5.05 *Vacancies on Board*

- A. **Events Causing Vacancy.** A vacancy or vacancies on the Board shall exist on the occurrence of the following:
 - i. The declaration by resolution of the Board of a vacancy in the office of a trustee who has been declared of unsound mind by an order of court, convicted of a felony, or found by a final order or judgment of any court to have breached a duty;
 - ii. The vote of a majority of the trustees to remove any trustee(s);
 - iii. The increase of the authorized number of trustees;
 - iv. Or the resignation of a trustee.
- B. **Resignation of Trustees.** Except as provided below, any trustee may resign by giving written notice to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a trustee's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective on a later date.
- C. **Filling Vacancies.** Vacancies on the Board may be filled by the vote of a majority of the trustees then in office, whether or not less than a quorum or by a sole remaining trustee.
- D. **No Vacancy on Reduction of Number of Trustees.** No reduction of the authorized number of Trustees shall have the effect of removing any trustee before that trustee's term of office expires.

Section 5.06 *Trustee's Meetings*

- A. **Place of Meetings.** Meetings of the Board shall be held at any place within or outside Nevada that has been designated from time to time by resolution of the Board or in the notice of the meeting or, if not designated, at the principal office of the Corporation.
- B. **Meetings by Telephone or Use of Electronic Communications Equipment.** Meetings of the Board may also be held through the use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting pursuant to this subparagraph B shall constitute presence in person at the meeting so long as all of the following conditions are satisfied:
 - i. each trustee participating in the meeting can communicate with all of the other participating trustees concurrently;

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- ii. each trustee is provided the means of participating in all matters coming before the Board, including the capacity to propose, or to interpose objections, to specific proposals or actions to be taken by the Corporation; and
 - iii. the Corporation adopts and implements some means of verifying that the persons participating in the meeting are, in fact, trustees; and that all statements, questions, actions or votes made during the meeting are made by a trustee and not by some other person.
- C. **Annual Meeting.** The Board shall hold a regular meeting for purposes of organization, election of officers, and transaction of other business. The annual meeting shall be scheduled in the month of February of each year at a date, time and location determined by the Board and stated in the notice of the meeting.
- D. **Other Regular Meetings.** Other regular meetings of the Board may be held without call or notice at such time and place as the Board may fix from time to time. To facilitate the planning of individual trustees, the Board shall endeavor to schedule the dates for regular meetings for the forthcoming year at each year's organizational meeting.
- E. **Special Meetings.** Special meetings of the Board for any purpose may be called at any time by the chairperson of the Board, if any, the President or any Vice President or the Secretary or any two trustees.

Section 5.07 Notice; Manner, Time and Contents

- A. **Manner.** Meetings of the Board shall be held upon at least four (4) days notice by first-class mail or forty-eight (48) hours notice given personally or by telex, facsimile, electronic mail, or other similar system or technology designed to record and communicate messages. Notices of meetings shall be addressed or delivered to each trustee at such trustee's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the trustee for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place where the meetings of the trustees are regularly held.
- B. **Time of Receipt of Notice.** Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient.
- C. **Contents of Notices.** The notice shall state the time of the meeting and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting, although it shall be the practice of this Corporation to have an agenda listing items intended to be presented for action at the meeting accompany the notice of the meeting so that the trustees can properly prepare for such actions.

Section 5.08 Quorum; Content and Subsequent Withdrawal

- A. **Minimum Quorum Requirement.** A majority of the authorized number of Trustees shall constitute a quorum for the transaction of business, other than entertaining a motion to adjourn. In the case of adjournment, a majority of the trustees present, whether or not a quorum is present, can vote to adjourn.
- B. **Effect of a Trustee's Subsequent Withdrawal During Meeting.** A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of a sufficient number of Trustees to defeat a quorum, as long as any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

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- C. **Requirements for Valid Action By the Board.** Every action taken or decision made by a majority of the trustees present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of Chapter 82 of the Nevada Revised Statutes (NRS), including without limitation, those provisions relating to:
- i. approval of contracts or transactions in which a trustee has a direct or indirect material financial interest;
 - ii. creation of and appointments to committees of the Board; and,
 - iii. indemnification of trustees.

Section 5.09 *Waiver of Notice*

Notice of a meeting need not be given to any trustee who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any trustee who attends the meeting and does not protest, before or after or at the commencement of the meeting, lack of notice to him or her.

Section 5.10 *Adjournment; Notice of Adjourned Meeting*

- A. **Adjournment.** A majority of the trustees present, whether or not a quorum is present, may adjourn any meeting to another time and place.
- B. **Notice of Adjourned Meeting.** Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the trustees who were not present at the time of the adjournment.

Section 5.11 *Action Without a Meeting*

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any trustee who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested trustee" as defined in Article 5, Section 5.01, paragraph C, sub-paragraph i above shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 5.12 *Compensation and Reimbursement*

Trustees and members of committees may receive reimbursement of expenses, as the Board may determine by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted. Notwithstanding the foregoing, this Corporation shall not make any loan of money or property to, or guarantee the obligation of, any trustee or officer, provided, however, that the Corporation may advance money to a trustee or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such trustee or officer, further provided that, in the absence of any such advance, such trustee or officer would be entitled to be reimbursed for such expenses by the Corporation. Nothing contained in this Section 5.12 shall be construed to preclude any trustee from serving the Corporation in any other capacity as an officer, agent, employee or otherwise, and receiving compensation therefor.

Article 6. COMMITTEES OF THE BOARD

Section 6.01 Creation of Committees and Leadership

- A. **Creation.** The Board may, by resolution adopted by a majority of the trustees then in office, provided a quorum is present, establish one or more committees which, except as their powers may otherwise be limited by Article 6 Section 6.02 below, or by the resolution of the Board authorizing and creating the committee, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation.
- B. **Leadership.** Each committee must include at least one trustee. The Board may appoint natural persons who are not trustees to serve on the committee(s). The Board may appoint one or more trustees as alternate members of any committee of the Corporation, who may replace any absent committee member at any meeting.

Section 6.02 Limitations upon Committees of the Board

Any committee appointed by the Board pursuant to Article 6 Section 6.01 above, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- A. Take any final action on any matter that, under the Law, also requires approval of majority of trustee members of the Board;
- B. Fill vacancies on the Board or on any committee that has the authority of the Board;
- C. Amend or repeal Bylaws or adopt new Bylaws;
- D. Amend or repeal of the Articles of Incorporation or the adoption of a plan of merger or a plan of consolidation with another corporation;
- E. Amend or repeal any resolution of the Board unless such resolution provides by its express terms that it may be amended or repealed by a committee;
- F. Create any other committees of the Board or appoint the members of committees of the Board;
- G. Expend corporate funds to support a nominee for trustee after more people have been nominated for trustee than can be elected; or
- H. Approve any contract or transaction to which the Corporation is a party and in which one or more of its trustees has a material financial interest, except as special approval is provided for Article 5, Section 5.01 paragraph C, sub-paragraph i above

Section 6.03 Meetings and Action of Committees

Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that time for regular meetings of such committees and the calling of special meetings of such committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee, provided they are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

Article 7. OFFICERS

Section 7.01 Officers of the Corporation

The officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Corporation may also have, at the Board's discretion, one or more Vice Presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with Article 7,

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Section 7.04 below of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 7.02 *Founding Officers/Trustees*

The Founding Officers/Trustees are listed in the Articles of Incorporation.

Section 7.03 *Election of Officers*

The officers of the Corporation, except those appointed under Article 7, Section 7.04 below of these Bylaws, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 7.04 *Subordinate Officers*

The Board may elect, and may empower the President, or other officer, to appoint such other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or as the Board may from time to time determine.

Section 7.05 *Removal and Resignation of Officers*

- A. **Removal.** Except for the Founding Officers/Trustees, who may not be removed from office, any officer may be removed, either with or without cause, by a vote of two-thirds (2/3) of the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer. Any trustee who misses any two successive meetings, except under conditions of ill health, family emergency, or any reason approved by the board may be removed as a trustee.
- B. **Removal of Founding Officers/Trustees.** The Founding Officers/Trustees are listed in the Articles of Incorporation. Their terms of office are prescribed in Article 5, Section 5.04, A above of these Bylaws. They may only be removed from office in accordance with Article 5, Section 5.05, paragraph A, sub-paragraph i.
- C. **Resignation.** Any officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect as of the date the notice is received or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7.06 *Vacancies in Office*

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 election or appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 7.07 *Responsibilities of Officers*

- A. **President.** Subject to such powers, if any, as may be given by the Board to the Chairman of the Board, the President is the general manager and chief executive officer of the Corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the Corporation. The President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of President and

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general manager of a corporation and such other powers and duties as may be prescribed by the Board.

B. **Vice Presidents.** If the President is absent or disabled, the Vice Presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a Vice President designated by the Board, shall perform all duties of the President. When so acting, a Vice President shall have all powers of and be subject to all restrictions on the President. The Vice Presidents shall have such powers and perform such other duties as the Board or the Bylaws may prescribe.

C. **Secretary.**

- i. **Maintenance of Corporate Minute Book.** The Secretary shall keep, or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book on minutes of all meetings of the Board and its committees, with the time and place that the meeting was held, whether annual, regular, or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of Nevada the original or a copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date.
- ii. **Notice of Meeting to be Given.** The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by law or by these Bylaws to be given.
- iii. **Seal and other Duties.** The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

D. **Treasurer.**

- i. **Designation.** The Treasurer shall serve as the Chief Financial Officer.
- ii. **Books of Account.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and business transactions. The books of account shall be open to inspection by any trustee at all reasonable times.
- iii. **Deposit and Disbursement of Money and Valuables.** The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate and shall disburse the funds of the Corporation as the Board may order. Further, the Treasurer shall render to the President, and the trustees of the Board, whenever they request it, an account of all transactions. The Treasurer shall report the financial condition of the Corporation at regularly scheduled Board meetings, and shall have such other powers and perform such other duties as the Board may prescribe.
- iv. **Bond.** If required by the Board, the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office. The cost of the bond will be borne by the Foundation.

Article 8. INDEMNIFICATION

Section 8.01 Right of Indemnity

To the fullest extent permitted by law, this Corporation shall indemnify its trustees, officers, employees, and other persons described in Nevada Revised Statutes (NRS) Section 82.541, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation. "Expenses," as used in this Bylaw, shall have the same meaning as in NRS Section 82.541.

Section 8.02 Approval of Indemnity

On written request to the Board by any person seeking indemnification under NRS Section 82.541 the Board shall promptly determine under NRS Section 78.751 whether the applicable standard of conduct set forth in NRS Section 78.751 has been met and, if so, the Board shall authorize indemnification.

Section 8.03 Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Article 8, Section 8.01 above and Article 8, Section 8.02 above of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking, by or on behalf of that person, that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section 8.04 Insurance

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, trustees, employees, and other agents, against any liability asserted against or incurred by any officer, trustee, employee, or agent in such capacity or arising out of the officer's, trustee's, employee's, or agent's status as such; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of NRS 78-752

Article 9. RECORDS AND REPORTS

Section 9.01 Maintenance of Corporate Records

The corporation shall keep:

- A. Adequate and correct books and records of account;
- B. Written minutes of the proceedings of the Board and committees of the Board; and
- C. A record of each trustee and officer's name and address.

Section 9.02 Inspection by Trustees

Every trustee shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, and physical properties. The inspection may be made in person or by the trustee's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

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Section 9.03 Annual Report

The Board shall cause an annual report to be sent to the trustees within one hundred twenty (120) days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

- A. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- B. The principal changes in assets and liabilities, including trust funds.
- C. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- D. The expenses or disbursements of the corporation for both general and restricted purposes.
- E. Any information, relating to certain transactions involving the Corporation in which a trustee has a material financial interest and any indemnifications or advances in excess of \$10,000 made or incurred during the year.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all trustees who request it in writing.

Article 10. MISCELLANEOUS

Section 10.01 *Inspection of Books and Records*

In accordance with Nevada Revised Statutes (NRS) Section 82.186, every trustee shall have an absolute right at any reasonable time to inspect all books, records, documents and minutes of the Corporation and the physical properties owned by the Corporation. The right of inspection by a trustee includes the right to make extracts and copies of documents

Section 10.02 *Corporate Seal*

The Corporation may have a seal in circular form having within its circumference the words "The Minuteman Foundation, Incorporated April 24, 2002, State of Nevada."

Section 10.03 *Amendment or Repeal of Bylaws*

These Bylaws may only be amended or repealed, and new Bylaws adopted, by the affirmative vote or written ballot of two-thirds (2/3) of all the members of the Board.

Section 10.04 *Construction and Definitions*

Unless the context requires otherwise or a term is specifically defined herein, the general provisions, rules of construction, and definitions in the Nevada Revised Statutes (NRS) Chapter 82 shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, and singular number includes the plural and the plural number includes the singular.

Section 10.05 *Non-paid Trustees*

Alleged Failure to Discharge Duties; No Monetary Liability. There is no monetary liability on the part of, and no cause of action for damages shall arise against, any non-paid trustee, including any non-paid trustee who is also a non-paid officer, of this Corporation based upon any alleged failure to discharge the

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person's duties as trustee or officer if the duties are performed in a manner that meets all of the following criteria:

- A. The duties are performed in good faith,
- B. The duties are performed in a manner such trustee believes to be in the best interests of the Corporation, and
- C. The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 10.06 *Personal Liability of Volunteer Trustee or Officer for Negligence*

- A. Except as provided in Article 10, Section 10.06, paragraph C below, there shall be no personal liability to a third party on the part of a volunteer trustee or volunteer executive committee officer of this Corporation caused by the trustee's or officer's negligent act or omission in the performance of that person's duties as a trustee or officer, if all of the following conditions are met:
 - i. The act or omission was within the scope of the trustee's or executive committee officer's duties,
 - ii. The act or omission was performed in good faith,
 - iii. The act or omission was not reckless, wanton, intentional, or grossly negligent, and
 - iv. Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the Corporation, either in the form of a general liability policy or a trustee's and officer's liability policy, or personally to the trustee or executive committee officer. In the event that the damages are not covered by a liability insurance policy, the volunteer trustee or volunteer executive committee officer shall not be personally liable for the damages if the Board of Trustees and the person had made all reasonable efforts in good faith to obtain available liability insurance.
- B. For purposes of this Article 10, Section 10.06, "volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by the way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a trustee or executive committee officer does not affect that person's status as a volunteer within the meaning of this section.
- C. This Article 10, Section 10.06 does not eliminate or limit the liability of a trustee or officer for any of the following:
 - i. Any liability with respect to self-dealing transactions as provided in Article 5, Section 5.01, paragraph C, sub-paragraph ii above or any liability with respect to certain prohibited distributions, loans or guarantees as provided Article 5, Section 5.01, paragraph C, sub-paragraph iii above, or
 - ii. In any action or proceeding brought by the Nevada Attorney General under the provisions of NRS 82.536.

Section 10.07 *Gifts and Contributions*

The Board of Trustees may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose of the Corporation.

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Section 10.08 *Resident Agent*

In compliance with NRS 82.193, the appointed resident agent in the State of Nevada upon whom process may be served is:

Mark Segal
720 S. Fourth Street, Ste. 200
Las Vegas, NV 89101

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Secretary's Certification

I certify that I am the duly elected Secretary of The Minuteman Foundation, a Nevada Nonprofit Public Benefit Corporation formed under Chapter 82 of the Nevada Revised Statutes (NRS), that the above Bylaws consisting of 15 pages, are the Bylaws of this corporation as adopted on October 25, 2002 by action of the Board of Trustees of this Corporation. The undersigned further certifies that the Bylaws have not been amended or modified since that date.

Executed on _____, at Henderson, Nevada.

Secretary of the Corporation