

# SECRETARY OF STATE



## CORPORATE CHARTER

I, BARBARA K. CEGAVSKE, the duly elected and qualified Nevada Secretary of State, do hereby certify that **THE END OF THE TRAIL BROADCAST PROJECT**, did on March 7, 2017, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on March 9, 2017.

*Barbara K. Cegavske*

BARBARA K. CEGAVSKE  
Secretary of State

Certified By: Rhonda Tuin  
Certificate Number: C20170307-1799  
You may verify this certificate  
online at <http://www.nvsos.gov/>



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: www.nvsos.gov



\*040604\*

**Nonprofit**  
**Articles of Incorporation**  
(PURSUANT TO NRS CHAPTER 82)

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number <b>20170101841-85</b>
	Filing Date and Time <b>03/07/2017 1:38 PM</b>
	Entity Number <b>E0112802017-4</b>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

<b>1. Name of Corporation:</b>	The End of the Trail Broadcast Project			
<b>2. Registered Agent for Service of Process:</b> (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: State Agent and Transfer Syndicate, Inc Name			
	<input type="checkbox"/> Noncommercial Registered Agent (name and address below) <b>OR</b> <input type="checkbox"/> Office or Position with Entity (name and address below)			
	Name of Noncommercial Registered Agent <b>OR</b> Name of Title of Office or Other Position with Entity			
	Street Address City State Zip Code			
<b>3. Names and Addresses of the Board of Directors/Trustees:</b> (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than four directors/trustees)	1) Joseph S. McCarthy Name			
	112 North Curry Street Carson City NV 89703 Street Address City State Zip Code			
	2) Name			
	Street Address City State Zip Code			
	3) Name			
	Street Address City State Zip Code			
	4) Name			
	Street Address City State Zip Code			
	<b>4. Purpose:</b> (required; continue on additional page if necessary) The purpose of the corporation shall be: The Corporation is organized exclusively for charitable and educational purposes within the mean			
	<b>5. Name, Address and Signature of Incorporator:</b> (attach additional page if more than one incorporator)	I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.		
T Alishio for State Agent and Transfer Syndicate, Inc. <i>Justin Alishio</i> Name Incorporator Signature 112 North Curry Street Carson City NV 89703 Address City State Zip Code				
<b>6. Certificate of Acceptance of Appointment of Registered Agent:</b>	I hereby accept appointment as Registered Agent for the above named Entity.			
	<i>Justin Alishio</i> Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date			

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 82 Articles  
Revised: 1-30-15

**(NONPROFIT) INITIAL/ANNUAL LIST OF OFFICERS AND DIRECTORS OF:**

ENTITY NUMBER

THE END OF THE TRAIL BROADCAST PROJECT

E0112802017-4

NAME OF CORPORATION

FOR THE FILING PERIOD OF **MARCH 2017** TO **MARCH 2018**

\*100206\*

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**\*\*YOU MAY NOW FILE THIS LIST ONLINE AT [www.nvsilverflume.gov](http://www.nvsilverflume.gov)\*\***

- ☒ Return one file stamped copy. (If filing not accompanied by order instructions, file stamped copy will be sent to registered agent.)

**IMPORTANT:** Read instructions before completing and returning this form.

1. Print or type names and addresses, either residence or business, for all officers and directors. A President, Secretary, Treasurer, or equivalent of and all Directors must be named. There must be at least one director. If there are additional officers, attach a list of them to this form. An Officer or other authorized signer must sign the form. **FORM WILL BE RETURNED IF UNSIGNED.**
2. Return the completed form with the \$50.00 filing fee, if no capitalization. A \$50.00 penalty must be added for failure to file this form by the deadline. An annual list received more than 90 days before its due date shall be deemed an amended list for the previous year.
3. Make your check payable to the Secretary of State. Return the completed form to: Secretary of State, 202 North Carson Street, Carson City, Nevada 89701-4201, (775) 684-5708.
4. Form must be in the possession of the Secretary of State on or before the last day of the month in which it is due. (Postmark date is not accepted as receipt date.) Forms received after due date will be returned for additional fees and penalties.
5. **Ordering Copies:** If requested above, one file stamped copy will be returned at no additional charge. To receive a certified copy, enclose an additional \$30.00 per certification. A copy fee of \$2.00 per page is required for each additional copy generated when ordering 2 or more file stamped or certified copies. Appropriate instructions must accompany your order.

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**FILING FEE: \$50.00 (IF NO CAPITALIZATION) LATE PENALTY: \$50.00 (if filing late)****Charitable Solicitation Information - check applicable box**

Does Organization intend to solicit charitable/tax deductible contributions?

☐ No - no additional form required☒ Yes - "Charitable Solicitation Registration Statement" required

Organization claims exemption pursuant to (2015) AB50 15(1) or is recognized as a church under Internal Revenue Code 501(c)(3).

☐ Exempt from filing - "Exemption From Charitable Solicitation Registration Statement" required**\*\* Failure to include the required statement form will result in rejection of the filing and could result in late fees.\*\***

For nonprofit entities formed under NRS Chapter 80: entities without 501(c) nonprofit designation are required to maintain a state business license, the fee is \$200.00. Those claiming an exemption under 501(c) designation must indicate by checking box below and submit Declaration of Eligibility form. Failure to attach the required notarized Declaration of Eligibility will result in a rejection, which could result in late fees.

☐ Pursuant to NRS Chapter 76, this entity is a 501(c) nonprofit entity and is exempt from the business license fee. Exemption code 002

**NRS Chapter 81 - Nonprofit:** entities which are Unit-owners' association or Religious, charitable, fraternal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c) are excluded from the requirement to obtain a state business license. Please indicate below if this entity falls into one of these categories by marking the appropriate box. If the entity does not meet either of these categories please submit \$200.00 for the state business license.

☐ Unit-owners' Association☐ Religious, charitable, fraternal or other organization that qualifies as a tax-exempt organization pursuant to 26 U.S.C. § 501(c)

NAME

JOSEPH S. MCCARTHY

TITLE(S)

PRESIDENT (OR EQUIVALENT OF)

ADDRESS

112 NORTH CURRY STREET

CITY

CARSON CITY

STATE

NV

ZIP CODE

89703

NAME

JOSEPH S. MCCARTHY

TITLE(S)

SECRETARY (OR EQUIVALENT OF)

ADDRESS

112 NORTH CURRY STREET

CITY

CARSON CITY

STATE

NV

ZIP CODE

89703

NAME

JOSEPH S. MCCARTHY

TITLE(S)

TREASURER (OR EQUIVALENT OF)

ADDRESS

112 NORTH CURRY STREET

CITY

CARSON CITY

STATE

NV

ZIP CODE

89703

NAME

JOSEPH S. MCCARTHY

TITLE(S)

DIRECTOR

ADDRESS

112 NORTH CURRY STREET

CITY

CARSON CITY

STATE

NV

ZIP CODE

89703

None of the officers or directors identified in the list of officers has been identified with the fraudulent intent of concealing the identity of any person or persons exercising the power or authority of an officer or director in furtherance of any unlawful conduct.

I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and acknowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State.

**X**

Title

PRESIDENT

Date

APRIL 4, 2017

**Signature of Officer or Other  
Authorized Signature**Nevada Secretary of State List Nonprofit  
Revised: 10-1-15

**Addendum to the**  
**ARTICLES OF INCORPORATION**  
**OF**  
**THE END OF THE TRAIL BROADCAST PROJECT**  
**A Non-Profit Corporation**

**PARAGRAPH FOUR**  
**PURPOSE**

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code to include providing broadcast content, in accordance with the exclusive purposes specified by the Federal Communications Commission (FCC), its regulations, and requirements. To furnish the underserved communities of northwestern Nevada with sources of non-commercial broadcast content that is popular and relevant to audiences often overlooked by commercial media and quasi-public entities. Influenced by the communities it serves, the project transmits, using various broadcast media, musical and cultural entertainment, local news and public affairs programming to Eagle Valley and surrounding communities.

**PARAGRAPH SEVEN**  
**ELIMINATING PERSONAL LIABILITY**

Officers and directors shall have no personal liability to the Corporation or its members for damages for breach of fiduciary duty as an officer or director. This provision does not eliminate or limit the liability of an officer or director for acts or omissions that involve intentional misconduct, fraud or a knowing violation of law.

**PARAGRAPH EIGHT**  
**MEMBERSHIP**

Application for membership in the Corporation shall be accepted as set forth in, and in accordance with, the by-laws of the Corporation. Participation in its affairs shall be by membership therein, subject to the provisions of the by-laws as may be adopted, amended, or repealed by the members.

**PARAGRAPH NINE  
AMENDMENT OF ARTICLES OF INCORPORATION**

The Articles of Incorporation of the Corporation may be amended from time to time by a 2/3 (two-thirds) vote of all members in good standing.

**PARAGRAPH TEN  
EXEMPT STATUS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to any member, director, officer or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of purposes set forth in these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign (including the publishing or distribution of statements), on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Taxes 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.

**PARAGRAPH ELEVEN  
DISSOLUTION**

The Corporation may be dissolved with the assent given in writing and signed by 2/3 (two-thirds) of all the members in good standing.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the corporation. In such manner, or to such organization or organizations, organized and operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as the Board of Directors shall determine, or to Federal, State, or local governments to be used exclusively for public purposes. Any such asset(s) not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as such Court shall determine, which are organized and operated exclusively for section 501(c)(3) purposes or to such governments for such purposes.

BYLAWS OF the End of the Trail Broadcast Project, a Nevada Nonprofit Corporation

ARTICLE 1: OFFICES

The principal office of the corporation is located at 990 North Minnesota Street, Carson City Nevada 89703

The designation of the county or state of the corporation's principal office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another by noting the changed address and effective date below, and such changes of address shall not be deemed, or require, an amendment of these Bylaws:

The corporation may also have offices at such other places within the state of Nevada where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE 2: NONPROFIT PURPOSES

IRC SECTION 501(C)(3) PURPOSES. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SPECIFIC OBJECTIVES AND PURPOSES. This Corporation is a nonprofit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of the State of Nevada for public and charitable purposes.

Those purposes specifically include the operation of non-commercial radio broadcast station for educational purposes.

This Corporation is organized exclusively for charitable, religious, scientific, testing for public safety, arts, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law (the "Code").

The Corporation's annual accounting period/tax year begins January 1, 2018. It's first required IRS tax filing will be due May 15 of each year.

Notwithstanding any other provision of these articles, 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 (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under

Section 170(c)(2) of the Code.

FORM: DEDICATION OF ASSETS. This corporation's assets are irrevocably dedicated to public benefit and charitable purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation.

On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

CORPORATIONS WITHOUT MEMBERS. This corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The corporation's board of directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the board finds appropriate.

#### ARTICLE 3: DIRECTORS

1. NUMBER. The corporation shall initially have three (3) directors and collectively they shall be known as the Board of Directors.

The size of the Board of Directors may be increased by the Board of Directors from time to time by the majority vote of the then serving Board of Directors.

QUALIFICATIONS. Directors shall be of the age of majority in this state.

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

DUTIES. It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;

(c) Supervise all officers, agents and employees of the corporation to assure that their duties are

performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their addresses with the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

**TERM OF OFFICE.** Each director shall hold office for a period of six (6) years and until his or her successor is elected and qualifies.

**COMPENSATION.** Directors shall serve without compensation except for reimbursement of reasonable fees associated with oversight and management of the day-to-day operation of KNVC and special board meetings. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their overall duties.

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

**REGULAR MEETINGS.** Regular meetings of Directors shall be held semi-annually: July and January of each year.

In July each year, the directors shall be elected by the Board of Directors. Voting for the election of directors shall be by oral ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

**SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice President, the Secretary, by any two Directors. Such meetings shall be held at the principal office of the corporation.

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

(a) Regular Meetings. No notice need be given of any regular meeting of the board of directors.

(b) Special Meetings. At least one week prior notice shall be given to each director of each special meeting of the board. Such notice may be oral or written 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 of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

QUORUM FOR MEETINGS. A quorum shall consist of two (2) of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

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

CONDUCT OF MEETINGS. Meetings of the Board of Directors shall be presided over by the Chairperson of the Board the President of the corporation or a board director chosen by a majority of the directors present at the meeting. The Chairperson shall designate the Secretary of the Meeting.

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

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

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

Directors may be removed from office, with or without cause, as permitted by and in accordance with these bylaws.

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

or her death, resignation or removal from office.

**NONLIABILITY OF DIRECTORS.** The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation. Directors and Officers Insurance is provided to ensure that the directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

**INSURANCE FOR CORPORATE AGENTS.** The Board of Directors will 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 4: OFFICERS

**DESIGNATION OF OFFICERS.** The officers of the corporation shall be a Chair/President and two directors to serve as 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.

**QUALIFICATIONS.** Any person may serve as officer of this corporation.

**ELECTION AND TERM OF OFFICE.** Directors shall be elected by the Board of Directors, at any time, and each director shall hold office 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.

**REMOVAL AND RESIGNATION.** Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors. 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.

**VACANCIES.** Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

**DUTIES OF PRESIDENT.** The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of

Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

**DUTIES OF DIRECTORS.** In the absence of the President, or in the event of his or her inability or refusal to act, a designated director 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 Acting 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.

**DUTIES OF THE DESIGNATED SECRETARY.** The Secretary shall:

- (a) Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- (b) Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.
- (e) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws and the minutes of the proceedings of the directors of the corporation.
- (g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

**DUTIES OF THE DESIGNATED TREASURER.** The Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust

companies, or other depositories as shall be selected by the Board of Directors.

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

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

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

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

(f) Render, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

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

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

COMPENSATION. The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

#### ARTICLE 5: COMMITTEES

The Board of Directors may establish a Community Advisory Board (CAB) and a Programming Committee (PC) as ad-hoc committees. By a majority vote the board may at any time revoke or modify the CAB. and/or the PC Each committee shall keep regular minutes of its proceedings and report the same to the board from time to time as the board may require.

#### ARTICLE 6: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

EXECUTION OF INSTRUMENTS. The Board of Directors shall approve checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation. 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.

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.

#### CORPORATE RECORDS, REPORTS AND SEAL

MAINTENANCE OF CORPORATE RECORDS. The corporation shall keep at its principal office:

(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 its assets, liabilities, receipts, disbursements, gains and losses; and

(c) A copy of the corporation's Articles of Incorporation and Bylaws as amended

to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

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.

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

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

#### ARTICLE 8 IRC 501(C)(3) TAX EXEMPTION PROVISIONS

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

office.

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

**PROHIBITION AGAINST PRIVATE INUREMENT.** No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its directors except that the corporation shall authorize and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

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

#### ARTICLE 9: CONFLICTS OF INTEREST POLICY

**PURPOSE.** The purpose of the conflict of interest policy is to protect this corporation's tax-exempt status and interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director of this corporation.

This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

(a) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

i. An ownership or investment interest in any entity with which this corporation has a transaction or arrangement,

ii. A compensation arrangement with this corporation or with any entity

or individual with which this corporation has a transaction or arrangement, or

iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which this corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors regarding the proposed transaction or arrangement.. The board of directors shall decide if a conflict of interest exists.

PERIODIC REVIEWS. To ensure this corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-Exempt status, periodic reviews shall be conducted.

#### ARTICLE 10: AMENDMENT OF BYLAWS

AMENDMENT. The Board of Directors is authorized to adopt, amend or repeal the Bylaws of this corporation at any time.

#### ARTICLE 11: CONSTRUCTION AND TERMS

RULES OF CONSTRUCTION. 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.

SEVERABILITY. 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

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

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

#### ADOPTION OF BYLAWS

The undersigned, acknowledges that the foregoing Bylaws, were adopted as the Bylaws of this corporation at the corporation's organizational meeting.

Dated: Friday, December 6, 2017

Joe McCarthy  
Board President