

BYLAWS OF GENDEREQUAL, INC.

ARTICLE 1 – Name and Purposes of the Corporation

Section 1.1 – Name. The name of the corporation is GenderEqual, Inc. (hereinafter referred to as the “Corporation”).

Section 1.2 – Purposes. As set forth in the Articles of Incorporation, the Corporation is organized exclusively for charitable and educational purposes. These purposes include eliminating prejudice and discrimination against females through various programs which may at any time, at the discretion of the Board of Directors (hereinafter referred to as the “Board”) or Executive Director, be initiated, altered, or terminated. These programs may include, but are not limited to, programs that:

- a. Raise public awareness and education of gender discrimination and gender equality
- b. Raise public awareness of the organization and its role in eliminating gender discrimination
- c. Increase the credibility and authority of the organization’s instructors, who act as role models and mentors, in order to facilitate educating and assisting the organization’s constituency
- d. Provide assistance to individuals or groups who seek to implement the organization’s methods and philosophies in their communities

Section 1.3 – Exemption. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (hereinafter referred to as the “Code”) or corresponding section of any future federal tax code, or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Section 1.4 – Distribution of Assets. Under the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation that is organized and operated exclusively for charitable or educational purposes and, at the time of the Corporation’s dissolution, has established its tax-exempt status under Section 501(c)(3) of the Code.

ARTICLE 2 – Offices

Section 2.1 – Principal Office. The principal office of the Corporation shall be located within the State of Arizona, at such place as the Board shall from time to time designate. The Corporation may maintain additional offices within or without the State of Arizona at such other places as the Board may designate or as the affairs of the Corporation may require from time to time.

Section 2.2 – Registered Office. The Corporation shall continuously maintain within the State of Arizona a registered office and a registered agent at such place as may be designated by the Board. The registered office may be, but need not be, the same as the principal office. The address of the registered office may be changed from time to time by the Board.

ARTICLE 3 – Members

The corporation shall have no members.

ARTICLE 4 – Board of Directors

Section 4.1 – General Powers. The affairs of the Corporation shall be managed by the Board. Directors may be residents of Arizona, other parts of the United States, or other countries.

Section 4.2 – Number of Directors. The number of Directors of the Corporation shall be not less than three (3) and not more than seven (7). The number of Directors may be increased or decreased from time to time by amendment to the Bylaws. No decrease shall shorten the term of any incumbent Director nor shall the number of Directors be decreased at any time to less than three (3). The total number of Directors at any point in time shall include both elected and appointed Directors.

Section 4.3 – Election and Term of Directors.

4.3.1 The first Board of the Corporation shall consist of those persons named in the Articles of Incorporation. Such persons shall hold office until the first annual election of Directors.

4.3.2 Election of Board members shall occur at each annual meeting of the Board. The terms of Directors shall be one-year terms. Each Director shall hold office until the annual meeting when her/his term expires and until her/his successor has been elected and qualified. Directors may serve an unlimited number of terms, either sequential or non-sequential.

Section 4.4 – Qualifications. A majority of Directors must reside in the United States.

Section 4.5 – Vacancies. Board vacancies resulting from death, incapacity to serve, resignation, removal or otherwise, shall be filled by the remaining Directors, and a Director so appointed shall hold office for the balance of the term of the Director replaced, and thereafter until her/his successor has been duly elected.

Section 4.6 – Removal of Directors. Any Director may be removed from office at any time, with or without cause, upon the majority vote of the Board, at any regularly scheduled or special meeting of the Board, whenever in its judgment the best interests of the Corporation would be served thereby. The removed Director shall receive written notice of her/his removal at least 15 days prior to the effective date and shall have an opportunity to be heard either orally or in writing by the Board at least five (5) days prior to the effective date.

Section 4.7 – Resignation. Except as otherwise required by law, a Director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Section 4.8 – Quorum of Directors and Action by the Board. Unless a greater proportion is required by law, a majority, defined herein as more than half of the elected or appointed Directors, shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings, notwithstanding the departure of one or more Directors. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 4.9 – Meetings of the Board.

4.9.1 Meetings of the Board, regular or special, may be held at such place within or without the State of Arizona and upon such notice as may be prescribed by resolution of the Board.

4.9.2 Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of such meeting.

- 4.9.3** A Director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the Director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.
- 4.9.4 Annual Meeting.** The regular meeting of the Board shall be held without any other notice than this bylaw during the third week of November. Written notice will be given, at least ten (10) days prior thereto, informing Directors of the date and time of the annual meeting.
- 4.9.5 Regular Meetings.** The Board may provide, by resolution, the time and place, either within or without the State of Arizona, for the holding of additional regular meetings of the Board without other notice than such resolution.
- 4.9.6 Special Meetings.** Special meetings of the Board may be called by or at the request of the Board. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Arizona, as the place for holding any special meeting of the Board called by them. Notice of any special meeting of the Board shall be given at least two (2) days prior thereto by written notice.

Section 4.10 – Informal Action by Directors; Meetings by Conference Telephone.

- 4.10.1** Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if a majority of the Directors consent in writing through fax, mail, or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors shall be filed with the minutes of proceedings of the Board.
- 4.10.2** Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any or all Directors may participate in a meeting of the Board, whether regular or special or a committee of the Board, by means of conference telephone or by any means by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

Section 4.11 – Voting and Proxies.

- 4.11.1** Each Director shall have one vote.
- 4.11.2** A Director may appoint a proxy to vote or otherwise act for the Director by signing an appointment form, either personally or by the Director's attorney-in-fact. The appointment does not relieve the Director of liability for acts or omissions imposed by law on Directors.
- 4.11.3** An appointment of a proxy is effective when received by the secretary. An appointment is valid for one month unless a different period is expressly provided in the appointment form.
- 4.11.4** An appointment of a proxy is revocable by the Director.
- 4.11.5** The death or incapacity of the Director appointing a proxy does not affect the right of the corporation to accept the proxy's authority unless written notice of the death or incapacity is received by the secretary before the proxy exercises its authority under the appointment.
- 4.11.6** Subject to any express limitation on the proxy's authority appearing on the face of the appointment form, a corporation is entitled to accept the proxy's vote or other action as of the Director making the appointment.

Section 4.12 – Compensation. Directors shall not receive any compensation from the Corporation for services rendered to the Corporation as members of the Board, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts based on policies approved by the Board. Nothing herein contained shall be construed to preclude any Director

from serving the Corporation in any other capacity and receiving compensation for such actual services.

Section 4.13 – Absence. Each Board member is expected to communicate with the Board Chair in advance of all Board meetings stating whether or not she/he is able to attend or participate by conference telephone or other agreed-upon means of communication. Any Board member who is absent from three (3) successive Board meetings or fails to participate for a full year shall be deemed to have resigned due to non-participation, and her/his position shall be declared vacant, unless the Board affirmatively votes to retain that Director as a member of the Board.

Section 4.14 – Conflict of Interest. The Board shall promulgate a conflict of interest policy and all interested persons, as defined in said policy, shall conduct themselves in a manner consistent therewith.

ARTICLE 5 – Committees

Section 5.1 – Committees of Directors. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each consisting of two (2) or more Directors, which committees shall have and exercise the authority of the Board in the governance of the Corporation. However, no committee shall have the authority to amend, alter, or repeal these Bylaws; elect, appoint, or remove any officer or Director; adopt a plan of merger or consolidation with another corporation; amend the Articles of Incorporation; authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorize the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amend, alter, or repeal any resolution of the Board that, by its terms, provides that it shall not be amended, altered, or repealed by such committee.

Section 5.2 – Executive Committee. Between meetings of the Board, on-going oversight of the affairs of the Corporation may be conducted by an Executive Committee, the membership of which shall include the officers of the Board.

Section 5.3 – Finance/Audit Committee. The Finance/Audit Committee is responsible for ensuring that the Corporation's financial statements and procedures are evaluated to determine that adequate fiscal controls and procedures are in place and that the Corporation is in good financial health. The Treasurer of the Board shall always be a member of the Finance/Audit Committee.

Section 5.4 – Other Committees and Task Forces. The Board may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board, and shall give advice and make non-binding recommendations to the Board.

Section 5.5 – Term of Office. Each member of a committee shall continue as such until the next annual Board meeting and until her/his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, with or without cause, or unless such member shall cease to qualify as a member thereof.

Section 5.6 – Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members whereof.

Section 5.7 – Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments or by the Chair of the Board.

Section 5.8 – Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5.9 – Non-Board Committee Members. Non-Board members may serve on committees, however only Board members may serve as committee chairs.

Section 5.10 – Advisory Bodies. The Board or the Executive Director acting on behalf of the Board may from time to time appoint persons to act singly or as a committee or committees to provide expert advice to the Corporation or to assist it in other ways. Groups of advisors may include an Honorary Board, an Advisory Board, a Friends Committee, and/or other advisory groups. Each such advisor shall serve at the pleasure of the Board for a period designated by the Board, and shall have only such authority or obligations as the Board may from time to time determine. No advisor shall receive compensation for services rendered, except for payment of reasonable expenses in accordance with policies established by the Board, unless such compensation is authorized by a majority of the Board members then in office. A Director may serve as an advisor, but may not receive compensation except for payment of reasonable expenses in accordance with the Corporation's policies.

Section 5.11 – Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board.

ARTICLE 6 – Officers, Agents, and Employees

Section 6.1 – Officers. The officers of the Corporation shall be a chair, vice-chair, treasurer, secretary, and, if deemed necessary, an assistant treasurer and an assistant secretary. Other officers and assistant officers as needed may be appointed or elected by the Directors. Officers shall not receive any salary, and all officers shall be Board members. Any Director may simultaneously hold more than one office in the Corporation, except that the chair may not hold another office. The chair shall be chosen from among the Directors.

Section 6.2 – Election and Term of Office. The officers of the Corporation shall be elected annually for one-year terms at the regular annual meeting of the Board. If the election of officers is not held at such meeting, such elections shall be held as soon thereafter as is convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until a successor has been duly elected or appointed and qualified.

Section 6.3 – Removal. Any officer elected or appointed by the Board may be removed, with or without cause, by a majority vote of the Board in office whenever in the Board's judgment the best interests of the Corporation will be served thereby.

Section 6.4 – Resignation. Any officer may resign at any time by providing written notice to the chair or the secretary of the Corporation. Such resignation shall take effect when received or at any later date specified therein, and the acceptance by the Board of such resignation shall not be necessary.

Section 6.5 – Vacancies. A vacancy in any office because of death, resignation, disqualification, removal, or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 6.6 – Powers and Duties of Officers. The powers and duties of the officers of the Corporation shall be as follows:

6.6.1 Chair. The Chair shall preside at the meetings of the Board. In the absence of paid staff, the Chair shall ensure the supervision and administration of the business and affairs of the Corporation. The Chair shall play a major role in resource development and in representing the organization within and outside the community. The Chair, as well as any other proper officer or staff person of the Corporation authorized by the Board, may sign any deeds, bond, mortgages,

or other instruments and enter into agreements necessary to carry out the missions and programs of the Corporation, except where these Bylaws or policies adopted by the Board require the signature of some other officer or agent of the Corporation. The Chair shall communicate to other officers or to the Board such matters and make such suggestions as may in her/his opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation, and, subject to the supervision of the Board, shall perform all duties customary to that office.

6.6.2 Vice Chair. In the absence of the Chair or in the event of her or his inability or refusal to act, the Vice Chair (or in the event there be more than one Vice Chair, the Vice Chairs in the order of their election) shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. Any Vice Chair shall perform such other duties as from time to time may be assigned to her or him by the Chair or by the Board. The Vice Chair shall play a major role in resource development and in representing the organization within and outside the community.

6.6.3 Treasurer. The Treasurer shall be responsible for financial oversight, and in the absence of paid staff, the financial management, including keeping or overseeing the keeping of fiscal records and ensuring that all funds are recorded, spent, and monitored consistent with funder requirements, legal requirements, and sound financial management. The treasurer shall receive and have custody of all funds of the Corporation and deposit same in such bank or banks as may be designated by the Board. To facilitate routine small expenditures, the Treasurer may establish a separate petty cash account and may make withdrawals therefrom on her or his signature and may authorize others to make such withdrawals with the consent of the president. In case of the Treasurer's death, resignation, retirement, or removal from office, the Treasurer shall hand over to the Corporation all books, papers, vouchers, money, and other property of whatever kind in her or his possession or under the Treasurer's control belonging to the Corporation. The Treasurer shall be responsible for filing the annual report with the Arizona Corporation Commission. The Treasurer shall serve as a member of the finance committee, and shall perform any other duties incident to such office or as determined by the Board.

6.6.4 Secretary. The Secretary shall be responsible for keeping a full, complete, and accurate record of all meetings of the Board, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain or oversee the maintaining of the official records of the organization, and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board. The Secretary shall have custody of the corporate seal of the Corporation, if any, and shall have the authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by her/his signature. The Board may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by her/his signature.

Section 6.7 – Agents and Employees. To facilitate expeditious and efficient conduct of the day-to-day business of the Corporation, the Board may employ such persons as it deems necessary, whose duties shall be prescribed and whose compensation shall be determined by the Board.

6.7.1 Executive Director. The Board may appoint an Executive Director to oversee the management of the Corporation. The Executive Director shall serve at the pleasure of the Board and shall be an *ex-officio* member of the Board with full voting rights, unless prohibited elsewhere in these Bylaws.

6.7.2 Duties of the Executive Director. The Executive Director shall act as the Secretary of the Board, and shall be the chief financial and administrative officer of the Corporation and shall be empowered to hire, direct, and discharge all other employees and agents, who shall have such authority and perform such duties as may be required to carry out the operations of the

Corporation. Any employee or agent may be removed at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights. Such paid employees and uncompensated appointments shall be reviewed and approved by the Board.

6.7.3 The Orderly Succession of Executive Directors. In the event of the Executive Director's death, disability, or other inability to serve, the remaining members of the Executive Committee shall divide the duties of that office among themselves and hire such additional staff as necessary to ensure the continuation of the Corporation's day-to day operations until a new Executive Director can be selected and approved by the Board.

Section 6.8 – Compensation. The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered. The Board shall determine the level of compensation of the Executive Director, and shall approve compensation guidelines for other categories of employees. The Board may require officers, agents, or employees to give security for the faithful performance of their duties.

ARTICLE 7 – Miscellaneous

Section 7.1 – Accounting Year. The Corporation's accounting year shall begin on January 1 and end on December 31 of each year. An audit of the books and records of the Corporation shall be conducted annually. The audit record shall be presented to the Board within thirty (30) days of its completion.

Section 7.2 – Corporate Seal. The corporate seal, if any, shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "State of Arizona" and "2013", the year the Corporation was formed, in the center.

Section 7.3 – Contracts and Other Documents. The Board may authorize the Chair, the Executive Director, and the Secretary in the absence of an Executive Director to enter into contracts or to execute and deliver other documents and instruments on the Corporation's behalf, and such authority may be general or may be confined to specific instances. Such authority may be invested in other officers or agents of the Corporation from time to time for specific purposes.

Section 7.4 – Checks, Drafts, Loans, Etc. All checks, drafts, loans, or other orders for the payment of money, or to sign acceptances, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be from time to time determined by the Board. In the absence of such determination, such instrument shall be signed by the Executive Director, except that disbursements over a specific amount, to be set by the Board from time to time, shall be considered "special disbursements" and must be approved in advance by the Board.

Section 7.5 – Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may from time to time select.

Section 7.6 – Contributions and Gifts. The Board may authorize the Chair, Secretary, and Executive Director to accept on behalf of the Corporation any contribution, gift, bequest, or devise not inconsistent with the Corporation's general tax-exempt purposes, its Articles of Incorporation, and these Bylaws. As so limited, donor-designated contributions will be accepted for special funds, purposes, or uses, and such designations generally will be honored. The Corporation shall receive all right, title, and interest in and to and control of such contributions, as well as discretion as to ultimate expenditure or distribution thereof in connection with any special fund, purpose, or use. Further, the Corporation shall retain complete control over all donated funds (including designated contributions) and shall exercise its discretion so as to insure that such funds will be used to carry out its tax-exempt purposes.

Section 7.7 – Investments. The Board shall have power to make investments of the funds of the Corporation and to change the same, and may from time to time dispose of part or all of same or any rights or privileges that may accrue thereon. The Board may delegate such powers to an investment committee, if one has been formed, or to one or more executive officers of the Corporation. Any person or persons so designated by the Board shall have authority to execute such form of transfer and assignment as may be customary to constitute the transfer of stocks or other securities in the name of the Corporation.

Section 7.8 – Books and Records. The Corporation shall keep at its registered office in the State of Arizona (1) correct and complete books and records of account, (2) minutes of the proceedings of the Board and any committee having any of the authority of the Board, and (3) a record of the names and addresses of Board members entitled to vote. All books and records of the Corporation may be inspected by any Board member having voting rights, or her/his agent or attorney, for any proper purpose at any reasonable time.

Section 7.9 – Amendment of Articles and Bylaws. The Articles of Incorporation and the Bylaws of the Corporation may be adopted, altered, amended, or repealed by a majority vote of the Directors then in office at any annual or regular meeting of the Board or special meeting called for that purpose; however, in no event shall these Bylaws be amended so as to make the Corporation other than an organization falling within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The text of any proposed amendment shall be distributed to each member of the Board, together with the appropriate notice of meeting, at least ten (10) days prior to the date of any meeting at which such amendment is to be considered.

Section 7.10 – Loans to Directors and Officers. No loans shall be made by the Corporation to its Directors or officers.

Section 7.11 – Indemnification and Insurance.

7.11.1 Unless otherwise prohibited by law, the Corporation shall indemnify, to the maximum extent permitted by A.R.S. Section 10-3850 *et seq.*, any current or former Director or Officer, any person who may have served at its request as a Director or Officer of another corporation, partnership, joint venture, or other enterprise, whether for-profit or not-for-profit, and may, by resolution of the Board, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by or imposed on her/him in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which she/he may be or is made a party by reason of being or having been such Director, Officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which she/he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of her/his own negligence or misconduct in the performance of a duty to the Corporation.

7.11.2 Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or employee. The Corporation may advance expenses to , or where appropriate may itself, at its expense, undertake the defense of, any Director, Officer, or employee; provided, however, that such Director, Officer or employee shall undertake to repay or to reimburse such expense if it should ultimately be determined that she/he is not entitled to indemnification under this Article.

7.11.3 The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

- 7.11.4 The indemnification provided by this Article shall not be deemed exclusive to any other rights to which such Director, Officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.
- 7.11.5 The Board may authorize the purchase of insurance on behalf of any Director, Officer, employee, or other agent against any liability asserted against or incurred by her/him which arises out of such person's status as a Director, Officer, employee, or agent or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.
- 7.11.6 In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Section 4941(d) or Section 4945(d), respectively, of the code.
- 7.11.7 If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 7.12 – Notice. Notice for the purposes of these Bylaws shall mean written notice delivered in person, by telephone, facsimile, email, or other form of wire or wireless communication, or by mail or private courier to each Director at her or his address as shown by the records of the Corporation. If mailed, such notice shall be deemed delivered two business days after deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If delivered by facsimile or email, such notice shall be delivered to the fax number or email address if any, of the respective Director who has supplied such number or address to the Corporation, and shall be deemed delivered upon record of successful transmission to that number or address. If all Directors consent to the holding of a meeting without call or notice, such meeting shall be valid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting that was not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 7.13 – Waiver of Notice. Whenever notice is required to be given under the provisions of the Arizona Non-Profit Corporation Act, or the Corporation's Articles of Incorporation or Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

CERTIFICATION

The undersigned Directors, being duly elected and qualified, and acting on behalf of a State of Arizona non-profit corporation, do hereby certify that the forgoing instrument constitutes the Bylaws of the Corporation duly and regularly adopted and approved by the Board at the organizational meeting of said Board or subsequently as indicated.

Bylaws approved by the Board on March , 2013.



Director, Bozena Popovic



Director, Michele Kohler



Director, Christina Pranic