

**AMENDED AND RESTATED BYLAWS**  
**of**  
**NEVADA BOARD OF PLUMBING EXAMINERS, INC.**

**I.**  
**Offices**

1. Registered Office.

The registered office of Nevada Board of Plumbing Examiners, Inc., a Nevada corporation (the “Corporation”), shall be located in Las Vegas, Nevada.

2. Other Offices.

The Corporation may also have offices at such other places both within and without the State of Nevada as the Board of Directors may from time to time determine or the business of the Corporation may require.

**II.**  
**Purposes and Prohibited Acts of Corporation**

1. Purposes Generally. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Chapter 82 of the Nevada Revised Statutes. Within the framework and limitations of the foregoing, the Corporation is organized and shall be operated to engage in, advance, support, and promote: (i) education for Journeyman & Master Plumbers, (ii) positive testing programs for Journeyman & Master Plumbers that will raise industry, trade, and public awareness to its effectiveness for the wellness of Nevada and its communities and the well-being of those that visit, habitat, work, and play in the state of Nevada, and (iii) the carrying out of such activities as may be allied or incidental to the foregoing purposes. The Corporation is organized exclusively for one or more of the purposes as contemplated and specified in Section 501(c)(6) of the Internal Revenue Code.

2. Statutory Powers. For the foregoing purposes, the Corporation shall have all powers afforded by Chapter 82 of the Nevada Revised Statutes.

3. Prohibited Purposes and Powers. Notwithstanding the foregoing statement of purposes and powers, the Corporation shall have and exercise only such powers and engage in only such activities as are contemplated and permitted to be carried on by a corporation exempt from federal income taxes under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(6) thereunder. The Corporation shall engage in activities exclusively within the contemplation of Section 82.131 of the Nevada Revised Statutes; provided, however, that this reference shall not be taken as permitting any power or the exercise of any power not within the contemplation of Section 501(c)(6) of the Internal Revenue Code.

4. Prohibited Acts. The Corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to any director, officer, or member of the Corporation, or any other private person, and no part of the net income or net earnings of the Corporation shall, directly or indirectly, be distributable to or otherwise inure to the benefit of any director, officer, or member of the Corporation, or any other private person; provided, however, that the Corporation may pay reasonable compensation for services rendered to or for the benefit of the Corporation and may make such other payments and distributions to nonprofit corporation members. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(6) of the Internal Revenue Code. The Corporation shall not participate in nor intervene in (including, without limitation, the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not lend money to, guaranty, or pledge its assets as security for an obligation of or become a surety for or otherwise financially assist any person or organization, except as permitted by Sections 82.131 and 82.136 of the Nevada Revised Statutes.

### **III. Board of Directors**

1. General Powers.

The business and affairs of the Corporation shall be managed by the Board of Directors.

2. Number, Term, and Qualifications.

The Board of Directors shall consist of not less than five (5) nor more than fifteen (15) members, the number thereof to be determined from time to time by the Board of Directors. There shall be equal number of Directors divided between Northern Nevada (i.e. Washoe County) and Southern Nevada (i.e. Clark County) and there shall also be a non-voting Director who shall only vote in the event of a tie among the existing Directors. Such non-voting Director shall be appointed by a majority of the Board of Directors. Unless otherwise provided in these Bylaws, Directors shall hold office until his or her successor shall be elected and qualified, except that the non-voting Director shall hold office at the pleasure of the Board of Directors.

3. Composition. The Board of Directors shall be comprised of respective construction representatives including, but not limited to, construction trade organizations; apprenticeship programs; building officials from both city and county building departments, equally divided between Northern Nevada and Southern Nevada; and a minimum of two (2) plumbing contractors both of whom shall be licensed and in good standing with the State of Nevada Contractors Board and one of whom shall be from Northern Nevada, while the other shall be from Southern Nevada.

4. Place of Meeting.

The Board of Directors may hold its meetings at such place or places as it may from time to time by resolution determine or as shall be designated in any notices or waivers of notice

thereof. Any such meeting, whether regular or special, may be held by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting in such manner shall constitute presence in person at such meeting.

5. Annual Meetings.

Regular meetings of the Board of Directors shall be held at least annually for the purpose of organization and the transaction of other business at the place where regular meetings of the Board of Directors are held, and no notice of such meeting shall be necessary in order to legally hold the meeting, provided that a quorum is present. If such meeting is not held as provided above, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for a special meeting of the Board of Directors, or in the event of waiver of notice, as specified in the written waiver of notice.

6. Other Regular Meetings.

Other regular meetings of the Board of Directors may be held without notice at such times and places as the Board of Directors shall from time to time by resolution determine.

7. Special Meetings; Notice.

Special meetings of the Board of Directors shall be held whenever called by a majority of the Directors in office. Notice shall be given, in the manner hereinafter provided, of each such special meeting, which notice shall state the time and place of such meeting, but need not state the purposes thereof. Except as otherwise provided in Section 7 of this Article III, notice of each such meeting shall be mailed to each Director, addressed to him or her at his or her residence or usual place of business, at least two (2) days before the day on which such meeting is to be held or shall be sent addressed to him or her at such place by telegraph, cable, wireless, or other form of recorded communication or delivered personally or by telephone not later than the day before the day on which such meeting is to be held. A written waiver of notice, whether given before or after the meeting to which it relates, shall be equivalent to the giving of notice of such meeting to the Director or Directors signing such waiver. Attendance of a Director at a special meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except when he or she attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

8. Quorum and Manner of Acting.

A majority of the whole Board of Directors shall be present in person or by delegate at any meeting of the Board of Directors in order to constitute a quorum for the transaction of business at such meeting, and except as otherwise specified in these Bylaws and except also as otherwise expressly provided by Chapter 82 of the Nevada Revised Statutes, the vote of a majority of the Directors present at any such meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum from any such meeting, a majority of the Directors present thereat may adjourn such meeting from time to time to another time or place without notice other than announcement at the meeting until a quorum shall be present

thereat. The Directors shall act only as a Board and the individual Directors shall have no power as such.

9. Organization.

At each meeting of the Board of Directors, the President, or if he or she is absent therefrom, a Director chosen by a majority of the Directors present thereat, shall act as chairman of such meeting and reside thereat. The Secretary, or if he or she is absent, the person (who shall be an Assistant Secretary, if any and if present) whom the chairman of such meeting shall appoint, shall act as Secretary of such meeting and keep the minutes thereof.

10. Action by Directors Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken, is signed by all Directors and such consent is filed with the minutes of the proceedings of the Board of Directors.

11. Resignations.

Any Director may resign at any time by giving written notice of his or her resignation to the Corporation. Any such resignation shall take effect at the time specified therein, or if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the President or the Secretary; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

12. Removal of Directors.

Directors may be removed, with or without cause and from time to time, as provided by Chapter 82 of the Nevada Revised Statutes then in effect. In the event that any director shall have three or more consecutive unexcused absences within a twelve (12) month period, such director shall be removed from the board by resolution. Such resolution shall be signed by the remaining directors and delivered to the director being removed.

13. Vacancies.

Vacancies and newly created directorships resulting from any increase in the authorized number of Directors may be filled by a majority of the Directors then in office, although less than a quorum, or by a sole remaining Director. If one or more Directors shall resign from the Board of Directors, effective at a future date, a majority of the Directors then in office, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each Director so chosen shall hold office as provided in this Section in the filling of other vacancies. Vacancies must be filled in accordance with the requirement of equality between Northern Nevada and Southern Nevada as noted in Section 3 of this Article III.

14. Compensation.

Unless otherwise expressly provided by resolution adopted by the Board of Directors, no Director shall receive any compensation for his or her services as a Director. The Board of Directors may at any time and from time to time by resolution provide that Directors shall be paid their actual expenses, if any, of attendance at each meeting of the Board of Directors. Nothing in this Section shall be construed as precluding any Director from serving the Corporation in any other capacity and receiving compensation therefor.

**IV.**  
**Officers**

1. Number.

The Corporation shall have the following officers: a President, a Secretary, and a Treasurer. At the discretion of the Board of Directors, the Corporation may also have one or more Vice Presidents, one or more Assistant Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Any two or more offices may be held by the same person.

2. Election and Term of Office.

The officers of the Corporation shall be elected annually by the Board of Directors. Each such officer shall hold office until his or her successor is duly elected or until his or her earlier death or resignation or removal in the manner hereinafter provided.

3. Confidentiality Agreement.

Each Director shall be required to sign a Confidentiality Agreement to maintain the integrity of the Confidential Information (as such term is defined in the Confidentiality Agreement) provided to the Board of Directors by the Corporation. The Director shall agree, among other things, that he or she will never during or after the term of his or her position with the Corporation, disclose any such Confidential Information (or any part thereof) to any person, firm, corporation, association, or other entity for any reason or purpose whatsoever.

4. Agents.

In addition to the officers mentioned in Section 1 of this Article IV, the Board of Directors may appoint such agents as the Board of Directors may deem necessary or advisable, each of which agents shall have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer or to any committee the power to appoint or remove any such agents.

5. Removal.

Any officer may be removed, with or without cause, at any time by resolution adopted by a majority of the whole Board of Directors. If the Board agrees that termination is appropriate, the Director or Officer involved will be given due notice and will be entitled to a hearing before the Board of Directors prior to termination, upon written request to the President. Any Director

or Officer whose position is terminated by the Board of Directors will be given prompt notice thereof by the President.

6. Resignations.

Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, the President, or the Secretary. Any such resignation shall take effect at the times specified therein, or if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the Board of Directors, the President, or the Secretary; and unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective.

7. Vacancies.

A vacancy in any office due to death, resignation, removal, disqualification, or any other cause may be filled for the unexpired portion of the term thereof by the Board of Directors.

8. President.

The President shall be the chief executive officer of the Corporation and shall have, subject to the control of the Board, general and active supervision and direction over the business and affairs of the Corporation and over its several officers. The President shall: (a) preside at all meetings of the Board; (b) see that all orders and resolutions of the Board are carried into effect; (c) have the authority to sign, execute, and deliver in the name of the Corporation all deeds, mortgages, bonds, contracts, or other instruments authorized by the Board, except in cases in which the signing, execution, or delivery thereof is expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation or when any of them are required by law otherwise to be signed, executed, or delivered; and (d) have the authority to cause the corporate seal, if any, to be affixed to any instrument that requires it. In general, the President shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned to him or her by the Board. Every odd numbered year, the office of the President shall be elected from the pool of Directors from Northern Nevada, and every even numbered year, the office of the President shall be elected from the pool of Directors from Southern Nevada.

9. Vice President.

A Vice President and any additional Vice Presidents shall have such powers and perform such duties as the President or the Board of Directors may from time to time prescribe and shall perform such other duties as may be prescribed by these Bylaws. At the request of the President or in case of his or her absence or inability to act, the Vice President shall perform the duties of the President and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.

10. Secretary.

The Secretary shall: (a) record all the proceedings of the Board of Directors in one or more books kept for that purpose; (b) see that all notices are duly given in accordance with the

provisions of these Bylaws or as required by law; (c) be the custodian of all contracts, deeds, documents, all other indicia of title to properties owned by the Corporation, other corporate records (except accounting records), and of the corporate seal, if any, and affix such seal to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

11. Treasurer.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have charge and custody of and be responsible for all funds, securities, notes, and valuable effects of the Corporation; (b) receive and give receipt for moneys due and payable to the Corporation from any sources whatsoever; (c) deposit all such moneys to the credit of the Corporation or otherwise as the Board of Directors or the President shall direct in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; (d) cause such funds to be disbursed by checks or drafts on the authorized depositories of the Corporation signed as provided in Article VI of these Bylaws; (e) be responsible for the accuracy of the amounts of and cause to be preserved proper vouchers for all moneys so disbursed; (f) have the right to require from time to time reports or statements giving such information as he or she may desire with respect to any and all financial transactions of the Corporation from the officers or agents transacting the same; (g) render to the President or the Board whenever they, respectively, shall request him or her so to do an account of the financial condition of the Corporation and of all his or her transactions as Treasurer; and (h) upon request, exhibit or cause to be exhibited at all reasonable times the cash books and other records to the President or any of the Directors of the Corporation. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

12. Assistant Officers.

Any persons elected as assistant officers shall assist in the performance of the duties of the designated office and such other duties as shall be assigned to them by any Vice President, the Secretary, or the Treasurer, as the case may be, or by the Board of Directors or the President.

**V.  
Committees**

1. Test Question Review Committee: How Constituted and Powers.

The Board of Directors, by resolution adopted by a majority of the whole Board of Directors, may designate two or more of the Directors then in office to constitute a Test Question Review Committee, which shall have and may exercise between meetings of the Board of Directors all such powers as may be designated by resolution of the Board of Directors to the

extent not expressly prohibited by Chapter 82 of the Nevada Revised Statutes. The Test Question Review Committee shall be evenly numbered and shall contain members equally divided between Northern Nevada and Southern Nevada. The Board may designate one or more Directors as alternate members of the Test Question Review Committee who may replace any absent or disqualified member at any meeting of the Test Question Review Committee. Only current Directors may be appointed as a member of the Test Question Review Committee. Each member of the Test Question Review Committee shall continue to be a member thereof only during the pleasure of a majority of the whole Board of Directors. It shall be mandated that the Test Question Review Committee shall only review and recommend to the whole Board of Directors test questions from the Uniform Plumbing Code (“UPC”).

2. Test Question Review Committee: Organization.

The President shall act as chairman at all meetings of the Test Question Review Committee, and the Secretary shall act as secretary thereof. In case of the absence from any meeting of the President or the Secretary, the Test Question Review Committee may appoint a chairman or secretary, as the case may be, of the meeting.

3. Test Question Review Committee: Meetings.

Regular meetings of the Test Question Review Committee may be held without notice on such days and at such places as shall be fixed by resolution adopted by a majority of the Test Question Review Committee and communicated to all its members. Special meetings of the Test Question Review Committee shall be held whenever called by the President or a majority of the members thereof then in office. Notice of each special meeting of the Test Question Review Committee shall be given in the manner provided in Section 7 of Article III of these Bylaws for special meetings of the Board of Directors. Notice of any such meeting of the Test Question Review Committee, however, need not be given to any member of the Test Question Review Committee if waived by him or her in writing or by telegraph, cable, wireless, facsimile transmission, or other form of recorded communication either before or after the meeting or if he or she is present at such meetings, except when he or she attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Subject to the provisions of this Article V, the Test Question Review Committee by resolution adopted by a majority of the whole Test Question Review Committee shall fix its own rules of procedure, and it shall keep a record of its proceedings and report them to the Board of Directors at the next regular meeting thereof after such proceedings have been taken. All such proceedings shall be subject to revision or alteration by the Board of Directors; provided, however, that third parties shall not be prejudiced by any such revision or alteration.

4. Test Question Review Committee: Quorum and Manner of Acting.

A majority of the Test Question Review Committee shall constitute a quorum for the transaction of business, and except as specified in Section 3 of this Article V, the act of a majority of those present at a meeting thereof at which a quorum is present shall be the act of the Test Question Review Committee. The members of the Test Question Review Committee shall act only as a committee, and the individual members shall have no power as such.



5. Other Committees.

The Board of Directors, by resolution adopted by a majority of the whole Board of Directors, may constitute any other committees, which shall in each case consist of one or more of the Directors and at the discretion of the Board of Directors, such officers who are not Directors. The Board of Directors may designate one or more Directors or officers who are not Directors as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee. Each such committee shall have and may exercise such powers as the Board of Directors may determine and specify in the respective resolutions appointing them; provided, however, that unless all of the members of any committee shall be Directors, such committee shall not have authority to exercise any of the powers of the Board of Directors in the management of the business and affairs of the Corporation. A majority of all the members of any such committee may fix its rules of procedure, determine its action, fix the time and place of its meetings, and specify what notice thereof, if any, shall be given, unless the Board of Directors shall otherwise by resolution provide.

6. Resignations.

Any member of the Test Question Review Committee or any other committee may resign therefrom at any time by giving written notice of his or her resignation to the President or the Secretary. Any such resignation shall take effect at the time specified therein, or if the time when it shall become effective is not specified therein, it shall take effect immediately upon its receipt by the President or the Secretary; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7. Vacancies.

Any vacancy in the Test Question Review Committee or any other committee shall be filled by the vote of a majority of the whole Board of Directors.

8. Compensation.

Unless otherwise expressly provided by resolution adopted by the Board of Directors, no member of the Test Question Review Committee or any other committee shall receive any compensation for his or her services as a committee member. The Board of Directors may at any time and from time to time by resolution provide that committee members shall be paid a fixed sum for attendance at each committee meeting or a stated salary as a committee member. In addition, the Board of Directors may at any time and from time to time by resolution provide that such committee members shall be paid their actual expenses, if any, of attendance at each committee meeting. Nothing in this Section shall be construed as precluding any committee member from serving the Corporation in any other capacity and receiving compensation therefor, but the Board of Directors may by resolution provide that any committee member receiving compensation for his or her services to the Corporation in any other capacity shall not receive additional compensation for his or her services as a committee member.

9. Dissolution of Committees; Removal of Committee Members.

The Board of Directors, by resolution adopted by a majority of the whole Board of Directors, may, with or without cause, dissolve the Test Question Review Committee or any other committee, and, with or without cause, remove any member thereof.

**VI.**

**Business of the Corporation**

1. Execution of Contracts.

Except as otherwise required by law or by these Bylaws, any contract or other instrument may be executed and delivered in the name of the Corporation and on its behalf by the President or any Vice President. In addition, the Board of Directors may authorize any other officer or officers or agent or agents to execute and deliver any contract or other instrument in the name of the Corporation and on its behalf, and such authority may be general or confined to specific instances as the Board of Directors may by resolution determine.

2. Attestation.

Any Vice President, the Secretary, or any Assistant Secretary may attest the execution of any instrument or document by the President or any other duly authorized officer or agent of the Corporation and may affix the corporate seal, if any, in witness thereof, but neither such attestation nor the affixing of a corporate seal shall be requisite to the validity of any such document or instrument.

3. Checks, Drafts.

All checks, drafts, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed (except endorsements for collection for the account of the Corporation or for deposit to its credit, which shall be governed by the provisions of Section 4 of this Article VI) by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

4. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation or otherwise as the Board of Directors or the President shall direct in general or special accounts at such banks, trust companies, savings and loan associations, or other depositories as the Board of Directors may select or as may be selected by any officer or officers or agent or agents of the Corporation to whom power in that respect has been delegated by the Board of Directors. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, and other orders for the payment of money that are payable to the order of the Corporation may be endorsed, assigned, and delivered by any officer or agent of the Corporation. The Board of Directors may make such special rules

and regulations with respect to such accounts, not inconsistent with the provisions of these Bylaws, as it may deem expedient.

5. Proxies in Respect of Member or Other Securities of Other Corporations.

Unless otherwise provided by resolution adopted by the Board of Directors, the President or any Vice President may exercise in the name and on behalf of the Corporation the powers and rights that the Corporation may have as the holder of member or other securities in any other corporation, including, without limitation, the right to vote or consent with respect to such member or other securities.

6. Fiscal Year.

The fiscal year of the Corporation shall correspond with the calendar year.

**VII.**

**Seal**

A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the Corporation. Nevertheless, if in any instance a corporate seal is used, the same shall be in the form of a circle and shall bear the full name of the Corporation and the year and state of incorporation or words and figures of similar import.

**VIII.**

**Indemnification of Directors and Officers**

1. General.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including, without limitation, attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. Derivative Actions.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including, without limitation, amounts paid in settlement and attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that a court of competent jurisdiction in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses.

3. Indemnification in Certain Cases.

To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 and 2 of this Article VIII, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including, without limitation, attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

4. Procedure.

Any indemnification under Sections 1 and 2 of this Article VIII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such Sections 1 and 2. Such determination shall be made: (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or (b) if such a quorum is not obtainable, or even if obtainable, and a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

5. Advances for Expenses.

Expenses incurred by a director, officer, employee, or agent of the Corporation in defending a civil or criminal action, suit, or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount if it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VIII.

6. Rights Not Exclusive.

The indemnification and advancement of expenses provided by or granted pursuant to this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any law, bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

7. Insurance.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VIII.

8. Definition of Corporation.

For the purposes of this Article VIII, references to the “Corporation” include, in addition to the resulting corporation, all constituent corporations (including any constituent of a constituent) absorbed in consolidation or merger that, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees, and agents so that any person who is or was a director, officer, employee, or agent of such constituent corporation or is or was serving at the request of such constituent corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise shall stand in the same position under the provisions of this Article VIII with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

9. Other Definitions.

For purposes of this Article VIII, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; references to “serving at the request of the Corporation” shall include any service as a director, officer, employee, or agent of the Corporation that imposes duties on or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this Article VIII.

10. Continuation of Rights.

The indemnification and advancement of expenses provided by or granted pursuant to this Article VIII shall continue as to a person who has ceased to be a Director, officer, employee, or agent of the Corporation and shall inure to the benefit of the heirs, executors, and

administrators of such person. No amendment to or repeal of this Article VIII shall apply to or have any effect on the rights of any Director, officer, employee, or agent under this Article VIII that came into existence by virtue of acts or omissions of such Director, officer, employee, or agent occurring prior to such amendment or repeal.

**IX.**  
**Amendments**

These Bylaws may be repealed, altered, or amended by the affirmative vote of the Board of Directors.

ADOPTED by the Board of Directors of the Corporation and dated as of this \_\_\_\_\_ day  
of \_\_\_\_\_, 2009.

DIRECTORS:

\_\_\_\_\_  
Tom Gugino

\_\_\_\_\_  
Dave Troup

\_\_\_\_\_  
Shawn Butter

\_\_\_\_\_  
Richard Lisle

\_\_\_\_\_  
Don Osborne

\_\_\_\_\_  
Don Roland

\_\_\_\_\_  
Doug Williams

\_\_\_\_\_  
Don Rosenthal

\_\_\_\_\_  
Don Jeppson

\_\_\_\_\_  
Clara Andriola

\_\_\_\_\_  
Rusty Humes

\_\_\_\_\_  
Bob Lopes

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Dale Lowery

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Jack Nieradzik