

**BY-LAWS
OF
NORTH AMERICAN SHAGYA ARABIAN SOCIETY, INC.,
A Montana Non-Profit Corporation**

**ARTICLE I
NAME AND LOCATION**

Section 1. Name. The name of this non-profit Corporation shall be North American Shagya Arabian Society, Inc., hereinafter referred to as “the Corporation”.

Section 2. Place of Business. The principal office of the Corporation shall be located at such place as designated by the Board of Directors from time-to-time. The minute book and financial records shall be kept at the office of the Corporation.

Section 3. Registered Office. The registered office of the Corporation shall be located at 57398 Moiese Valley Road, Charlo, Montana 59824, and the registered agent of the Corporation at such office shall be Adele Furby. The Board may modify this registered office and agent at such office, but must direct the Corporation to file said changes with the office of the Montana Secretary of State.

**ARTICLE II
PURPOSE AND POWERS**

Section 1. Purpose. The Corporation is formed exclusively for purposes for which a corporation may be formed under the Montana Non-Profit Corporation Act, and not for pecuniary or financial gain. No part of the assets, income, or profit of the Corporation shall be distributable to or inure to the benefit of, its directors or officers, except to the extent permitted under the Montana Non-Profit Corporation Act.

The specific purpose for which the Corporation is organized as follows:

- (a) The Corporation shall carry out its functions in a manner exclusively for the agricultural purposes set forth within the meaning of section 501(c)(5) of the Internal Revenue Code of 1986, as amended from time to time (the “Code”).
- (b) In particular, the Corporation shall carry out the following purposes, and those purposes set forth in this Article II and otherwise in the content of the Restated Articles of Incorporation for the Corporation and these Restated Bylaws:
 - i. Promotion, preservation, and improvement of the Purebred Shagya Arabian horse.
 - ii. Establishment of a Shagya Registry for Purebred Shagya Arabians and for part-bred Shagya Arabians.

- iii. Regulation and approval of breeding stock of Shagya Arabians.
- iv. Dissemination of information about the breed to the public.
- v. Establishment of an awards system for performance achievement of Shagya Arabians.
- vi. Promotion of cooperation with Shagya Arabian breeders around the world, and in particular with the International Shagya Society.
- vii. Carrying out of all other such acts and things permitted by law to a Nonprofit Corporation organized pursuant to Montana Statutes.

Section 2. Powers. The Corporation shall have the power to employ such personnel, to acquire and own such equipment as may be necessary, and to make all necessary contracts for carrying out the objectives and purposes of the Corporation, and shall have the right to exercise all powers as set forth in the Montana Non-Profit Corporation Act, M.C.A. §35-2-101 et seq.

ARTICLE III MEMBERSHIP

Section 1. Membership. Qualifications for membership in the corporation shall be determined by the Board of Directors from time to time. Qualification of a person as a member shall entitle such person only to such rights and privileges as may be established for members from time to time by the Board of Directors. Active membership shall be open to all founding, lifetime, and active members with one or more living horses registered with the Registry. If at any time an active member shall come to no longer own a living horse registered with the Registry, the active membership shall continue through the period for which dues are already paid. Active members shall have access to all information collected by the Registry; may commission further inquiries with the consent of the board of directors; may nominate, vote, and run for the board of directors; may attend general meetings; may offer opinions and suggestions on the policies and operation of the Registry; may propose additions to and alterations of the rules; may vote on proposed additions to and alterations of the rules; may elect and serve on committees for the selection of promotional material; and may donate promotional material of their own selection that complies with the specifications and quotas by the board of directors.

Section 2. Termination, Expulsion, and Suspension of Members. A Member of the North American Shagya Arabian Society, Inc. ("Corporation") may be expelled or suspended and such Member's membership in the Corporation may be terminated or suspended as long as such action is carried out in accordance with the following provisions:

- (a) The Board of Directors of the Corporation (the "Board") may, for any reason, expulse or suspend a Member, and accordingly, terminate or suspend such Member's membership in the Corporation after completing the following:
 - i. First, the Board must provide not less than fifteen (15) days prior written notice to the subject Member of the expulsion, suspension, or termination

and the reasons for it, and such written notice must be sent to the subject Member via certified mail, sent to the last address of the subject Member shown on the Corporation's records, and for purposes of this Subsection, such notice is considered "provided" three (3) days after it has been sent (stamp marked date of the certified mailing).

- ii. The subject Member must be given an opportunity to be heard, orally or in writing (the Board shall decide which and provide whether the hearing will be orally or in writing in the Notice referenced in Subsection i, above), not less than five (5) days before the effective date of the expulsion, suspension, or termination by the Board.
- iii. The Board shall take into consideration relevant facts and circumstances, based on the information provided by the subject Member, in accordance with the response set forth in Subsection ii., above, and then, the Board shall unilaterally decide whether or not to expulse, suspend, or terminate the subject Member and/or his/her membership.
- iv. The Board shall then provide its decision to the subject Member. Once the Board has made said decision, it shall immediately be considered effective.
- v. The Corporation may, but is not required, to purchase any membership that the Board elects to terminate, per this Section, and the Board shall unilaterally make this determination. The purchase price for such membership shall be equal to the amount of dues paid in the year of termination such membership.

Section 3. Voting. Each member of the Corporation shall be entitled to one (1) vote on each issue which is called for a vote, unless the member holds a "Junior Membership", which are held by individuals who are under eighteen (18) years of age and which have no voting rights. The Junior Membership is a separate class from all other memberships, and a member holding a Junior Membership shall have all of the same rights as all other members, except such member shall have no voting rights.

Section 4. Resignation. A member may resign and terminate his/her membership by sending a written notice signed, dated and notarized to the Corporation, at its Registered Office. Such resignation will not result in the reimbursement of the membership fee or any portion thereof. Further, the resignation of a member does not relieve the member from any obligations the member may have to the Corporation as a result of obligations incurred or commitments made prior to resignation.

ARTICLE IV MEETING OF MEMBERS

Section 1. Annual Meetings. Each year's annual meeting of the members shall be held at a time and place selected by the Board, and the Board will notice the members of the

meeting in accordance herewith. The first annual meeting of the members, after the execution of these Restated Bylaws, shall be held in 2008 at a time and place selected by the Board, and the Board will notice the members in accordance herewith.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board of Directors or upon written request of a twenty percent (20%) of the members.

Section 3. Notice of Meetings. Written notice of each meeting of the members shall be given by, or at the direction of, the secretary (if an annual meeting), or person or the Board authorized to call the meeting, by mailing a copy of such notice postage prepaid, or by facsimile, personal delivery, overnight courier or electronic mail, not less than forty-five (45) days nor more than ninety (90) days before such meeting to each member entitled to vote at said meeting, addressed to the member's address last appearing on the books of the Corporation, or supplied by such member to the Corporation for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence at the meeting of one-third (1/3rd) of members, with the right to vote, represented in person or by proxy shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Waiver of Notice and Authorization without Meeting. Notice of the time, place and purpose of any meeting of the members, whether required by the applicable statutes of the State of Montana, the Articles of Incorporation or these By Laws may be waived in writing by any member. Such waiver may be given before or after the meeting and shall be filed with the Secretary or entered upon the records of the meeting. Any action which may be taken at a meeting of the members may be taken without a meeting, if authorized by a writing or writings signed by all members who would be entitled to a notice of a meeting for such purpose.

Section 6. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the member.

ARTICLE V DIRECTORS

Section 1. Authority. The authority over the direction and control of the affairs of the Corporation shall rest in the Board of Directors, which shall consist of not less than seven (7) individuals or more than nine (9) individuals. The Board of Directors' authority includes, but is not limited to, the conducting of the business and affairs of the Corporation. Such duties and authority include, but are not limited to, buying, selling and managing property; establishing fees; handling all financial and legal business of the Corporation; selecting, removing, and delegating authority to the officers of the Corporation; applying for 501(c)(5) status; and any and all other duties, authority, and responsibilities necessary to comply with the rules, regulations,

and laws, as set forth in Section 35, Chapter 2, Part 4 of the Montana Code Annotated, and any and all other duties, authority, and responsibilities necessary to comply with the rules, regulations, and laws governing non-profit corporations with a 501(c)(5) status.

Section 2. Directors—Categories. There shall be two (2) categories of Directors, and the two (2) categories will be classified as: 1.) “Regional Directors” and 2.) “Directors at Large”, and the characteristics (as set forth below in this Section) may be modified, updated and adjusted, by a majority of all of the Directors, for either or both categories. The characteristics of the two (2) categories shall be as follows:

- (a) **Regional Directors.** There shall be five (5) Regional Directors. Regional Directors will primarily represent the members in the specific region for which they are designated, and said regional director must live in the region they represent. Among the duties and responsibilities set forth in these Bylaws, Regional Directors’ specific duties shall include, but not be limited to, maintaining contact with the members in their region, keeping their regional members informed of upcoming events, establishing rapport with existing and potential members in their region to encourage participation in regional events, and making these opportunities available to their regional members.
- (b) **Directors at Large.** There shall be four (4) Directors at Large. Directors at Large will assist in representing all members of the Corporation and will assist with all aspects of management of the Corporation, in accordance herewith.

Both categories of directors shall have the same voting powers, and all directors, regardless of categorization, shall engage in the discussions and decisions relating to the general management of the Corporation as set forth in these Bylaws (and the Regional Directors shall have the additional duties as set forth above), and shall elect the Officers of the Corporation in accordance with the provisions set forth herein.

Section 3. Election and Term of Office. The election of the Directors shall be finalized at the annual meeting of the Members. Members may provide a written vote for such election, as long as such written vote is received by the Corporation ten (10) days before the annual meeting. If such written vote is not sent via certified mail, the Corporation shall not be responsible for the receipt of the vote. Directors are elected by a majority of the votes cast, and each Director shall hold office for a term of three (3) years and until his or her successor is duly elected and qualified, with the understanding that the current Directors shall hold their office until the dates set forth in the following rotation (which rotation also relates to the Directors to be elected after the date of these Bylaws):

- (a) Three (3) Directors at Large will be elected prior to the annual meeting in 2008, and those three Directors will take office as of the next annual meeting of the Corporation in 2008, and accordingly, their terms will expire on the third anniversary of their election in July of 2011.

- (b) The Eastern Regional Director, the Rocky Mountain Regional Director and one (1) Director at Large took office in 2007, and accordingly, their terms will expire on the third anniversary of their term in 2010.
- (c) The Northwest, Midwest, and Southwest Regional Directors took office in 2006, and accordingly, their terms will expire on the third anniversary of their term in 2009.

Section 4. Removal of Directors. Removal of a Director will automatically occur upon the end of the Director's term and the election of a successor for said Director. A Director may be removed by the Members without cause, at a duly called Special Meeting, if the votes cast by the Members for removal of the Director are equivalent to the votes required to elect a Director. The Board of Directors may only remove a Director if the Director was appointed by the Board (and the Director was not appointed to fill a vacancy), and two-thirds (2/3rds) of the Directors vote in favor of such removal.

Section 5. Conflict of Interest. A conflict of interest is deemed to arise when the not-for-profit Board Member, by virtue of his/her affiliation with other organizations, either as a Board Member, as an owner, as an employee, or in some other capacity, has divided loyalties. A Board Member must disclose a conflict of interest as soon as he becomes aware of it. The interest must be fully disclosed to the entire Board. Trade secrets and confidential material need not be disclosed, but the fact that the conflict exists must be disclosed. After full disclosure, the Board of Directors may determine whether to exclude the Member in the discussions and/or vote held by the Corporation which involves items over which there is a conflict of interest. Such decision may be determined on an as-needed basis by a majority vote of those Directors present at the meeting. The minutes of any meeting at which a Board Member reveals or discusses a potential conflict of interest must reflect those discussions in detail.

Section 6. Vacancy. Subject to the later provisions of this Section 5, vacancies in the Board of Directors, other than by expiring of term, shall be filled by a majority vote of the remaining Directors in office. Directors to fill such vacancies shall be elected for the unexpired term of those whom they succeed. Notwithstanding the foregoing set forth in this Section 5, if the unexpired term of the vacant director is twelve (12) months or more, at the time of the vacancy, then the Board shall notify the membership and ask for nominations. The Members shall then vote during the next scheduled annual meeting to fill the remainder of the unexpired term, and until such election, the Board shall operate with the number of Directors available.

ARTICLE VI OFFICERS

Section 1. Officers of the Board of Directors. The officers of the Board of Directors shall be the President, Vice-President, Secretary and Treasurer. The Corporation shall always have a President, at least one (1) Vice-President, and at least a Secretary/Treasurer. One (1) person may not hold more than one (1) office, and thus, three (3) separate individuals must serve as officers at any given time. The officers of the Corporation shall be elected at the annual meeting of the Board, in accordance with the terms for Election, as set forth in this Article. Further, and in addition to the Officers referenced, the Board shall appoint, by majority vote, a

representative to the Purebred Shagya Society International, who shall be referred to as the “ISG Liaison”, and whom shall be treated the same as officers, except as specifically set forth below.

Section 2. Election of Officers. At the annual meeting of the Board, the Board shall appoint officers to hold office for a term of one (1) year (unless Board approves a longer period) and until their respective successors are elected and qualified. Thereafter, officers will serve for a period of one (1) year and until their respective successors are elected and qualified at the annual meeting of the Board. This provision is subject to change by the Board of Directors.

Section 3. Removal. Any officer may be removed with or without cause by a vote of two-thirds of the entire Board of Directors.

Section 4. President. The President shall be the chief executive officer and administrative officer of the Corporation. Subject to the control of the Board of Directors, the President shall have general charge of the business of the Corporation on a day-to-day basis. The President is responsible for carrying out directives of the Board of Directors. The President shall communicate to the Members or to the entire Board such matters and make such suggestions as may tend to promote the prosperity and welfare and increase the usefulness of the Corporation. The President shall perform other such duties as are necessarily incident to the office of the President.

Section 5. Vice-President. In the absence, disability, or refusal to act of the President, the Vice-President shall perform the President’s duties. The Vice-President shall not have the authority to execute documents or sign checks on the Corporation’s account unless otherwise authorized by the Board of Directors.

Section 6. Secretary. The Secretary is the keeper of corporate records, responsible for the certification of all corporate documents, including resolutions of the non-profit Board, minutes, and records in the ordinary course of business. The Secretary is the keeper of the corporate seal. Upon direction of the Board, the Secretary will affix the corporate seal to documentation. The Secretary is required to attend all meetings of the Board of Directors and any committees for the purposes of taking minutes. The Secretary may send a designee in his/her place to take the minutes. The Secretary shall be custodian of all books, papers, records, the official seal, and the property of the Corporation, except as otherwise authorized by the Board of Directors. He/she shall keep the corporate records, shall keep the minutes of the meetings of the Board of Directors, shall give or cause to be given all notices required to be given, and shall perform such other duties as may be assigned to him/her by the Board of Directors.

Section 7. Treasurer. The Treasurer shall have charge of and is responsible for all funds of the Corporation he/she receives and gives receipt to accept it. He/She shall deposit moneys due and payable to the Corporation and pay out of the Corporation funds as ordered by the Board of Directors. He/She shall keep an accurate account thereof to the Board of Directors at their regular meetings and at such times as required by the Board of Directors. He/She shall give a full and complete report for the fiscal year at the annual meeting of the Directors.

Section 8. ISG Liaison. The ISG Liaison shall be the official representative of the Corporation to the Purebred Shagya Society International. The ISG Liaison shall keep the Purebred Shagya Society International apprised of all significant activities of the Corporation and shall serve as a channel of communication between the Corporation and the Purebred Shagya Society International. The ISG Liaison will also chair the "ISG Relations Committee" (which shall be formed by the Board in accordance with the Article pertaining to "Committees" in these Bylaws), which will consist of interested and qualified members of the Corporation who will represent the Corporation at Purebred Shagya Society International meetings and other related functions.

ARTICLE VII MEETINGS OF THE BOARD

Section 1. Annual Meetings. The annual meeting of the Board of Directors shall be held immediately before the Annual Meeting of the Members. Notice thereof, stating the date, time and place of the meeting, shall be given to each Director at least forty-five (45) days but not more than ninety (90) days prior to the date of the meeting unless such notice is waived in writing. Attendance at the meeting shall constitute waiver of notice. Attendance may be either in person or by telephone or other electronic means approved by the Board of Directors prior to the meeting.

Section 2. Annual Board Meetings. Unless agreed otherwise, in writing, by all members of the Board of Directors, hereinafter "the Board", the Board shall meet annually at the same location as the Annual Meeting of the Members or at any other location fixed by the Board, at such time and upon such notice as the Board may from time to time determine.

Section 3. Other Board Meetings. Special meetings of the Board of Directors shall be held at the Principal Office of the Corporation or at any other location fixed by the Board, at such time and upon such notice as the Board may from time to time determine. The Board of Directors shall prescribe the notice and the manner in which notice shall be given for regular and special meetings of the Board of Directors, provided that such notice may be waived in writing. Attendance at such meeting shall constitute a waiver of notice. Special meetings of the Board may be called by the President or by petition of any two (2) Members of the Board. The business that may be transacted is limited to the purpose for which the special meeting is called as set forth in the notice of the meeting where notice is less than is required for regular meetings. A minimum of twenty-four (24) hours notice shall be required for a special meeting unless waived by all Members of the Board of Directors in writing. Attendance may be in person or by telephone or other electronic means approved by the Board of Directors prior to the meeting.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. Any Director who is attending the meeting via telephone or other electronic means approved by the Board of Directors prior to the meeting shall be included in the count to determine whether a quorum exists. If a quorum exists at the beginning of a meeting, it is deemed to continue throughout the meeting, even if the number of Directors present during the meeting falls below the number constituting a quorum due to Directors leaving the meeting.

If, in the absence of a quorum, the Director present shall adjourn the meeting to a later time, not more than ten (10) days hence. Directors may vote by proxy and any Director may submit his/her vote in writing in the event of his/her absence.

Section 5. Informal Action. Action taken by the Directors without a meeting in respect to any Corporation matter shall be valid if, before or after such action, all Board Members sign and file with the Secretary for inclusion in the corporate minute books a memorandum showing (a) the nature of the action taken, and (b) the consent and approval of each Board Member to the action taken.

ARTICLE VIII BREEDING COMMITTEE

Section 1. Powers. The breeding committee shall be responsible for decisions regarding the registration of Shagya Arabians and the approval of breeding stock.

Section 2. Responsibilities. The breeding committee will publish a set of basic guidelines for the breeding registration and approval procedures for breeding stock. It will also conduct inspection and approval procedures for breeding stock.

Section 3. Setup. The numbers of members, the members and any other undefined rules or information pertaining to the breeding committee shall be determined by the Board of Directors.

ARTICLE IX COMMITTEES (OTHER THAN BREEDING COMMITTEE)

Section 1. Appointment. The Board of Directors, by resolution adopted by a majority of the full Board, may designate one or more of its members to constitute a committee of the Corporation. Each committee shall have one or more members, who serve at the pleasure of the Board of Directors. The designation of such a committee and the delegation to it of authority shall not operate to relieve the Board of Directors, or any member of it, of any responsibility imposed by law.

Section 2. Tenure. Each member of a committee shall serve at the pleasure of the Board of Directors.

Section 3. Meetings and Notice. Regular meetings of a committee may be held without notice at such times and places as the committee may fix from time to time by resolution. Notice of special meetings shall be given in the same manner as is notice of special meetings of the Board. Any member of a committee may waive notice of any meeting, and no notice of any meeting need be given to any member of it who attends in person. The notice of a meeting of a committee need not state the business proposed to be transacted at the meeting.

Section 4. Quorum. A majority of the members of committee shall constitute a quorum for the transaction of business at any meeting of that committee, and action of the committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

Section 5. Action Without a Meeting. Any action that may be taken by a committee at a meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all the committee members and delivered to the Corporation's principal place of business, to the Corporation's registered office, or to such other additional person or place as prescribed by the Board of Directors or such committee.

Section 6. Resignation and Removal. Any member of a committee may be removed at any time, with or without cause, by resolution adopted by a majority of the full Board of Directors. Any member of a committee may resign from the committee at any time by giving written notice to the Secretary of the Corporation, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. Vacancies. Any vacancy in a committee may be filled by a resolution adopted by a majority of the full Board of Directors.

Section 8. Procedure. Unless the Board directs the committee to do so, the Board shall elect a presiding officer from the members of the committee and the committee may then fix its own rules of procedure which shall not be inconsistent with these Bylaws. A committee shall report its proceedings to the Board of Directors for the Board's information at the meeting thereof held next after the proceedings shall have occurred.

ARTICLE X REGISTRAR

Section 1. Selection of Registrar. The Registrar shall be appointed by the Board based on a majority vote.

Section 2. Powers. The Registrar shall be responsible for the maintenance of the Corporation's Studbook. The Registrar shall be directed to follow the guidelines for Shagya Arabian registry established by the Corporation's breeding committee.

ARTICLE XI INDEMNITY

Section 1. Directors and Officers Indemnification. Every person who was or is a party or is threatened to be made a party to, or is involved in, any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she is or was a Director or officer for the Corporation or, is or was serving at the request of the Corporation as a director or officer of another corporation, or other enterprise, shall be indemnified and held harmless to the fullest extent legally indemnified and held harmless to the fullest extent legally permissible under and pursuant to any procedure specified in the Montana Non-Profit Corporation Act, as amended and as the same may be amended hereafter, against all expenses, liabilities, and losses (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right shall be in a contract right that may be enforced in any lawful manner by such person. Such right of indemnification shall not be exclusive of any other right which such Director or officer may have or hereafter acquire and, without limiting the generality of such statement, he/she shall

be entitled to his/her rights of indemnification under any agreement, vote of Directors, provisions of law, or under this Article. The Board of Directors may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, against any liability asserted against the Corporation.

Prompt notice to the Corporation's Board of Directors of the commencement of an action or of any event that might reasonably be expected to either give rise to an action or be an indication that an action is contemplated is required. The Board of Directors must approve each request for indemnification at the onset.

Section 2. Agents' Indemnification. The Corporation may, in the discretion of and only if approved in writing by the Board of Directors, indemnify any person or entity acting as an agent of the Corporation, to the same extent as a Director of the Corporation.

Section 3. Advancement of Expenses. Expenses incurred by a Director or officer of the Corporation in defending a civil or criminal action, suit or proceeding by reason of the fact that he/she is or was a Director or officer of the Corporation (or was serving at the Corporation's request as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or another enterprise) 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, such person to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Corporation as authorized by relevant provisions of the Montana Non-Profit Corporation Act as the same now exists or as it may hereafter be amended.

ARTICLE XII FINANCES AND SERVICES

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin with the 1st day of January and terminate on the 31st day of December of each year.

Section 2. Depository. The Board of Directors shall have the power, at will, to: select one or more banks to act as depositories of the funds of the Corporation; to determine the manner of receiving, depositing, and disbursing funds of the Corporation; the form of checks; the person or person by whom same shall be signed with the power to change such banks; and the person or persons signing the checks and the form thereof.

Section 3. Investment of Funds. Investment of the surplus funds of the Corporation over and above the cash requirements of its operations may be made by the Treasurer on its behalf and in its name in bonds or such proposal as the Board of Directors may deem advisable. These investments shall be within the limitations of the law and the rules and regulations governing non-profit corporations with 501(c)(3) status, and consistent with the purposes of the Corporation.

Section 4. Compensation. The Members of the Board of Directors shall receive no compensation for their services as Members of the Board. At the discretion of the Board of

Directors, Directors who engage in business of the Corporation may receive a reasonable per diem to cover necessary expenses.

Section 5. Distribution of Assets. No distribution of the assets of this Corporation shall be made until all debts are fully paid and then only upon its final dissolution and surrender of the organization and name as otherwise provided by the laws, rules and regulations governing non-profit corporations with a 501(c)(5) status. At no time shall the assets be distributed to any Directors of this Corporation.

ARTICLE XIII MISCELLANEOUS

Section 1. Amendment of By-Laws. These By-Laws may be amended, repealed or altered at any annual or special meeting of the Directors of the Corporation by a vote of two-thirds (2/3rds) of the Directors then in office.

Section 2. Dissolution. This Corporation shall be dissolved by a ninety percent (90%) vote, in favor of dissolution, of the total number of Members at a special meeting of the Members called for that purpose. The final dissolution and the surrender of the organization name shall be completed as provided by law for a public benefit corporation. Until final dissolution, this Corporation may act in the capacity of agent to receive, distribute, or disburse any Corporation funds. Any funds remaining after all expenses and obligations are fully satisfied shall be distributed as set forth in the Montana Non-Profit Corporation Act.

By signing below, the Secretary of the Corporation confirms that these Bylaws were properly adopted by the Corporation and shall be effective as of the _____ day of _____, 200__.

Arlene Michaud, Secretary