

## BYLAWS OF

### Alcor Life Extension Foundation Arizona

#### ARTICLE I OFFICES

The principal office of the corporation shall be located within the United States of America. The corporation's known place of business in Arizona shall be located at 7895 E. Acoma Dr., Ste. 110, Scottsdale, AZ 85260 or at such other address within the state of Arizona as the Board of Directors may determine. The corporation may also have such other offices, either within or without the State of Arizona, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Arizona a known place of business, and a statutory agent whose office may be identical with such known place of business, as the Arizona Nonprofit Corporation Act requires. The known place of business in the State of Arizona, and the address of the known place of business may be, but need not be, identical with the principal office; and may be changed from time to time by the Board of Directors.

#### ARTICLE II PURPOSES

The primary objectives and purposes of this corporation shall be:

- (a) to promote, foster, and conduct basic and applied research in all areas of the life extension sciences including, but not limited to, cryonics, cryobiology, gerontology, molecular engineering, and cell repair technology;
- (b) to engage in the application of whole-body cryonic suspension, neuropreservation, and other postmortem and biopreservation techniques and to provide these services to the general public;
- (c) to promote, encourage, further, and carry out research to develop techniques for short-term and long-term fully reversible arrest of metabolism in man and other mammals, i.e., the development of suspended animation;
- (d) to promote, encourage, further and conduct research to allow for repair, recovery, and rehabilitation of humans placed in cryonic suspension, neuropreservation, or other biopreservation techniques;
- (e) to act as a bank or storage facility for tissues, organs, and all other human remains as may be required to further the purposes of (a) through (d) above pursuant to the Revised Arizona Uniform Anatomical Gift Act (Arizona Revised Statutes § 36-841, *et seq.* and as it may be amended from time to time), and any other statutes in any jurisdiction in which the corporation is registered;
- (f) to engage in the dissemination and administration of techniques and information for extending human life span, health and quality of life;
- (g) to act as a trustee, conservator, guardian, executor, power of attorney or medical surrogate as may be required to further the purposes above;

- (h) to sponsor seminars, exhibits, workshops, displays and other activities to educate the general public about the life extension sciences in general and cryonics in particular; and
- (i) to provide financial support, research facilities, equipment and supplies required to carry out all the above objectives.

### ARTICLE III NO STATUTORY MEMBERS

The corporation shall not have ‘members’ as that term is defined in Arizona Revised Statutes § 10-3140.37 or a ‘membership’ as that term is defined in Arizona Revised Statutes § 10-3140.38. There shall be no voting rights for any person referred to as a member in these bylaws. Any action that would otherwise require the approval of members shall only require approval by the Board of Directors pursuant to these bylaws. The corporation, these Bylaws, and the Board of Directors may refer to persons associated with this corporation who have no voting rights as “members” or “nonvoting members” and adopt policies and procedures for the admission of such persons. Under no circumstances shall such persons be considered “members” within the meaning of Arizona Revised Statutes § 10-3140.37, or any other statute in any jurisdiction where the corporation may be registered. The corporation, these Bylaws, and the Board of Directors may use the term membership but under no circumstances shall the use of the word membership by the corporation, in these Bylaws, by the Board of Directors, or otherwise, be construed as having the meaning or effect of ‘membership’ as that term is defined in Arizona Revised Statutes § 10-3140.38, or any other statute in any jurisdiction where the corporation may be registered.

### ARTICLE IV BOARD OF DIRECTORS

**SECTION 1. *Powers.*** The Board of Directors shall manage the affairs of the corporation. Subject to the provisions of the Arizona Nonprofit Corporations Act and any limitations in the Articles of Incorporation and Bylaws of the corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised under the authority of the Board of Directors, who may delegate some of such conduct and authority to corporate officers from time to time, or rescind it, as they deem appropriate.

**SECTION 2. *Number, Tenure and Qualifications.*** The corporation shall have no less than three (3) and no more than nine (9) directors and collectively they shall be known as the Board of Directors. The exact size shall be determined by the Board of Directors. The size of the Board of Directors can differ from these limits by an amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. Each Director shall hold office until the next annual meeting or pursuant to Section 14. Any person who has completed all legal and financial arrangements with the corporation for the postmortem cryopreservation of his or her remains in good standing with the corporation may serve as a Director of this corporation.

**SECTION 3. *Restriction Regarding Interested Directors.*** Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board of Directors may be interested persons. For the purposes of this Section, “interested persons” means either:

- (a) any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director; or
- (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 4. *Duties.* It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers of the corporation and any staff that report directly to the Board;
- (c) Advise the President and consent to the employment, promotion, and compensation of all staff at and above the Director job title level;
- (d) Meet at such times and places as required by these Bylaws; and
- (e) Register their postal and email addresses with the Secretary of the corporation, and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

SECTION 5. *Regular and Annual Meetings.* Regular meetings of the Board of Director shall be held on the second Saturday of the month at 11:00 a.m. MST, unless directed otherwise by the Board of Directors or unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same time and place on the following Saturday or such other day as designated and agreed upon by the Board of Directors. The annual meeting of the Board of Directors shall be on the second Saturday of September at 11:00 a.m. MST, unless directed otherwise by the Board of Directors or unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same time and place on the following Saturday or such other day as designated and agreed upon by the Board of Directors. Directors shall be elected by the Board of Directors at the annual meeting and the Board of Directors shall determine how the election process will be conducted. Regular and annual meetings shall be held at the principal office of the corporation unless otherwise provided by the Board of Directors or at such place within or without the State of Arizona which has been designated from time to time by resolution of the Board of Directors. In the absence of such designation, any annual or regular meeting not held at the principal office of the corporation shall be valid only if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation. Any regular or annual meeting may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

SECTION 6. *Notice of Regular and Annual Meetings.* Regular meetings of the Board of Directors and the annual meeting of the Board of Directors may be held without notice. Notice of the time and place of holding an adjourned regular meeting or annual meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or annual meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 7. *Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the President, the Vice President, the Secretary, or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Arizona, as the place for holding any special meeting of the Board of Directors called by them and, in the absence of such designation, at the principal office of the corporation. A special meeting may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another.

SECTION 8. *Notice of Special Meeting.* Special meetings of the Board of Directors shall be held upon 48 hours' notice delivered personally, by telephone, or by email. Such notices by email shall be addressed to each Director at his or her email address as shown on the books of the corporation and such notice shall be deemed delivered upon receipt of a 'delivery receipt' or other similar electronic delivery confirmation by the sender of the email. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

SECTION 9. *Waiver of Notice and Consent to Hold Meetings.* The transactions of any meeting of the Board of Directors not noticed in accordance with these bylaws are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 10. *Quorum.* A quorum shall consist of a majority of the Board of Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board of Directors at any meeting at which a quorum, as heretofore defined, is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board of Directors. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than announcement at the meeting at which the adjournment is taken, except as provided in Sections 6 and 8 of this ARTICLE IV. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to withdrawal of Directors from the meeting, providing that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

SECTION 11. *Majority Action as Board of Directors Action.* Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or the provisions of the Arizona Nonprofit Corporation Act, require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

SECTION 12. *Conduct of Meetings.* Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation, or in the absence of these persons, by a Chairperson chosen by the majority of the directors present at the meeting. The Secretary of the corporation shall act as Secretary of all

meetings of the Board of Directors, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

SECTION 13. *Action by Unanimous Written Consent Without a Meeting.* Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have all the same force and effect as the unanimous vote of the Directors. Any certification or other document filed under any provisions of law which relates to action so taken shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 14. *Vacancies.* Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any Director, and (2) whenever the number of authorized Directors is increased. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgement of any court to have breached any duty under Section 10-3830 of the Arizona Nonprofit Corporation Act. Directors may be removed without cause by a majority of Directors then in office. Any Director may resign effective upon giving written notice to the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General. Vacancies on the Board of Directors may be filled by the majority of Directors then in office, whether or not less than a quorum, or by a sole remaining Director.

SECTION 15. *Compensation.* Directors shall serve without material compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending Directors' meetings.. In addition, they shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 4 of this ARTICLE IV. Directors may not be compensated for rendering services to the corporation in any capacity other than Director unless such compensation is reasonable and is allowable under the provisions of Section 3 of this ARTICLE IV.

## ARTICLE V OFFICERS

SECTION 1. *Officers.* The officers of the corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairperson of the Board of Directors, an Executive Director, a Chief Financial Officer, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers, and such officers shall have such authority and shall perform such duties as may be prescribed from time to time by action of the Board of Directors. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board of the Directors.

SECTION 2. *Qualification, Election, and Term of Office.* The qualification for officers of this corporation are the same as for the Board of Directors of this corporation, except that officers below the rank of president or CEO are not required to be a cryopreservation member of Alcor. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified, whichever comes first.

SECTION 3. *Removal.* Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein,

and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 4. *Vacancies.* Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer, shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President until such time as the Board of Directors shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board of Directors may or may not be filled as the Board of Directors shall determine.

SECTION 5. *President.* The President shall be the chief executive officer of the corporation and shall serve at the pleasure of the Board of Directors. The President shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation of this corporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which may from time to time be authorized by the Board of Directors.

SECTION 6. *Vice President.* In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 7. *Treasurer.* Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall be responsible for the:

- (a) Charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
- (b) Receipt, and giving receipt for, monies due and payable to the corporation from any source whatsoever;
- (c) Disbursement or cause to be disbursed the funds of the corporation as may be disbursed by the Board of Directors, taking proper vouchers for such disbursements;
- (d) Keeping and maintaining adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (e) Exhibiting at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefor;
- (f) Rendering to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation;
- (g) Preparing, or causing to be prepared, and certifying, or causing to be certified, the financial statements to be included in any required reports; and

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

SECTION 8. *Secretary.* The Secretary shall:

- (a) Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws, as amended or otherwise altered to date;
- (b) Keep at the principal office of the corporation or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Board of Directors, and, if applicable, meetings of committees of Directors, regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- (c) Extract and maintain a list of motions approved by the Board of Directors;
- (d) See that all notices are duly given in accordance with these Bylaws or as required by law;
- (e) Be the custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or by these Bylaws;
- (f) Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws and the minutes of the proceedings of the Directors of the corporation; and
- (g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. *Compensation.* The compensation of the officers, if any, shall be fixed by resolution of the Board of Directors. The Board of Directors will consult with the President on the compensation of all officers except for the compensation of the President. No officer shall be prevented from receiving such compensation by reason of the fact that he or she is also a Director of the corporation, provided, however, that such compensation paid a Director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of ARTICLE IV, Section 3, of these Bylaws. In all cases, any compensation received by officers of this corporation shall be reasonable and given in return for services actually rendered the corporation which relate to the performance of the charitable or public purposes of this corporation.

## ARTICLE VI COMMITTEES

SECTION 1. *Executive Committee.* The Board of Directors may, by a majority vote of Directors then in office, designate two (2) or more Directors (who may also be serving as officers of this corporation) to constitute an Executive Committee and delegate to such Executive Committee any of the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, except with respect to:

- (a) The approval of any action which, under law, or the provision of these Bylaws, requires approval of the majority of all Directors;
- (b) The filling of vacancies on the Board of Directors or on any committee which has the authority of the Board of Directors;
- (c) The fixing of compensation of the Directors for serving on the Board of Directors or on any committee;
- (d) The amendment or repeal of Bylaws of the corporation or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (f) The appointment of committees of the Board of Directors or members thereof;
- (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- (h) The approval of any transaction to which this corporation is a party and in which one or more Directors has a material financial interest.

By a majority vote of the Directors then in office, the Board of Directors may at any time revoke or modify any or all of the authority so delegated, increase or decrease, but not below two (2), the number of members of the Executive Committee, and fill vacancies therein from the Directors. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors from time to time as the Board of Directors may require.

SECTION 2. *Audit Committee.* There may be a standing committee of the corporation which shall be the Audit Committee. The Audit Committee shall consist of individuals designated by resolution of the Board of Directors. The Secretary/Treasurer shall not serve on the Audit Committee. The Board of Directors shall define the Audit Committee's duties and responsibilities, and authority.

SECTION 3. *Advisory Committees.* The corporation shall have such other Advisory Committees as may from time to time be designated by resolution of the Board of Directors. Such other Advisory Committees may consist of persons who are not also Directors. These additional Advisory Committees shall act in an advisory capacity only to the Board of Directors and shall be clearly titled as "Advisory Committees." The Board of Directors shall approve appointment of Advisory Committee members.

SECTION 4. *Other Committees.* The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors or the President. Such other committees may consist of persons who are not also Directors.

SECTION 5. *Meetings and Actions of Committees.* Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.



SECTION 6. *Committee Chairperson.* One member of each committee shall be appointed chairperson by resolution of the Board of Directors.

SECTION 6. *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.

SECTION 7. *Quorum.* Unless otherwise provided in the resolution of the Board of Directors 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 8. *Rules.* Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules that the Board of Directors adopts.

## ARTICLE VII EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. *Contracts.* The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose in any amount.

SECTION 2. *Checks, Drafts, etc.* All checks, drafts or orders for the payment of money, 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 the Board of Directors shall from time to time be determined by resolution. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

SECTION 3. *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 President may select.

SECTION 4. *Gifts.* The Board of Directors or the President may accept or decline on behalf of the corporation any contribution, gift, bequest, insurance proceed, charitable remainder trust distribution, or devise for the charitable or public purposes of this corporation.

SECTION 5. *Refundable Funds.* Any funds or monies provided to the corporation as refundable funds must be managed where possible by conservative investment in such banks, trust companies or other depositories insured against loss of the principal by an agency of the Federal Government. Such funds shall not be invested in, expended, deposited in or otherwise disposed of for the purchase of real estate, capital equipment or disposable supplies.

## ARTICLE VIII CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. *Maintenance of Corporate Records.* The corporation shall keep at its principal office:

- (a) Minutes of all meetings of the Board of Directors and committees having any of the authority of the Board of Directors, the time and place of holding such meetings, whether

regular or special, how called, the notice given, and the names of those present and the proceedings thereof; and

- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.

SECTION 2. *Corporate Seal.* The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. *Director's Inspection Rights.* Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind, except member records and related member information, and to inspect the physical properties of the corporation.

SECTION 4. *Right to Copy and Make Extracts.* Any inspection under provisions of this Article may be made in person, or by agent or attorney subject to the same confidentiality obligations as the Director, and the right to inspection includes the right to copy and make extracts.

SECTION 5. *Annual Report.* The Board of Directors shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation who request it in writing, which report shall contain the following:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year; and
- (e) Any information required by Section 6 of this ARTICLE VIII.

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

SECTION 6. *Annual Statement of Specific Transactions.* This corporation shall mail or deliver to all Directors a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- (a) Any transaction in which the corporation, or its parent or its subsidiary, was a party and in which either of the following had a direct or indirect material financial interest: (1) any Director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or (2) any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than TWO HUNDRED THOUSAND DOLLARS (\$200,000) or which was one of a number of transactions with the same person involving, in the aggregate, more than TWO HUNDRED THOUSAND DOLLARS (\$200,000). Similarly, the statement need only be provided with respect to indemnification or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any Director or officer. Any statement required by this Section shall briefly describe the names of interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

#### ARTICLE IX FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year, unless otherwise determined by the Board of Directors, with such change according to generally accepted accounting principles.

#### ARTICLE X WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Arizona Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, 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.

#### ARTICLE XI AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two (2) days' written notice is given of the intention to alter, amend or repeal or to adopt new bylaws at such meeting.

#### ARTICLE XII AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended and the amendment may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two (2) days' written notice is given of the intention to amend the Articles of Incorporation at such meeting.

#### ARTICLE XIII PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No Director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earning or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for services performed for the corporation in effecting any of its charitable or public purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such

person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation.

ARTICLE XIV  
INSURANCE

The Board of Directors may, in its sole discretion, adopt a resolution authorizing the purchase and maintenance of insurance on behalf of the corporation and any person who is or has served as an agent of the corporation (including a Director, officer, employee, or other agent of the corporation) against any fine, liability, cost or expense, including attorneys' fees, other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Arizona Nonprofit Corporation Act.

CERTIFICATE

The undersigned, the duly elected and acting Secretary of the corporation, does hereby certify that the foregoing Bylaws constitute the Bylaws of the corporation as unanimously approved by the Board of Directors at the Organizational Meeting of the corporation on September 11, 2021.

DATED this 11<sup>th</sup> day of November, 2023.

\_\_\_\_\_  
Linda Chamberlain, Secretary