

Community Connect, Inc.

BYLAWS

OF

COMMUNITY CONNECT, INC.

Adopted: February 11, 2012

BYLAWS

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BYLAWS

**ARTICLE I
NAME AND LOCATION**

Section 1. Name. The name of this Corporation shall be Community Connect, Inc.

Section 2. Location and Change of Address. The location of the initial principal office of this Corporation in the State of Nevada shall be 5542 Big Sea Street, Las Vegas, Nevada 89110. This Corporation may change the location of the principal office and may have other offices either in or out of the State of Nevada, as the Board of Directors may, from time to time, designate. Change of address of the principal office shall be noted below indicating effective date of new address. Such changes of address shall not be deemed an amendment of these Bylaws.

New Address	Effective Date of Change

**ARTICLE II
OBJECTIVES AND PURPOSES**

Section 1. Public Benefit Corporation. This Corporation shall operate as a public benefit corporation under the laws of the State of Nevada.

Section 2. Purposes. The purposes for which the corporation is formed are educational, religious, and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, and in this connection:

- a) This Corporation is a nonprofit **PUBLIC BENEFIT CORPORATION** and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for **public and charitable** purposes.

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The purposes of this corporation are to:

- Provide programs on financial literacy, home ownership, secondary and post-secondary education preparation, vocational school preparation, community health fairs, student mentoring, tutoring and community and cultural awareness.
- b) To these ends to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value, and to sell, convey, lease, or otherwise dispose of any such property, and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Charter of the Corporation, these Bylaws, or any laws applicable thereto.
- c) To possess and exercise all the powers and privileges granted to nonprofit corporations by the Nevada nonprofit Corporation statutes, or any act amendatory thereto, or by any other law of the State of Nevada or by the Charter of Incorporation, together with any powers incidental thereto, either as principal or agent and either alone or in connection with other corporations, organizations or individuals, to the extent that such powers and privileges are necessary, convenient, proper for, or incidental to, the accomplishment of any of the purposes of the corporation, or directly or indirectly to promote the interests of the corporation or to enhance the values of its properties.
- d) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.

ARTICLE III BOARD OF DIRECTORS

Section 1. Board of Directors. The management of the property and affairs of the Corporation shall be vested in its Board of Directors.

Section 2. Purpose of the Board. The purpose of the Board of Directors is to analyze the purposes of the Corporation, establish goals and strategies to accomplish those purposes, and implement those strategies.

Section 3. Number, Qualification, and Term.

(a) **Membership.** The Board shall be composed of not less than three (3) persons, the exact number of which shall be fixed by action of the Directors from time to time.

(b) **Qualification.**

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- (1) Directors shall be age 18 or older, and need not be residents of Nevada.
- (2) No person shall be qualified to be a member of the Board of Directors of this Corporation who cannot consistently contribute his time and talent toward the realization of the purposes and objectives of this Corporation.

(c) **Board Composition.** The voting Board of Directors shall consist of a Chairperson and all Directors of the Board. The Advisory Council representative shall not be a voting member. The follow comprises the Board of Directors (also known as the "Initial Founding Partner Directors"):

Michael D. Thrower
5542 Big Sea Street
Las Vegas, NV 89110

Jacklyn Morrison
6536 Arrowbear Lane
Las Vegas, NV 89084

John R. Triplett
10944 Sutter Hills Avenue
Las Vegas, NV 89144

Sharon Edwards
9030 W. Sahara Avenue, #263
Las Vegas, NV 89117

The Board of Directors may designate from time to time additional organizations, which will have one or more representatives on the voting Board. In addition, any organization previously having representatives on the Board may at any time choose to cease representation on the Board by so notifying the Board in writing.

(d) **Initial Chairperson.** The initial Chairperson of the Board shall be Michael D. Thrower

(e) **Term.** The initial Founding Partner Directors and initial Chairperson shall hold office until December 31, 2014 and shall serve three-year terms, but are eligible for re-election for up to five consecutive terms or until their successors are duly elected and qualified, or until resignation or removal as provided in paragraphs (f) and (g) below. The Advisory Council Directors shall be elected by the Board and hold office for one (1)-year terms,

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and thereafter until their successors are duly elected and qualified, or until resignation or removal as provided in paragraphs (f) and (g) below. There is no limit to the number of terms a Director may serve.

(f) **Resignation.** Directors may resign at any time on written notice to the Executive Director or Secretary.

(g) **Removal.** Any director may be removed with or without cause at any time by the vote of three-fourths (3/4) of the then serving Director.

Section 4. Election.

(a) **Annual Election.** The Board of Directors shall elect the Directors at the annual meeting each year.

(b) **Vacancies.** Regular meetings 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 judgment of any court to have breached any duty under the law. Any vacancy on the Board of Directors due to the death, resignation, or removal of a Director may be filled by the majority vote of the remaining members of the Board of Directors at any regular or special meeting of the Board. Any successors elected shall serve for the time period up until the Annual Election, including successors of Founding Partners.

Section 5. Meetings of the Board of Directors.

(a) **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time and places as the Board shall decide, which shall include at least one meeting every three months.

(b) **Special Meetings.** Special meeting of the Board of Directors may be called by the Chairperson of this Corporation, and shall be called by the Chairperson when one-third (1/3) of the members of the Board shall submit a request in writing for such meeting. The chairperson shall cause notice of the time, place, and purpose of all special meetings to be given to all members of the Board of Directors at least three (3) days prior to the date of the proposed meeting.

(c) **Notice.** The Secretary shall cause notice of the time and place of each annual meeting or special meeting to be given to each Director by direct or facsimile communication or by mailing such notice to the last known address of the Director upon the records of this Corporation, at least three (3) days prior to the meeting date. Notice need not be given of regular meetings of the Board of Directors held at times fixed by resolution of the Board of Directors. No notice of any meeting need be given any Director who attends such meeting, unless any such Director attending at the beginning of such meeting states any objection or objections to the place or time of the meeting, to the manner in which it has been called or

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convened or to the transaction of business. Further, notice shall not be required to be given any Director who at any time before or after the meeting waives notice of the meeting in writing.

(d) **Robert's Rules.** Robert's Rules of Order shall govern the proceedings at all meetings of the Board of Directors of the Corporation, except where some are in conflict with the Charter or Bylaws of this Corporation.

(e) **Conduct of Meetings.** All meetings of the Board of Directors or of any Committee of the Board shall be conducted in a courteous, respectful, and professional manner. Board Members should freely express questions, uncertainties, doubts, frustrations, differences of opinions, or concerns, with a view towards creating and maintaining an honest and transparent communication and relationship among the members. Agreement and like-mindedness is desired, and can be truly achieved only through open and honest communication.

Section 6. Voting.

(a) **One Vote.** Each Director shall be entitled to one vote on a matter requiring Board approval at all meetings of the Board of Directors.

(b) **Proxy Voting.** At meetings of the Board of Directors, directors may vote on any matter by proxy, duly given in writing and filed with the Secretary of the Corporation prior to the commencement of the meeting.

(c) **Vote Required to Adopt.** A simple majority of Directors present shall be sufficient to pass any motion at any meeting of the Board of Directors.

(d) **Quorum.** A quorum at any meeting of the Directors shall consist of Directors holding not less than two thirds of the voting membership of the full Board of Directors. For this purpose, any vacancy in a Director position shall be counted as an absent member of the Board.

(e) **Manner of Voting.** All voting at meetings of the Board of Directors shall be by voice or a show of hands, except where otherwise specified, or where a written ballot is requested by a majority of those Directors present and entitled to vote at such meeting.

(f) **Presumption of Assent.** A Director who is present at a meeting of the Board, or any committee thereof, shall be presumed to have concurred in any action taken at the meeting, unless his dissent thereto shall be entered in the minutes of the meeting or unless he shall submit his written dissent to the person acting as the Secretary of the meeting before the adjournment thereof, or shall deliver or send such dissent by registered or certified mail to the Secretary of the Corporation promptly after the adjournment of the meeting. Such rights to dissent shall not apply to a Director who voted in favor of such action. A Director who is absent from a meeting of the Board, or any committee thereof, at which such action is taken shall be presumed to have concurred in the action unless he shall deliver or send by registered mail or certified mail his dissent thereto to the Secretary of the Corporation or shall cause such dissent to

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be filed in the minutes of the proceedings of the board or committee within a reasonable time after learning of such action.

Section 7. Telephone Meetings. Participation by members of the Board or any committee designated by the Board in any meeting of the Board or committee shall be permitted by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting pursuant to this Section shall constitute presence in person at such meeting. The directors shall be promptly furnished a copy of the minutes of the meeting held under this Section.

Section 8. Action Without Meeting. Any action required or permitted by these Bylaws or otherwise to be taken at any meeting of the Board of Directors or of any committee established by the Board may be taken without a meeting, if written consent setting forth the action so taken shall be signed by all of the Directors or members of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or the committee, as the case may be.

Section 9. Power and Duties. The Board of Directors shall have the following powers and duties in addition to those given by the Charter of this Corporation and/or applicable law:

(b) **Policy.** It shall have control of and be responsible for the property and affairs of the Corporation and determine matters of policy pertaining thereto.

(c) **Budget.** It shall provide for a budget for this Corporation and supervise the expenditure of its funds. The proposed budget, including a full financial report, shall be presented to the Board of Directors at the annual meeting each year. The budget shall be subject to revision at that time. The budget, as presented or revised, shall be ratified by a two-thirds (2/3) affirmative vote of the Board of Directors present.

(d) **Annual Statement.** It shall cause to be prepared each year a statement of the affairs of this Corporation for the preceding year.

(e) **Employment.** It shall approve the employment of the Executive Director of the Corporation and his/her salary.

Section 10. Compensation. The Directors shall receive no compensation for their services as Directors, except that they shall be allowed and paid their actual and necessary expenses incurred in attending any Directors' meetings upon presentment of adequate proof of such expenditure.

ARTICLE IV HONORARY CHAIRPERSONS AND SUPPORTING PARTNERS

The Board of Directors shall have the power to appoint such "Honorary Chairpersons" to the Board and to appoint "Supporting Partners" as it may by resolution determine. Honorary

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Chairpersons and Supporting Partners may attend the meetings of the Board of Directors and may make recommendations to the Board, but shall not have the power to vote.

ARTICLE V OFFICERS

Section 1. Officers, terms, and election.

(f) **Officers.** The Officers of this Corporation shall be a Chairperson of the Board, Vice President, Secretary, and Treasurer. The Board of Directors shall elect the Officers. The Board of Directors may, however, appoint such subordinate or assistant Officers as they deem necessary for the conduct of the affairs of this Corporation. Except for the offices of Chairperson and Secretary, one person may hold more than one office at a time. Directors shall hold the offices of Chairperson, Secretary, and Treasurer.

(g) **Term.** The Officers of this Corporation, with the exception of the Chairperson and the initial Founding Partner Directors, shall be elected for a term of one year, and shall hold office until their successors are duly elected and qualified.

(h) **Election.** Following the annual election of Directors, each year, the Directors and Directors-elect shall meet to elect the new Officers who will take office immediately. Directors leaving the Board shall have no vote.

Section 2. Duties of the Chairperson. The duties of the Chairperson of the Board of this Corporation shall be to:

(i) Preside at all meetings of the Board of Directors.

(j) Appoint committees and their chairpersons, or delegate this role to the Executive Director.

(k) Be the official spokesman of this Corporation on all matters of policy pertaining to the Corporation, or delegate this role to the Executive Director.

(d) Work closely with the Executive Director to advise or assist in the operation of the Corporation as necessary or advised.

Section 3. Duties of the Executive Director. The duties of the Executive Director of this Corporation shall be to:

(a) Supervise and control any property and affairs of the Corporation, subject to the control of the Board of Directors.

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(b) Sign with such other Officers as the Board may designate any deeds, notes, mortgages, and written contracts obligating this Corporation and/or its funds, whenever the Executive Director is expressly authorized by the Board to sign on behalf of the Corporation.

(c) Take whatever steps are necessary to implement the decisions of the Board and to perform such other duties usually incident to such office.

(d) Serve as ex-officio member of all committees.

(e) Serve as an ex officio member of the Board, with no vote but entitled to notice of and attendance at meetings, except those portions of a meeting at which matters directly relating to the Executive Director are discussed.

Section 4. Duties of the Secretary. The duties of the Secretary of this Corporation shall be to:

(a) Keep the minutes of all meetings of the Board of Directors in one or more books provided for that purpose.

(b) See that all notices are duly given in accordance with these Bylaws and other applicable law.

(c) Be custodian of all records of this Corporation except those required by Officers and committee chairpersons pursuant to their duties.

(d) Perform such other duties usually incident to such office or as may be assigned by the Executive Director or Board of Directors.

Section 5. Duties of the Treasurer. The duties of the Treasurer of this Corporation shall be to:

(a) Collect dues and all other funds owing to this Corporation and supervise the disbursement of funds of the Corporation.

(b) Keep a record of and account for all funds collected and disbursed, and prepare or cause to be prepared for presentation at the annual meeting of the membership held each year, a report of the financial condition of the Corporation.

(c) Perform such other duties usually incident to such office or as may be assigned by the Executive Director or Board of Directors.

**ARTICLE VI
FINANCIAL MATTERS**

Section 1. Contracts. The Board of Directors may authorize any Officer or Officer's agent or agents 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.

Section 2. Loans. No loan shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless specifically authorized by a resolution of the Board of Directors. Such resolutions may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued by or in the name of this Corporation shall be signed by such Officer or Officers, or Officer's agent or agents of this Corporation and in such a manner as shall from time to time be authorized by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such bank, or banks of trust companies, or other depositories as the Board of Directors shall authorize by resolution.

Section 5. Securities. The Executive Director, or the Secretary, or such other officers as the Board of Directors may select for that purpose, are authorized to vote, represent and exercise on behalf of this Corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this Corporation. The authority hereby granted may be exercised either by the officers in person or by any person authorized so to do by proxy or power of attorney duly elected by the Officers

Section 6. Fiscal Year. The fiscal year of the Corporation shall commence on January 1 and end on December 31.

Section 7. Bond. Any Officer or agent of the Corporation authorized to disburse corporate funds may be required to give bond if required by the Board of Directors.

Section 8. Inspection of Records. The books of accounts and minutes of proceedings by the Directors shall be open to inspection upon the written demand of any Director or former Director, at any reasonable time. Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts.

ARTICLE VII COMMITTEES

Standing or special committees may be created or appointed by the Board of Directors or by the Chairperson as the affairs of this Corporation may require, to exercise some or all of the Board's authority as the Board so delegates.

ARTICLE VIII INDEMNITY

Each Officer, Director, or employee of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of being, or having been, an Officer, Director, or employee of the Corporation, except in relation to matters as to which he or

she shall be finally adjudged in such action, suit, or proceeding to have been derelict in the performance of his or her duty as an Officer, Director, or employee. "Derelict" shall mean grossly negligent, criminally negligent, intentionally engaging in tortuous conduct with the intent to defraud, deceive, misrepresent, or take advantage improperly of a corporate opportunity.

**ARTICLE IX
NONDISCRIMINATION**

The Corporation shall not discriminate against any person on the basis of race, color, sex, national origin, religion, handicapping condition, age, or any other basis prohibited by law. This policy of nondiscrimination applies to the hiring of personnel, election of board members, provision of services to the public, contracting for and purchasing of services, and all other activities of the Corporation.

**ARTICLE X
AMENDMENTS**

Section 1: Required Vote. These Bylaws may be amended by an affirmative vote of at least two-thirds (2/3) of the Directors present at any meeting of the Board of Directors or at any special meeting called for this purpose. A written notice to the Board of Directors shall be provided at least ten (10) days prior to such meeting and shall contain the proposed amendment or amendments.

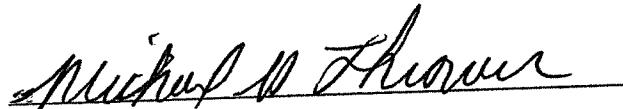
Section 2. Action to Amend. Initiation of action to amend these Bylaws may be by:

- (a) Action of the Board of Directors; or
- (b) Recommendation of an ad hoc committee appointed by the Chairperson.

CERTIFICATE OF SECRETARY

THIS IS TO CERTIFY that I am the duly elected, qualified and acting Secretary of Community Connect, Inc., and that the above Bylaws were adopted as the Bylaws of the said Corporation on February 11, 2012 by a unanimous vote of the Board of Directors of said Corporation.

IN WITNESS WHEREOF, this Certificate is executed this 11 day of February, 2012


Secretary