

V.06: The Secretary shall keep minutes of all meetings of members and of the Board of Directors, shall be the custodian of the corporate records, shall give all notices as are required by law or by these bylaws, and, generally, shall perform all duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned from time to time by the Board of Directors.

V.07: The Treasurer shall have charge and custody of all funds of the Corporation, shall deposit such funds as required by the Board of Directors, shall keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, shall render reports and accountings to the directors and to the members as required by the Board of Directors or members, and shall in general perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned from time to time by the Board of Directors.

V.08: Officers of the Corporation shall serve without compensation.

ARTICLE VI - COMMITTEES

VI.01: The Board of Directors, by resolution, may from time to time designate Ad Hoc Committees for specific purposes. The resolution designating the Committee shall provide for the appointment of its members and chairperson, state its purpose, and provide for its termination.

ARTICLE VII - MISCELLANEOUS PROVISIONS

VII.01: The Fiscal Year of the Corporation shall be the calendar year.

VII.02: Except as otherwise provided by law, checks, drafts, promissory notes, orders for payment of money, and other evidence of indebtedness of the Corporation shall be signed by two Board members designated by the Board of Directors: any contract, lease or other instrument executed in the name of and on behalf of the Corporation shall be signed by any two members designated by the Board, and shall have attached to it a copy of the resolution of the Board of Directors certified by the Secretary authorizing its execution.

VII.03: These bylaws may be amended or repealed and new bylaws adopted by the vote of a majority of the members of the Board of Directors at any directors' meeting.

IV.09: VACANCIES: Persons to fill vacancies on the Board of Directors, or among the officers, shall be nominated by the President and confirmed by a majority vote of the Board of Directors, except that a vacancy created by the removal of a director by the members may be filled only by the members, in the manner provided for election of a director. A director elected in either manner to fill a vacancy on the Board shall complete the balance of the term to which elected.

ARTICLE V - OFFICERS

- V.01: The Corporation shall have a President, Vice President, Secretary and Treasurer.
- V.02: Officers of the Corporation shall be elected from among the Board of Directors and or the general membership at the Annual Meeting of members. Terms of office shall be concurrent with the Corporation's fiscal year. Vacancies may be filled by the membership by majority vote.
- V.03: No officer shall be eligible for re-election to the same office until after the lapse of one year following his/her term, except as follows:
- (a) This shall not apply to an outgoing officer who was duly appointed to fill a vacancy of eleven (11) months or less.
 - (b) This shall not apply to the office of Treasurer.
- V.04: The President shall be the chief executive officer of the Corporation and shall, subject to the Board of Directors, supervise and control the affairs of the Corporation. He shall perform all duties incident to his office and such other duties as provided in these bylaws or as may be prescribed from time to time by the Board of Directors.
- V.05: The First Vice President shall perform all duties, and exercise all powers, of the President when the President is absent or is otherwise unable to act. The Vice President shall perform such other duties as may be prescribed from time to time by the Board of Directors.

- IV.02: **TERM OF OFFICE:** Three (3) members of the Board of Directors shall be elected annually for a period of three (3) years on or before December 31 of each year. No director serving a full term, or a director elected by the Board of Directors to fill a vacancy for more than eighteen (18) months shall be eligible for re-election until after the lapse of one (1) year following his/her term.
- IV.03: **NOMINATIONS:** Nominations will be accepted from the floor. Each nominee must be an active member in good standing and must have agreed to accept the responsibility of a directorship.
- IV.04: **RE-ELECTION:** No member of the Board of Directors shall be eligible for re-election until after the lapse of one (1) year following his/her term, except as follows:
- (a) This shall not apply to an outgoing director who has been nominated by the President and confirmed by a majority vote of the Board of Directors to fill a vacancy of eighteen (18) months or less.
- IV.05: **SEATING:** All newly elected directors shall be seated at the regular first meeting of the Board of Directors in January and shall be participating members thereafter.
- IV.06: **MEETINGS:** Meetings of the Board of Directors shall be held monthly at a time and place designated by the Board.
- IV.07: **QUORUM:** A majority of the authorized number of directors, plus one (1) is a quorum for the transaction of business. 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, except as a greater or lesser number is required by law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action is approved by at least a majority of the required quorum for the meeting.
- IV.08: **RESIGNATION:** Any director may resign, effective immediately or at a later time specified by the director, by a written notice to the President, the Secretary or the Board of Directors. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when the resignation becomes effective.

ARTICLE III - MEETINGS

- III.01: Meetings shall be held at a place selected by the Board of Directors.
- III.02: ANNUAL MEETING: The regular annual meeting of Jackalope Inc., shall be held in the month of December of each year. The Annual Meeting shall be held for the purpose of electing officers and transacting other business. (Nominations will occur at the November meeting each year.)
- III.03: SPECIAL MEETINGS: Special meetings shall be called by the President of the Corporation and held at such times and places within or outside the state of California as may be ordered by resolution of the Board of Directors or by member holding not less than a majority power of the Corporation.
- III.04: NOTICE: Notice of time and place of meeting shall be delivered to each member personally or by mail at least seven (7) days prior to such meetings; provided, however, that the notice of all regular meetings, except the Annual Meeting, is hereby dispensed with.
- III.05: CONTENT OF NOTICE: Notice of meetings not hereby dispensed with shall specify the place, and the hour of the meeting, and in the case of special meetings, the general nature of the business to be transacted.
- III.06: CONDUCT OF MEETINGS: Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with these bylaws, with Articles of Incorporation of the Corporation, or with the law.

ARTICLE IV - DIRECTORS

- IV.01: The powers of the Corporation, control of its property and conduct of its affairs, except as otherwise provided by law, shall be vested in a Board of Directors consisting of nine (9) members, plus any duly elected officer(s) whose three (3) year term has expired: but by virtue of his/her office shall be an additional member of the Board of Directors, until his/her term of office has expired, and shall be entitled to vote as such.

BYLAWS OF JACKALOPE, INC.
NONPROFIT, PUBLIC BENEFIT CORPORATION

ARTICLE I - OFFICES

- I.01: PRINCIPAL OFFICES:** The Principal Office of this Corporation in the State of California shall be located at 1464 Graves Avenue #107-142, in the City of El Cajon, CA 92021, County of San Diego.

ARTICLE II - MEMBERSHIP & RIGHTS

- II.01:** The Corporation shall consist of a Board of Directors whose number shall be determined by the Board of Directors.
- II.02:** **QUALIFICATIONS:** Membership in the Corporation shall become effective upon approval of the Board of Directors, and shall continue so long as the member agrees to be bound by these bylaws and by the rules and regulations adopted by the directors.
- II.03:** **VOTING RIGHTS:** Members of the Board of Directors shall have the right to vote.
- II.04:** **CUMULATIVE, PROXY, ABSENTEE OR FRACTIONAL VOTES:** Neither cumulative, proxy, absentee or fractional voting is authorized.
- II.05:** 25% plus 1 of the membership shall constitute a quorum for the transaction of business.
- II.06:** **TRANSFERABILITY AND ASSIGNMENT:** Membership shall be nontransferable or assignable.
- II.07:** **DUES AND ASSESSMENTS:** Dues or assessments shall be determined by the Board of Directors.
- II.08:** **TERMINATION OF MEMBERSHIP:** Membership shall terminate (1) upon receipt by the Board of Directors of the written resignation of member, (2) on the death of a member, (3) on the failure of a member to pay dues and/or assessments, (4) upon a majority vote of the members of the Board of Directors.