

BYLAWS

of

The Main Street Gardnerville Program Corporation

ARTICLE I. NAME

The Name of this Nonprofit Cooperative Corporation without Stock formed under the Nevada Revised Statutes provisions 81.410-81.540 shall be The Main Street Gardnerville Program Corporation (“The Program”).

ARTICLE II. PRINCIPAL OFFICE

The principal office of The Program shall be located at 1407 Highway 395 North, Gardnerville, NV 89410.

ARTICLE III. PURPOSE

The purposes for which The Program is organized are to:

- a) Stimulate revitalization in the downtown commercial district of Gardnerville by promoting a common business interest through activities directed at improving business conditions through organization (encouraging cooperation and building leadership in the business community);
- b) Promote (creating a positive image for downtown by promoting the downtown as an exciting place to live, shop, and invest);
- c) Design (improving the appearance of downtown); and
- d) Receive, administer, and distribute funds in connection with any activities related to the above purposes; provided, however that The Program shall only engage in activities that are in the purview of Section 501 (c) (6) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future laws. The Program shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office, and shall remain nonpartisan.

ARTICLE IV. GENERAL

Section 1: Designation.

The members of the Board of Directors (“Board”) of The Program are those persons who shall at anytime, and from time to time, be appointed by the existing members of the Main Street Gardnerville Board. Each Director shall have one vote in the conduct of the affairs of the Board.

Section 2: Property Interest of the Directors and Officers.

No Director or officer of The Program shall have any right, title or interest in, or to, any real or personal property or other assets of The Program during its existence, or upon the dissolution of The Program, nor shall any of the earnings or other revenue of The Program inure to the benefit of any member, Director, officer, or other private individual.

Section 3: Non-Liability for Debts.

The private property of the Directors, officers, and members shall be exempt from execution or other liability for any and all debts of The Program and no Director, officer, or member shall be liable or responsible for the debts of The Program.

Section 4: Indemnification of Members and Directors.

The Program shall obtain a policy or policies of insurance for the purpose of providing such indemnification of the officers and Directors of The Program.

The Program shall indemnify any Director, former Director, officer, former officer, member, or former member of The Program, against expenses actually and reasonably incurred by him or her in connection with the defense of any civil action, suit, or proceeding, and for any loss, claim or judgment resulting from any such action, suit, or proceeding in which he or she is made a party by reason of being or having been a Director, officer, or member, including but not limited to any matter as to which he or she is adjudged to be liable for negligence in the performance of duty to The Program.

Section 5: Audit.

The Program shall cause an annual independent audit to be made pertaining to the fiscal affairs of The Program. The audit shall be performed at the close of the Calendar year, each year, and shall be provided to the Executive Board. The financial audit shall be conducted as part of the annual tax filing process and completed by a Board approved CPA.

Section 6: Budget.

The Committee Chairs shall, before the November Board packet is published each year, submit to the Board of Directors a proposed operating budget for the forthcoming calendar year. Before becoming effective, the budget must be adopted by the Board of Directors as a part of its regular budget adoption process.

The action sheets prepared for the Main Street Committee shall be presented to the town board for review and comment at one of the semi-annual presentations made by the Executive Director to the town board.

The Main Street Program's annual report; defining the programs accomplishments and return on investment for the support of the town, shall be presented in the March to April timeframe

of the town's budget cycle. This will be used so a determination can be made as to the monetary support the town will provide during their annual budget cycle July 1st thru June 30th..

Section 7: Program Area.

The Program Area shall be that geographic area as determined and approved by the Board of Directors, as established and amended from time to time. See attached map.

ARTICLE V. DIRECTORS

Section 1: Number of Directors.

The Program Board shall consist of nine (9) Directors.

Section 2: Qualifications and Terms of Directors.

The Board shall have the direct supervision and control of The Program. A minimum of four (4) of the Directors, except any Director from the Town Board, shall reside, be a lessee, or own property in the program area, as defined by Article IV, Section 7.

The Board shall be constituted as follows:

- (i) No more than, but at least one (1) **non-voting** Director shall be a member of the Town Board, appointed to serve at the pleasure of the Town Council.
- (ii) Three (3) Directors shall be appointed for terms expiring June 30, 2009.
- (ii) Three (3) Directors shall be appointed for terms expiring June 30, 2010.
- (iv) Two (2) Directors shall be appointed for terms expiring June, 30, 2011.

A Director shall hold office until a qualified successor has been appointed by the remaining Board members. After the terms of the initial Directors have expired, the terms of all Directors (except any Director who is a member of the Town Board) shall expire three (3) years from the expiration date of his/her predecessor.

Section 3: Rules of Procedure

The proceedings of The Program meeting shall be governed by and conducted according to the latest Revision of Robert's Rules of Order, when not in conflict with these Bylaws. The order of business may be altered at any meeting by the President in order to conduct business in an effective manner.

Section 4: Regular Meetings

The Board shall establish a regular meeting day and shall hold regular meetings not less frequently than once each month, at a location selected by the Board. At least six days prior to the

meeting, a preliminary agenda shall be sent out to each Board member by either the Executive Director or the President. This notice shall be valid as long as it is delivered to each Board member via the email address provided by the Board member. All meetings shall be valid for all purposes without call or notice whenever all Board members meet in person or by electronic media. At said meetings, any action may be taken.

Members of the Board are expected to attend all meetings and failure to regularly attend meetings may be a basis for action by the Board pursuant to Article V, Section 8 of these Bylaws.

Section 5: Special Meetings

The Board shall have special meetings upon the call of the President or upon oral or written request of any five (5) Directors. Notice of special meetings shall be given in accordance with the notice requirements of a regular meeting.

Section 6: Quorum

A majority of the Directors shall constitute a quorum for the transaction of business at any meeting; and if less than a quorum is present, a majority of those present may adjourn the meeting from time to time without further notice. Passage of all resolutions or motions for the transaction of the business of the Board requires the affirmative vote of at least five (5) Directors. Only those Directors who are present in person may vote.

Section 7: Vacancy

Vacancies shall be filled by the Board of Directors. A vacancy in any office for any reason may be filled by majority vote of the Board of Directors for the unexpired portion of the term.

Section 8: Removal

A Director may be removed for cause at any time by the remaining Board members. Cause shall include, but is not be limited to, a board member missing at least three consecutive regular monthly meetings. The removal of the board member must be approved by the majority of the remaining Board members

Section 9: Compensation

No Director of The Program shall receive any salary or compensation for his/her services nor shall any Director, or any person from the Board, receive any property or funds, nor receive from the Board any pecuniary profit from the operations of the Board; provided, that reasonable compensation may be paid to agents, contractors, and employees hired by The Program for services rendered in affecting one or more purposes of The Program. Any Director or any person from the Board may be reimbursed for normal expenses at the same rate approved and received by the Executive Director.

ARTICLE VI. OFFICERS

Section 1: Officers.

The officers of the Board shall be a President, Vice-President, Secretary, and Treasurer.

Section 2: Election and Term of Office.

The officers of the Board shall be elected annually by the Directors at the first regularly scheduled meeting during the month of June. Each officer shall be a Director and shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3: Removal.

Any officer may be removed by a two-thirds (2/3) vote of the other Directors (or 6 votes), not including the Director in question, as the Director up for removal shall not vote.

Section 4: Vacancy.

A vacancy in any office for any reason may be filled by majority vote of the Board of Directors for the unexpired portion of the term.

Section 5: President.

The President shall be the principal executive officer of The Program and shall supervise and control all of the business and affairs of The Program. He or she shall preside at all meetings of the Directors of The Program, and may sign, together with the Secretary or any other authorized officer of the Board, any leases, deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board or by statute to some other officer or agent of The Program; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 6: Vice-President.

In the absence of the President or in the event of the inability of the President to act, the Vice-President shall perform the duties of the President, and when so acting shall have all of the powers and duties of the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President or by the Board.

Section 7: Treasurer.

The Treasurer shall have control, responsibility, and custody of and for all funds and securities of The Program; receive and give receipts for money due and payable to The Program from any source, and deposit all such moneys in the name of The Program into the Wells Fargo Bank account expressly established as the Main Street Gardnerville Program account. render to the Directors from time to time and as required, written statements of the financial condition of The Program and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board. The Treasurer

shall give a bond for the faithful performance of his or her duties in such sum and with such surety or sureties as the Board shall determine.

Immediately following the close of each month, the Treasurer shall report to the Board of Directors all transactions for the preceding month, and the financial condition of the Board including but not limited to all receipts and disbursements.

Section 8: Secretary.

The secretary shall keep the minutes of the meetings of the Board in one or more books or files provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; be custodian of the records of the Board; be custodian of the seal of The Program; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board.

The Secretary shall provide a duplicate of all minutes of regular and special meetings to the Executive Board within fifteen (15) days of the meeting.

ARTICLE VII. NON-BOARD OF DIRECTORS

Section 1: Program Executive Director.

The Program Executive Director shall manage the daily operation of the Program as deemed appropriate by the Board of Directors, and shall be responsible for assisting in the coordination and implementation of policies, projects, business plans and such other duties as determined by the Board of Directors.

The Program Executive Director shall receive such compensation as may be determined by the Board for his/her services, and shall attend meetings of the Board of Directors and Committees as deemed appropriate by the Board of Directors.

The Program Executive Director shall in general perform all duties incident to any vacant office of the Board until that position is filled, and such other duties as from time to time may be assigned by the President or by the Board.

Section 2: Ex-Officio

The Ex-Officio position may be filled by a past officer and shall perform such other duties as from time to time may be assigned by the President or by the Board.

ARTICLE VIII. COMMITTEES

Section 1. Standing Committees

The Program shall have at least four (4) standing committees, which shall be entitled Promotion, Design, District Vitality, and Organization. The Promotion, Design, Organization and District Vitality committees shall consist of not less than three (3) members, and shall have a chairperson who shall be responsible for directing and coordinating the affairs of the committee and who shall be responsible to, and report to, the Board of Directors. A Board of Director must chair or co-chair these committees.

Section 2. Power to Appoint Committees

The Board of Directors, by resolution adopted by a majority of Directors in office, may designate or appoint one or more committees, in addition to the above named standing committees, including, without limitation, an Executive Committee, composed of the four officers, and which shall, to the extent provided in said resolution, have and exercise the authority of the Board of Directors in the management of the Program. Other committees not having and exercising the authority of the Board of Directors in the management of The Program may be designated and appointed by a resolution adopted by a majority of the Directors appointed at a meeting at which a quorum is present. The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon them by law.

ARTICLE IX. MEMBERSHIP

Section 1. Membership Fees

The Board shall establish annual dues as it deems appropriate and may be amended as the Board deems appropriate. Such establishment of dues shall include method of payment and application procedure.

Section 2. Application

Any business, organization or individual interested in supporting the purposes of The Program may become a member or sponsor by filing an application in such form as the Board of Directors shall prescribe, and subject to the payment of such dues as the Board may establish. Each active member shall be entitled to one vote if present during Board meetings when actions are presented.

Section 3. Resignation

Any member or sponsor may resign from membership or sponsorship in The Program upon giving written notice thereof to the Secretary of The Program. Such resignation shall specify the effective date thereof. Members or sponsors who resign from membership or sponsorship shall not be entitled to any refund of dues therefore paid.

Section 4. Suspension of Voting Rights

The Board may, at its discretion, suspend the voting privilege of any member who has been and remains in default of his or her financial obligations to The Program for a period of six (6) months or longer.

ARTICLE X. FISCAL YEAR

The calendar year of The Program shall begin on the first day of January of each year and shall end on the thirty first day of December of the same year.

ARTICLE XI. PAYMENT OF ACCOUNTS

All expenditures of The Program shall be paid by the Agent of the Treasurer of The Program from The Program Account through the Wells Fargo Bank. Before any payment is made, the Board shall have approved the expenditure and a voucher signed by the vendor shall have been approved in writing by the President, Treasurer, and Executive Director; or, in the absence of any of the named officers, approved in writing by any three other board members.

ARTICLE XII. AMENDMENTS

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Directors voting at any regular or special meeting.

ARTICLE XII. MISCELLANEOUS PROVISIONS

No agreement, contract or obligation (other than checks in payment of indebtedness incurred by authority of the Board) involving the payment of moneys or the credit of the company for more than THREE THOUSAND DOLLARS (\$3,000.00), shall be made without the authority of the Board of Directors, or of the Executive Committee acting as such.

Approved and Accepted this 15th of August 2017



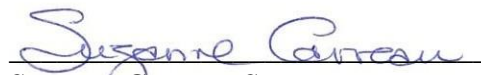
Linda Dibble, President



Scott Bergan, Vice-President



Meredith Mackenzie Fischer, Treasurer



Suzanne Carreau, Secretary

Signed electronically