

Sunburst Unlimited, Inc.

A Montana Nonprofit Public Benefit Corporation

BYLAWS

ARTICLE I

OFFICES

Section 1.1 Business Office

The Corporation's principal office shall be located either within or outside of Montana. The Corporation's most current annual report, filed with the Montana Secretary of State, shall identify the location of the principal office. The Corporation may have other offices, either within or outside of Montana. The Board of Directors may designate the location of these other offices. The Secretary of the Corporation shall maintain a copy of the records required by section 3.6 of Article III at the principal office or other office designated by the Board.

Section 1.2 Registered Office

The Corporation's registered office shall be located within Montana at the address of the Corporation's registered agent. The location of the registered office may be, but not need be, identical with that of the principal office if the latter is located within Montana. The Board of Directors or a majority of the members may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement with the Secretary of State.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1 General Powers

All corporate powers shall be exercised by or under the authority of the Board of Directors. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors.

Section 2.2 Number, Tenure, and Qualifications of Directors

The Corporation shall have a Board of Directors consisting of a minimum of 5 Directors. Within these limits, the Board may increase or decrease the number of Directors serving on the Board. Each Director shall have one vote on any matter that comes before the Board. Each Director's term shall be for 2 years, with an additional 2 year term possible, for a maximum term time of 4 years. After a time off the Board, a person can apply for a Board position again. A Board Member's can be removed in accordance with section 2.3. However, if a Director's term expires, the Director shall continue to serve until the members have elected and qualified a successor or until there is a decrease in the number of Directors. Directors need not be residents of Montana or members of the Corporation.

Section 2.3 Removal of Directors

A Director may be removed, with or without cause, if a majority of the members present at a duly constituted meeting votes for the removal. Likewise, the members must acquire a majority vote present at a duly constituted meeting to remove Directors of the entire Board elected by them. Removal is effective only if it occurs at a meeting called for that purpose. Notice must be sent to all members and Directors that a purpose of the meeting is removal.

Section 2.4 Board of Director Vacancies

If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, the Directors may fill the vacancy.

If the Directors remaining in office constitute less than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office.

If a Director resigns effective at a specific later date, the Directors may fill the vacancy, before the vacancy occurs, but the new Director may not take office until the vacancy actually occurs.

When the Directors elect a Director to fill a vacancy, the Director's term expires at the next membership meeting at which members elect Directors.

Section 2.5 Regular Meetings of the Board of Directors

The Board of Directors shall hold a regular meeting immediately after and at the same place as the annual membership meeting. No notice of the meeting other than this bylaw is required. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board. Regular meetings of the Board may be held without further notice. An electronic or written reminder of regular meetings will be sent out a minimum of five days before the meeting. Regular Board of Director meetings may be held by conference telephone, if convened in accordance with section 2.7.

Section 2.6 Special Meetings of the Board of Directors

The presiding officer of the Board, or Chair, or 20% of the Directors then in office may call and give notice of special meetings of the Board of Directors. Those authorized to call special Board meetings may fix any place within the county where the Corporation has its principal office as the special meeting place. Special Board of Director meetings may be held by conference telephone, if convened in accordance with section 2.7.

Section 2.7 Board of Director Meetings by Conference Telephone

If authorized by the Board of Directors, the Board of Directors or any designated committee of the Corporation may participate in a Board or committee meeting by means of a conference telephone or similar communications equipment, provided all persons entitled to participate in the meeting received proper notice of the telephone meeting (see section 2.8) and provided all persons participating in the meeting can hear each other at the same time. A Director participating in a conference telephone meeting is deemed present in person at the meeting. The chairperson of the meeting may establish reasonable rules as to conducting the meeting by phone.

Section 2.8 Notice of, and Waiver of Notice for, Special Director Meetings

(a) *Notice.* The Corporation's Secretary shall give either oral or written notice, by U.S. mail or email, of any special Director meeting at least 2 days before a meeting. The notice shall include the

meeting place, day and hour. If the meeting is to be held by conference telephone, the Secretary must provide instructions for participating in the telephone meeting.

(b) *Effective Date* . If mailed, notice of any Director meeting shall be deemed to be effective at the earlier of:

1. 5 days after deposited in the U.S. mail, addressed to the Director's business office, with postage prepaid; or
2. The date shown on the return receipt (if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the Director); or
3. The date when received.

(c) *Waiver of Notice*. Any Director may waive notice of any meeting. The waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. A Director's attendance at a meeting waives the Director's right to object to lack of notice or defective notice of the meeting; this shall be true unless the Director, at the beginning of the meeting (or promptly upon arrival), objects to holding the meeting or transacting business at the meeting, and does not vote for or assent to action taken at the meeting.

Neither the Secretary nor Director needs to specify in the notice or waiver of notice the business to be transacted at, or the purpose of, any special Board meeting.

Section 2.9 Director Quorum

A majority of the number of Directors shall constitute a quorum for the transaction or business at any Board of Director meeting.

Section 2.10 Directors, Manner of Acting

(a) *Required Number to Constitute Act*. The act of a majority of the Directors present at a meeting at which a quorum is present (when a vote is taken) shall be the act of the Board of Directors. If no quorum is present at a meeting of Directors, the Directors may not take action on any Board matter other than to adjourn the meeting to a later date.

(b) *Director Approval*. The Corporation shall deem a Director to have approved of an action taken if the Director is present at a meeting of the Board unless:

1. The Director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; or
2. The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
3. The Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 2.11 Conduct of the Board of Director Meetings

The Chair, or in the Chair's absence, the Vice-chair, or in their absence, any person chosen by the Directors present shall call the meeting of the Directors to order and shall act as the Chairperson of the meeting. The Chairperson, or the Chairperson's designee, shall establish rules of the meeting that will

freely facilitate debate and decision making. The Chairperson will indicate who may speak when and when a vote will be taken. The Secretary of the Corporation shall act as the Secretary of all meetings of the Directors, but in the Secretary's absence, the presiding officer may appoint any other person to act as the Secretary of the meeting.

Section 2.12 Mediation, Arbitration if Board Deadlocked

a) *General.* If the Board of Directors is equally divided on any aspect of the management of the property, business and affairs of the Corporation, or Corporation transactions, or if the Board is equally divided on any question, dispute, or controversy, and the deadlock is preventing action or non-action by the Board, then the Board shall submit the deadlock to mediation in accordance with section 2.12 (b). If the Directors are unable to resolve the deadlock through mediation, the Directors agree to submit the dispute to binding arbitration in accordance with 2.12 (c).

b) *Mediation.* If the Board of Directors is unable to resolve the deadlock itself, the Directors agree to submit the dispute to mediation and the following guidelines shall apply:

1. The Directors agree to have the dispute mediated by an outside mediator.
2. The Directors agree to follow the mediation procedure selected by the mediator.
3. Mediation shall terminate upon the request of the mediator or 30% of the Directors.

c) *Arbitration.* If the Board of Directors is unable to resolve the deadlock through mediation, upon written request of 30% of the Directors, the Directors agree to submit the deadlock to binding arbitration in the following manner:

1. At a duly held Board meeting, Directors shall submit written requests for an arbitrator; the Board shall then vote on which arbitrator to select. If the majority of the Board members agree on a single arbitrator, then the Board shall contact that individual with a request for arbitration. If a majority of the Board members cannot agree on a single arbitrator, then the Board shall select 2 arbitrators, each Director having, in the selection, a number of votes equal to the number of Directors under a system of cumulative voting; after the members appoint 2 arbitrators, those 2 arbitrators shall select a third arbitrator to be the professional who actually arbitrates for the Board. If the initial 2 arbitrators are unable to agree within 15 days upon a third arbitrator, the Chair of the Corporation will ask an officer at the Corporation's primary banking facility to appoint the third arbitrator.

2. The arbitrator shall determine, decide on and help resolve the matters that are equally dividing the Board of Directors. The arbitrator's scope of responsibility will be to decide on matters including (but not limited to) whether the subject before the Board is a proper subject for action by the Board; the arbitrator may decide whether matters have been properly submitted to the Board for decision, whether, the Board is actually divided, and whether this section and the arbitration provisions provided here were properly invoked by the Board or applicable. The arbitrator may act until all questions, disputes and controversies are determined, adjudged, and resolved.

3. The arbitrator shall conduct the arbitration proceedings in accordance with the rules of the American Arbitration Association, then in effect, except where these Bylaws make a special provision.

4. The arbitrator's decision shall be conclusive and binding upon the Board of Directors, the Corporation and the parties on all matters that the Board submits to the arbitrator. The arbitrator's decision shall be the equivalent of a resolution unanimously passed by the full Board at an organized

meeting. The Board of Directors or the members may not revoke, amend or overrule the decision, except by a majority action of either body. The arbitrator's decision shall be filed with the Secretary of the Corporation; and the arbitrator may enter judgment on the decision in the highest court of the forum having jurisdiction.

Section 2.13 Director Action without a Meeting

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such action may be taken by email if an electronic copy of the resolution is printed out, signed and returned to the Secretary by all Directors. Such consent shall have the same effect as a unanimous vote and shall be placed in the minute book by the Secretary.

Section 2.14 Annual Corporate Board Meeting and election of Board Officers

The Annual Corporate Board Meeting shall be held in January. At this time, the Board shall elect officers, unless, by agreement of the Board of Directors, it is deemed necessary to hold elections at a different time,

Section 2.15 Director Committees

(a) *Creation of Committees.* The Board of Directors may create one or more committees and appoint members of the Board to serve on them. Each committee must have 2 or more Directors, who serve at the pleasure of the Board of Directors. Committees may have members who are volunteers, and who are neither members nor Board members.

(b) *Selection of Members.* To create a committee and appoint members to it, the board must acquire approval by the majority of all the existing Directors when the action is taken.

(c) *Required Procedures.* Sections of the Article II, which govern meetings, notice and waiver of notice, quorum and voting requirements, conduct of the Board of Directors, and action without meetings apply to committees and their members. In addition, the committees shall keep regular minutes of their proceedings and report the same to the Board of Directors. The committees are subject to all the procedural rules governing the operation of the Board itself.

(d) *Authority.* Each committee may exercise the specific Board authority which the Board of Directors confers upon the committee in the resolution creating the committee. Provided, however, a committee may not:

1. Approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets.

2. Elect, appoint, or remove Directors or fill vacancies on the Board of Directors or on any of its committees; or

3. Adopt, amend, or repeal the Articles or Bylaws.

(e) *Audit Committee.* The Board of Directors, by resolution adopted by the affirmative vote of a majority of the Directors then in office, may create an Audit Committee consisting of the Treasurer and 2 or more Directors designated by the Board of Directors, but not employed by the Corporation. The Audit Committee shall have the power to appoint, oversee, and assist accountants or auditors in any audit or review of the records of the Corporation. The Board will appoint the chair of this Committee; however, the treasurer shall not be the committee chair of the Audit Committee.

(f) *Executive Committee.* The Executive Committee shall consist of the Board Chair, all Vice-Chairs, the Secretary, the Treasurer, and the Executive Director of the Corporation.

Section 2.16 Compensation, Loans to, or Guarantees for Directors

(a) *Director Compensation.* Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

(b) *Compensation for Professional Services by Directors.* Directors are not restricted, however, from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved in accordance with the Board Conflict of Interest policy and state law.

(c) *Loans to or Guaranties for Directors.* The Corporation may not lend money to or guarantee the obligation of a Director of the Corporation.

ARTICLE III OFFICERS

Section 3.1 Number of Officers

The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. The Board of Directors shall appoint each of these officers. The Board may appoint other officers and assistant officers, including additional Vice Chairs, if it deems it necessary. If the Board of Directors specifically authorizes an officer to appoint one or more officers or assistant officers, the officer may do so. The same individual may simultaneously hold more than one office in the Corporation.

Section 3.2 Appointment and Term of Office

The Board of Directors shall appoint Officers of the Corporation for a term that the Board determines. If the Board does not specify a term, the Officers shall hold office for one year or, within that year, until they resign, die or are removed in a manner provided in section 3.3 of Article III.

A designation of a specified term does not grant to the Officer any contract rights and the Board can remove the officer at any time prior to the termination of the designated term.

Section 3.3 Removal of Officers & Resignation

The Board of Directors may remove any Officer or agent any time, with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person removed. A Board's appointment of an Officer or agent shall not of itself create contract rights. Any Officer may resign at any time by giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

Section 3.4 Board Chair

The Board Chair shall be the principal executive Officer of the Corporation. The Board Chair shall be subject to the control of the Board of Directors, and shall in general supervise and control, in good faith,

all of the business and affairs of the Corporation. The Board Chair shall, when present, preside at all meetings of the members and of the Board of Directors. The Board Chair may sign, with the Secretary or any other proper Officer of the Corporation that the Board has authorized, Corporation deeds, mortgages, bonds, contracts, or other Board authorized instruments.

Section 3.5 Vice Chair

If the Board of Directors appoints a Vice Chair, the ranking Vice Chair shall perform, in good faith, the Board Chair's duties if the Board Chair is absent, dies, is unable or refuses to act. If the Vice Chair acts in the absence of the Board Chair, the Vice Chair shall have all the Board Chair powers and be subject to all the restrictions upon the Board Chair. If there is no Vice Chair or the Vice Chair is unable or refuses to act, then the Secretary shall perform the Board Chairs duties. The Vice Chair shall perform any other duties that the Board Chair or Board may assign to the Vice Chair. There may be more than one Vice Chair, with specific duties assigned to each, as designated by the Board of Directors.

Section 3.6 The Secretary

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of the Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these bylaws. The Secretary shall cause notice to be given of all meetings of members, Directors and committees as required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Board Chair. The Secretary may appoint, with approval of the Board, a member of the staff to assist in performance of all or part of the duties of the Secretary.

The Secretary shall be custodian of the corporate records, and when requested or required, authenticate any records of the Corporation. The secretary shall keep a current register of the mailing and email addresses of each member.

Section 3.7 The Treasurer

The Treasurer shall: 1) Have charge and custody of and be responsible for all funds and securities of the Corporation 2) receive and give receipts for moneys due from any source, and deposit all moneys in the Corporation's name in banks, trust companies, or other depositories that the Board shall select; 3) submit the books and records to an Audit Committee for annual review. When deemed necessary by the Board of Directors, the books and records of the Corporation will be audited by a CPA; 4) in general perform all of the duties incident to the office of Treasurer and any other duties that the Board Chair or Board may assign to the Treasurer; and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Corporation, are made available to any Director(s) on a timely basis or as may be required by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful performance of the Treasurer's duties and as insurance against the misappropriation of funds. If a bond is required, it shall be in a sum and with the surety or sureties that the Board of Directors shall determine. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

Section 3.8 Assistant Secretaries and Assistant Treasurers

The assistant Secretaries and assistant Treasurers, in general, shall perform the duties that the Secretary or Treasurer, respectively, or the Board Chair or Board may assign to them. The assistant Treasurer shall, if required by the Board, give bonds for the faithful performance of their duties and as insurance against the misappropriation of funds, the bond shall be in sums and with the sureties that the Board of Directors shall determine.

Section 3.9 Executive Director and Non-Director Officers. The Executive Director shall be an Officer of the Corporation, appointed by the Board. If the Executive Director resigns as an Officer of the Corporation, he or she may no longer serve as Executive Director. The Board of Directors may designate additional officer positions of the Corporation and may appoint and assign duties to other non-director Officers of the Corporation

Section 3.10 Salaries, Loans to, or Guarantees for Officers

The Board of Directors may fix a reasonable salary for the Executive Director (ED). No other Officer or Director (other than in the capacity of non-officer, third party employee) shall be entitled to compensation. The board may adjust the salary of the ED from time to time. The Corporation may not lend money to or guarantee the obligation of an Officer of the Corporation.

ARTICLE IV.

NOTIFICATION TO THE SECRETARY OF STATE

Section 4.1 Notification of the Attorney General

The Secretary of the Corporation shall notify the Secretary of State of the State of Montana when dissolution, indemnification, merger, removal of Directors, and the sale of assets (as defined in the Montana Nonprofit Corporation Act) occur. The Secretary shall deliver notice in the manner required by each event and cooperate with the Secretary of State in providing necessary information.

1) Dissolution

- i) In the event of dissolution, the Secretary shall give the Secretary of State written notice that the Corporation intends to dissolve at or before the time the Secretary delivers Articles of Dissolution to the secretary of state. The notice must include a copy or summary of the plan of dissolution.
- ii) The Corporation shall not transfer or convey assets as part of the dissolution process until 20 days after the Secretary has given written notice required by section 5.1 to the Secretary of State or until the Secretary of State has consented in writing to the dissolution or indicated that the Secretary of State will not take action in respect to transfer or conveyance, whichever is earlier.
- iii) When the Corporation has transferred or conveyed all or substantially all of its assets following approval of dissolution, the Board shall deliver to the Secretary of State a list showing those, other than creditors, to whom the Corporation transferred or conveyed assets. The list must indicate the address of each person other than creditors, who received assets and an indication of what assets each received.

2) Indemnification

- i) The Secretary of the Corporation must give the Secretary of State written notice of its proposed indemnification of a Director. The Corporation may not indemnify a Director until 20 days after the effective date of the written notice.

3) Merger

- i) The Secretary of the Corporation must give the Secretary of State written notice of a proposed merger of the Corporation, and include with the notice a copy of the proposed plan of merger, at least 20 days before consummation of any merger.

4) Removal of Directors

- i) The Secretary of the Corporation must give written notice to the Secretary of State if the Corporation or at least 10% of its members commence a proceeding to remove any Director by judicial proceeding.

5) Sale of assets

- i) The Secretary of the Corporation must give written notice to the Secretary of State 20 days before it sells, leases, exchanges, or otherwise disposes of all or substantially all of its property if the transaction is not in the usual and regular course of its activities, unless the Secretary of State has given the Corporation a written waiver of this subsection.

ARTICLE V

EXECUTIVE DIRECTOR AND STAFF

Section 5.1 Appointment

The Board of Directors may appoint an Executive Director as the Chief Executive Officer of the Corporation. The Executive Director will hold office at the will of the Board and shall report directly to the Board.

Section 5.2 Duties

The Executive Director shall be responsible for administrative management of the Corporation, with general and active supervision over the property, business, and affairs of the Corporation. The Executive Director shall carry out the policies and programs of the Corporation and perform duties as directed by the Board, subject to oversight by the Board and the Executive Committee.

ARTICLE VI.

INDEMNIFICATION OF DIRECTORS, OFFICERS, AGENTS AND EMPLOYEES

Section 6.1 Indemnification of Directors

a) *General.* An individual made a party to a proceeding because the individual is or was a Director of the Corporation may be indemnified against liability incurred in the proceeding, but only if the indemnification is both:

1. determined permissible and
2. authorized in subsection b. of this section 6.1

b) *Determination and Authorization.* The Corporation shall not indemnify a Director under section 6.1 of Article V unless:

1. *Determination.* Determination has been made in accordance with procedures set forth in the Montana Nonprofit Corporation Act that the Director met the standard of conduct set forth in subsection (c) below, and

2. *Authorization.* Payment has been authorized in accordance with procedures listed in the Montana Nonprofit Corporation Act based on a conclusion that the expenses are reasonable, the Corporation has the financial ability to make the payment, and the financial resources of the Corporation should be devoted to this use rather than some other use by the Corporation.

c) *Standard of Conduct.* The individual shall demonstrate that:

1. the individual acted in good faith; and
2. the individual reasonably believed:
 - i. in acting in an official capacity with the Corporation, that the individual's conduct was in the Corporation's best interests
 - ii. in all other cases that the individual's conduct was at least not opposed to the Corporation's best interests; and
 - iii. in the case of any criminal proceeding, that the individual had no reasonable cause to believe that the conduct was unlawful.

A Director's conduct with respect to an employee benefit plan for a purpose the Director reasonably believed to be in the interests of the participants in or beneficiaries of the plan is conduct that satisfies the requirement of subsection (c) (2) (ii).

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, a determination that the Director did not meet the standard of conduct described in this section.

d) *No indemnification Permitted in Certain Circumstances.* The corporation shall not indemnify a director under section 6.1 of article V if:

1. the Director was adjudged liable to the corporation in a proceeding by or in the right of the Corporation; or
2. the Director was adjudged liable in any other proceeding charging that the Director improperly received personal benefit, whether or not the individual acted in an official capacity.

e) *Indemnification Limited.* Indemnification permitted under section 6.1 of Article V in connection with a proceeding by the Corporation or in the right of the Corporation is limited to the reasonable expenses incurred in connection with the proceeding.

Section 6.2 Advance Expenses for Directors

The company may pay for or reimburse, in advance of final disposition of the proceeding, the reasonable expenses incurred by a Director who is a party to a proceeding if:

1. by following the procedures of the Montana Nonprofit Corporation Act the Board of Directors determined that the Director met requirements 3-5 listed below; and
2. the Board of Directors authorized an advance payment to a Director; and
3. the Director has furnished the Corporation with a written affirmation of the Director's good faith belief that the Director has met the standard of conduct described in section 6.1 Article VI; and
4. the Director has provided the Corporation with a written undertaking, executed personally or on the Director's behalf, to repay the advance if it is ultimately determined that the Director did not meet the standard of conduct. The Director's undertaking must be an unlimited general obligation,

but need not be secured, and the Corporation may accept the undertaking without reference to financial ability to make repayment; and

5. the Board of Directors determines that the facts then known to it would not preclude indemnification under section 6.1 of this Article VI of the Montana Nonprofit Corporation Act.

Section 6.3 Indemnification of Officers, Agents and Employees

The Board of Directors may choose to indemnify and advance expenses to any Officer, employee, or agent of the Corporation applying those standards described in sections 6.1 and 6.2 of Article VI.

Section 6.4 Mandatory Indemnification

Notwithstanding any other provisions of these bylaws, the Corporation shall indemnify a Director or Officer, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director or Officer was a party because he or she is or was a Director or Officer of the Corporation, against expenses incurred by the Director or Officer in connection with the proceeding.

ARTICLE VII

CONTRACTS, LOANS, CHECKS AND DEPOSITS;

SPECIAL CORPORATE ACTS

Section 7.1 Contracts

The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute or deliver any instruments in the name of and on behalf of the Corporation and such authorization may be general or confined to specific instruments.

Section 7.2 Loans

The Corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the Board of Directors authorizes such a contract by resolution. The Corporation shall not allow anyone to issue evidence of the Corporation's indebtedness unless the Board of Directors authorizes the issuance by resolution. The authorization may be general or specific.

Section 7.3 Checks, Drafts, etc.

The Board of Directors shall authorize by resolution which Officer(s) or agent(s) may sign and issue all Corporation checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness. The Board of Directors shall also determine by resolution the manner in which these documents will be signed and issued.

Section 7.4 Deposits

The Treasurer of the Corporation shall deposit all funds of the Corporation, that are not being used, in banks and other depositories; the Board of Directors shall authorize by Board resolution the exact location of the banks and depositories.

Section 7.5 Voting of Securities Owned by the Corporation

a) *General.* Subject to the specific directions of the Board of Directors, any shares or other securities issued by another corporation and owned or controlled by this Corporation may be voted at any meeting of security holders of the other corporation by the Board Chair of this Corporation who may be present.

b) *Proxy*. Whenever, in the judgment of the Chair, or in the Chair's absence, the Vice Chair, it is desirable for this Corporation to execute a proxy or written consent in respect to any shares or other securities issued by any other corporation and owned by this Corporation, the Chair or Vice Chair of this Corporation, acting in the name of this Corporation, shall execute the proxy or written consent. The Chair or Vice Chair will not need the authorization of the Board to take this action. Nor will the Chair or Vice Chair need to affix a corporate seal, countersignature or attestation by another officer. Any person or persons designated in this subsection as the proxy or proxies of this Corporation shall have the full right, power, and authority to vote the shares or other securities issued by the other corporation and owned by this Corporation the same as the shares or other securities might be voted by this Corporation.

ARTICLE VIII

PROHIBITED TRANSACTIONS

Section 8.1 Prohibited Transactions

a) *Prohibition Against Sharing in corporation earnings*. No member, Director, Officer, employee, committee member, or person connected with the Corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the Corporation's payment to any person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as determined by the Board of Directors.

No part of the income, profits, or net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors or Officers, or other private persons; other than paying reasonable salaries as stated above; and further provided that corporate funds may be used to benefit Officers and Directors by way of indemnification but only if such indemnification is authorized by Article 6 of these Bylaws. The Corporation shall not intervene in or participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Corporation shall not take any action or carry on any activity by or on behalf of the Corporation not permitted to be carried on: a) by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue code of 1986 as it now exists or may later be amended and its regulations as they now exist or as they may later be amended; or b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue code of 1986 as it now exists or may later be amended and its regulations as they now exist or may later be amended.

b) *Prohibition Against Issuance of Stock, Dividends, Distributions*. The Corporation shall not have or issue shares of stock. No dividends shall be paid. No part of the income or assets of the Corporation shall be distributed to any of the persons listed in section 8.1 a) WITHOUT FULL CONSIDERATION. The Corporation is prohibited from lending money to guarantee the obligation of a Director or Officer of the Corporation. No member of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course, for reasonable consideration, with its members, trustees, Officers without violating this provision.

c) *No Personal Distributions Upon Dissolution*. None of the persons listed in section 8.1 a) shall be entitled to share in the distribution of any of the Corporation's assets upon dissolution of the Corporation. All members of the Corporation are deemed to have expressly agreed that, upon the dissolution or the winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board

of Directors, shall be distributed, transferred, conveyed, delivered, and paid over exclusively to the organization or organizations as the Board of Directors may designate. Receiving organizations must be organized and operated exclusively for charitable, education, religious or scientific purposes and at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1986 as it now exists or may later be amended.

d) *Other Prohibitions.* Neither the Corporation, nor its Directors, nor its Officers have any power to cause the Corporation to do any of the following with Related Parties:

1. make any substantial purchase or other property, for more than adequate consideration in money or money's worth;
2. sell any substantial part of its securities or other property, for less than an adequate consideration in money or money's worth; for the purpose of this subsection, Related Parties means any person who has made a substantial contribution to the Corporation, or with a brother, sister, spouse, ancestor, or lineal descendant of the person giving, or with a corporation directly or indirectly controlled by the person giving.

e) *Maintain Status as a 501(c)(3) Publicly Supported Organization.* Notwithstanding any other provision of these Bylaws or Articles of Incorporation to the contrary, no corporate employee, Officer, corporate agent, or Director shall conduct any activity that would cause Sunburst Unlimited, Inc. to lose or forfeit its tax exempt status as a 501(c)(3) organization nor cause it to be deemed anything other than a publicly supported organization as such organization defined in 170(b)(1)(A)(vi).

Section 8.2 Prohibited Activities

Notwithstanding any other provisions of these Bylaws, no member, Director, Officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an exempt organization under section 501(c)(3) of the IRS Code of 1986 and its regulations as they now exist or as they may later be amended, or by an organization, contributions to which are deductible under section 170(c)(2) of the IRS coed of 1986 as they now exist or as they may later be amended.

Section 8.3 Corporate Funds Used For Indemnification

Corporate funds may be used to benefit Officers and Directors by way of indemnification, but only if such indemnification is authorized by Article VI of these Bylaws.

ARTICLE IX EMERGENCY BYLAWS

Section 9.1 Emergency Bylaws

a) *General.* The following provisions of this Article IX section 9.1 "Emergency Bylaws" shall be effective during an emergency which is defined as when a quorum or the Corporation's Directors cannot be readily assembled because of some catastrophic event.

b) *Notice of Board Meetings.* During an emergency, any one member of the Board of Directors or any one of the following officers: Board Chair, any Vice Chair, Secretary, or Treasurer, may call a meeting of the Board of Directors. Notice of the emergency meeting need be given only to those Directors and officers whom it is practicable to reach, and may be given in any practical manner,

including by publication, email, and radio. The notice shall be given at least 6 hours prior to commencement of the meeting.

c) *Temporary Directors and Quorum.* During an emergency, one or more Officers of the Corporation present at the emergency Board meeting shall be considered to be temporary Director(s) of the meeting. The number of Officers needed shall equal the number of Directors necessary to constitute a quorum. The Officers shall serve in the order of rank, and within the same rank, in order of seniority. In the event that less than a quorum of the Directors are present (including any officers who are to serve as Directors for the meeting), those Directors present shall constitute a quorum.

d) *Actions Permitted to be Taken.* The Board as constituted in paragraph (c), and after giving notice as described in paragraph (b) may:

1. Officer's Powers. Prescribe emergency powers to any Officer of the Corporation.
2. Delegation of Any Power. Delegate to any Officer or Director any of the powers of Directors.
3. Lines of Succession. Designate lines of succession of Officers and agents, in the event that any of them are unable to discharge their duties.
4. Relocate Principal Place of Business. Relocate the principal place of business or designate successive or simultaneous principal places of business.
5. All Other Action. Take any other action, convenient, helpful, or necessary to carry on the business of the Corporation.

ARTICLE X

MISCELLANEOUS

Section 10.1 Amendments

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors.

Section 10.2 Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by Committees of the Board.

Section 10.3 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the Corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, employee, or member of a Committee with Board-delegated powers.

Section 10.4 Whistleblower Policy

SCOPE:

This policy, approved by the Board of Directors applies to all Sunburst Unlimited, Inc. board members, volunteers, and/or employees. The Board of Directors reserves the right to modify or amend this policy at any time as it may deem necessary. If, in the event, this policy conflicts with existing law, regulation or contractual obligation of the corporation, Sunburst Unlimited, Inc. shall comply with said law, regulation or obligation.

PURPOSE:

The Board of Directors and Executive Management of the Corporation are committed to the highest possible standards of fiduciary conduct while ensuring an environment that promotes openness, fairness, productivity and teamwork. This policy furthers our commitment by articulating procedures to proactively provide information pertaining to accounting, auditing or financial reporting activities that are illegal, fraudulent, and/or violate board policy. This policy provides assurance that whistleblowers will be protected from reprisals or victimization for conveying such information appropriately and in good faith.

This policy is intended to supplement, not replace, routine operational procedures. All board members, volunteers, or employees are expected, in the normal course of business, to bring information regarding financial errors or missions, as well as suggestions for improving internal controls and financial reporting, to the appropriate administrator, particularly the Treasurer or Executive Director.

PROCEDURE:**Reporting**

Complaints that are not appropriate for normal administrative channels should be reported in writing, with or without identity of the reporter, to the Chair or any member of the Audit Committee. Verbal contact is not acceptable.

Evidence

Although the reporter is not expected to prove the truth of an allegation, he/she needs to demonstrate that there are reasonable grounds for concern on his or her part and that these concerns are most appropriately handled through this procedure.

Investigation of Complaint

After receipt of the complaint, initial inquiries by the Committee will be made to determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation.

Contact With and Information to Reporter

The amount of contact between the reporter and the Audit Committee will depend on the nature of the issue and the clarity of information provided. Further information may be sought from the reporter, if he or she is known. The reporter, if known, will be given the opportunity to receive follow-up on his or her concern within two weeks. This follow-up includes:

- Acknowledgement that the concern was received;
- Indication as to how the matter will be dealt with;
- An estimate of the time that it will take for a final response;

Subject to legal constraints and/or what is determined to be in the best interests of the Corporation, the reporter will receive information about the outcome of any investigations.

SAFEGUARDS:

Anonymous Allegations

Reporters are encouraged to put their names to allegations because appropriate follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to:

- The seriousness of the issue raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from documentation and/or other sources.

Every effort will be made to protect the reporter’s identity; however, all individuals considering such a report should be advised that anonymity cannot be assured if an external investigation or criminal proceedings related to the report occur.

Harassment or Victimization

Harassment or victimization of the reporter for providing appropriate information in accordance with these policies by anyone affiliated with the Corporation will not be tolerated. In addition, the provision of such information shall not in any way influence, positively or negatively, the carrying out of routine disciplinary procedures by management as stated in the personnel policies or the personnel evaluation process or its outcomes.

Malicious Allegations

The Board of Directors recognize that intentionally untruthful, malicious, erroneous or harassing allegations would be damaging to the mission, integrity and morale of the Corporation, as well as the reputations of board members, volunteers, and employees. The safeguards stated in this policy do not apply to individuals who make such complaints

CERTIFICATE OF ADOPTION OF RESTATED BYLAWS

I do hereby certify that the above amended and restated Bylaws of Sunburst Unlimited, Inc. were approved by the Board of Directors on June 16, 2011, and do now constitute a complete copy of the Bylaws of the Corporation, superseding all previously adopted Bylaws and Amendments.

Una Koontz
Secretary of the Corporation,

June 16, 2011
Date

