

**BY-LAWS
OF THE
INCLINE ATHLETIC ORGANIZATION, INC. (IAO)**

ARTICLE 1 – NAME AND PURPOSE

1.1 NAME

1. The name of this Corporation shall be the Incline Athletic Organization, Inc. (IAO), and its principal mailing address is IAO, PO Box 5106, Incline Village, NV 89452.

1.2 PURPOSE

- 1.2.1 The purpose for which this Corporation is formed are to provide year-around, supervised instruction in alternative athletic and educational activities for student at the 3rd to 8th grade level within the community of Incline Village and North Tahoe. The following are the goals set by the IAO:
 - 1.2.2 Unite our community by our children learning new, fun ways to enjoy recreation together.
 - 1.2.3 For health, provide active alternatives to television after school and during the summer.
 - 1.2.4 Teach children, through good role models, teamwork, community service and the joy of learning.
 - 1.2.5 Give children who love specific activities, a year-around opportunity to improve with caring coaches and to play competitively.
 - 1.2.6 Teach our children about the variety of activities that they can enjoy because they live at Tahoe.
 - 1.2.7 To have and exercise all of the rights and powers conferred upon non-profit corporations under the Nevada Non-Profit Corporation Law now in effect or at any time to be amended.
 - 1.2.8 Said Corporation is organized exclusively for charitable, educational and athletic purposes. The corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.
 - 1.2.9 No part of net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause thereof. No substantial part of the activities or the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by and organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
 - 1.2.10 Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code. Or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose. Any such assets not disposed

of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 2 - MEMBERSHIP

2.1 CLASSES OF MEMBERSHIP

2.1.1 The membership in this Corporation shall be composed of individual members, institutional members, life members as well as patrons

2.1.2 Individual Membership

2.1.2.1 Individual membership is available to each family participating in IAO recreational activities and paying appropriate membership fees and having registered with the secretary. The Board of Directors (BoD) will set individual membership fees.

2.1.3 Institutional Membership

2.1.3.1 Institutional membership is available to any institution interested in the achieving the goals of IAO. The Board of Directors (BoD) will set institutional fees. The institutional member may serve and vote through one named delegate.

2.1.4 Patron

2.1.4.1 Classification of a patron is available to any individual or organization that, as recognized by the BoD, has made a substantial time, financial, facility or equipment contribution to IAO.

2.1.5 Life Membership

2.1.5.1 Lifetime membership is available to individual members. The Board of Directors will set lifetime membership fees.

2.2 MEMBERSHIP FEES AND DUES

2.2.1 There shall be a membership fee, as reviewed and set by the BoD from time-to-time. Membership fees can be hourly, weekly, annually, summer-session or school-session based. Annual membership will be for 12 months following annual payments.

2.3 REGISTRATION FEES

2.3.1 Registration fees may be charged for attendance at various meetings of the Corporation in accordance with schedules established by the BoD from time-to-time. The registration for non-members may be higher than those charged to members.

2.4 ADDITIONAL REVENUES

2.4.1 The BoD may also raise additional revenues by various other means such as, but not limited to, special competitive events, special assessments of members, requests for contributions, the sale of recreational materials, member related specials from local merchants, grants and advertising and charitable bingo.

2.5 MEMBERSHIP MEETINGS

2.5.1 Annual Members' Meeting

2.5.1.1 The Corporation shall hold at least one (1) conference per year. At the time of the annual conference, a general meeting of the membership shall be held at such time and in such locations as shall be decided by the BoD. This meeting can be held electronically.

2.5.2 Attendance

2.5.2.1 Said meetings shall be open to all members of the corporation.

2.5.3 Special Meeting

2.5.3.1 Special meetings for the members of the Corporation for any purpose or purposes for which a vote of the membership must be taken maybe called at any time by resolution of the BoD, or by at least ten (10%) percent of the entire membership entitled to cast votes. Upon receipt of any such request, it shall be the duty of the Secretary of the Corporation to fix the time and place of the meeting, which shall be held not less than ten (10) nor more than thirty (30) days thereafter.

2.5.4 Notice of Meeting

2.5.4.1 Written or printed notice, stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, must be delivered to each voting member of the Corporation not less than ten (10) nor more than one hundred (100) days before the date of the meeting, either personally or by ordinary mail or by e-mail.

2.5.5 Voting Rights and Quorum at Meetings

2.5.5.1 All classes of membership shall be entitled to one (1) vote cast on any business to come before the membership at any special meetings or any annual meetings for which the member is registered. Such vote may be cast in person or by written proxy delivered to another registered member who personally attends the meeting of which the vote is taken. Members not registered at any particular annual meeting may not vote in person or by proxy at the meeting. The attendance of at least ten (10%) percent of all registered members of the Corporation shall constitute a quorum to legally transact any business.

ARTICLE 3 – OFFICERS AND DUTIES

3.1 OFFICERS

3.1.1 The officers of this Corporation shall be the following: President, Vice President, Secretary, and Treasurer.

3.2 SELECTION AND TERM OF OFFICERS

3.2.1 The terms of officers shall be the following: Two (2) years for the President, Secretary and Treasurer; and one (1) year for the Vice President. The BoD shall elect all officers. Officers may be re-elected.

3.3 DUTIES OF OFFICERS

3.3.1 President

3.3.1.1 The President is the chief executive officer of the Corporation and will, subject to the control of the BoD, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office and other duties that may be required by these By-Laws or prescribed by the BoD.

3.3.2 Vice President

3.3.2.1 The Vice President shall perform those duties as prescribed by the BoD. In the event that the President is absent or unable to serve, the Vice President will next assume these responsibilities.

3.3.3 Secretary

3.3.3.1 The Secretary shall keep minutes of all meetings of members of the BoD, as well as the annual meeting, be the custodian of all corporate records, give all notices as required by law or by the By-Laws, conduct the annual election of the BoD, and generally perform all duties incident to the office of Secretary of the Corporation, as well as perform any other duties as may be required by law, by the Articles of Incorporation, by these By-Laws, or duties as prescribed by the BoD.

3.3.4 Treasurer

3.3.4.1 The Treasurer will have charge and custody of all funds of this Corporation, will deposit the funds as required by the BoD, keep and maintain adequate and correct accounts of the Corporation's assets and business transactions, render reports and accountings to the BoD and to the members as required by the BoD or by the members or by law. The Treasurer will perform any other duties as may be required by law, by the Articles of Incorporation, by the By-Laws, or duties as prescribed by the BoD.

3.4 FILLING OF VACATED POSITIONS

3.4.1 In the event that an officer becomes incapacitated, or a position becomes vacant, the BoD shall promptly select a replacement from among the members of the Corporation. The said replacement shall assume the duties of his or her office until such time as the officer is able to resume his or her position, or until the next election shall take place to fill the said position.

3.5 REMOVAL OF OFFICERS

3.5.1 Any officer may be removed from office for malfeasance or for failure to fulfill the duties and responsibilities of the Corporation, by a two-thirds (2/3) vote of the BoD, or by a (2/3) vote of the members present at a general meeting.

ARTICLE 4 – BOARD OF DIRECTORS

4.1 AUTHORITY OF THE BOARD OF DIRECTORS

4.1.1 The Board of Directors (BoD) of the Corporation shall be charged with approving the hiring of full-time and part-time employees. The BoD shall be charged with assuring that IAO always stays community focused and that all children are sought to participate in IAO activities.

4.2 STRUCTURE OF THE BOARD OF DIRECTORS

4.2.1 The BoD shall be composed of a minimum of three (3) and a maximum of seven (7) directors.

4.3 TERMS OF OFFICE & SELECTION OF MEMBERS OF THE BOARD OF DIRECTORS

4.3.1 Directors must be members of the Corporation for a minimum of one year prior to nomination. All members of the BoD who are officers shall remain members of the board during their elected term of office. Elected Members-At-Large shall serve for a two- (2) year term. Officers shall be elected at the annual members' meeting by a simple plurality of those members of the Corporation casting ballots.

4.4 QUORUM AND VOTING OF THE BOARD OF DIRECTORS

4.4.1 A quorum of the BoD for the purposes of voting shall be fifty (50%) percent of the BoD plus (1). No member of the BoD shall have more than one (1) vote. A simple majority of the legal votes cast by members of the BoD present at a meeting shall be necessary for the conduct of its business unless otherwise specially provided for in these By-Laws.

4.5 MEETING OF THE BOARD OF DIRECTORS

4.5.1 The BoD shall meet from time to time as required in order to conduct the business of the Corporation, but at least annually. Written notice shall be received by each member of the BoD for each meeting at least ten (10) days in advance, the said notice to be sent by regular mail or email. In addition to the annual meeting of the BoD, special meetings may be called at any time either by the President or by at least three (3) members of the BoD.

4.6 INFORMAL ACTION

4.6.1 Any action which may be taken at a full meeting of the BoD may be taken without the said meeting, if a consent or consents in writing setting for the action are signed by a quorum of the Board and are filed with the Secretary of the Corporation.

4.7 WAIVER OF NOTICE

4.7.1 Attendance of a Director at any meeting of the BoD will constitute a waiver of notice of that meeting, except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

2. ARTICLE 5 - COMMITTEES

5.1 STANDING COMMITTEES OF THE CORPORATION

5.1.1 This Corporation shall have certain standing committees, the said committees and their respective functions to be as follows:

5.1.2 Compensation Committee

5.1.2.1 The compensation committee will set pay limits for full-time, part-time and contract IAO employees.

5.1.3 Nominations Committee

5.1.3.1 The Nominations Committee will be a standing committee appointed by the BoD to present a slated of nominees for officers of the IAO board to the membership at the annual meeting. The Chair of this committee will oversee the election of said candidates and publish the results to the membership.

5.2 MEMBERSHIP ON COMMITTEES

5.2.1 The BoD shall appoint members of standing committees.

5.2.2 The President of the Corporation shall be an ex-officio member of all committees of the Corporation.

5.3 ADDITIONAL COMMITTEES

5.3.1 The BoD of the Corporation, which shall delegate to the said committees such responsibilities, as it shall decide, may designate additional committees of the Corporation from time-to-time.

ARTICLE 6 – OPERATIONS OF THE CORPORATION

6.1 FISCAL YEAR

6.1.1 The fiscal year of this Corporation shall run from January 1 to December 31.

6.2 EXECUTION OF CHECKS AND DRAFTS

6.2.1 All checks and drafts or other orders for the payment of money or as evidences of the indebtedness of the Corporation shall be signed by the Treasurer, or President or by such other person as the BoD designates.

6.3 BOOKS AND RECORDS

6.3.1 The Treasurer shall keep accurate and complete books and records of accounts. The Secretary of the Corporation shall retain minutes of all proceedings of the BoD as well as the general membership annual meeting. Such records shall be available upon request for inspection by any member of the Corporation at any reasonable time.

6.4 NON-PROFIT OPERATIONS

6.4.1 This Corporation shall not have or issue shares of stock. No dividends will be paid and no part of the income of this Corporation will be distributed to any members of the BoD or Officers. The Corporation may, however, pay compensation as approved by the compensation committee, to any members, Officers, or members of the BoD for services rendered or costs incurred.

6.5 ROBERT’S RULES OF ORDER

3. Robert’s Rules of Order (revised) shall govern all meetings of the Corporation.

ARTICLE 7

RELEASE FROM LIABILITY AND INDEMNIFICATION OF DIRECTORS

- 7.1 Pursuant to the authority granted under all pertinent state and federal regulations and laws, by majority vote of the members of this Corporation, the Directors are hereby specifically released from personal liability for monetary damages as a result of any action taken by them, or by their failure to take such action in their capacity as Directors of this corporation, unless any such claim made against the said directors involve self-dealing, willful misconduct or recklessness, or unless the Directors have breached or failed to perform the duties of his or her office. In addition, this corporation hereby agrees to indemnify all Directors to the fullest extent allowed by law.

ARTICLE 8 - AMENDMENTS

8.1 ADAPTION AND MODIFICATION OF BY-LAWS BY BOARD OF DIRECTORS

- 8.1.1 To the extent allowed by law, the BoD shall be authorized, by a two-thirds (2/3) majority of the entire BoD, to alter, amend or repeal the within By-Laws.

8.2 AMENDMENT BY MEMBERS

- 8.2.1 In all other cases amendments to the By-Laws shall be adopted by a two-thirds (2/3) majority of the entire BoD. Thereafter and in said case, the said amendments shall be passed by a two-thirds (2/3) majority of members present at an annual meeting.

ADOPTION OF BY-LAWS

These By-Laws are hereby subject to approval by the BoD on or before July 1, 2004.

INITIAL BOARD OF DIRECTORS

Chris Laramore

Wayne McClelland

Dick Randall

ATTEST:

Chris Laramore, acting Secretary

AMENDMENTS

Information on Amendments (as per numerical superscripts in the body of the text):

No amendments have been approved at this time

POLICIES

1 – Trade Mark Use Policy

Given the underlying philosophy that interactive learning is through hands-on investigation, IAO supports the principle that learning requires exercises that involve the use of equipment provided by the Corporation. The name IAO or INCLINE ATHLETIC ORGANIZATION is an official trademark of the Corporation and must be affixed to any and all teaching materials, equipment and communications that are originated by the activities of IAO. Donated equipment may also contain the official trademark of the donor.

2 - DISCLAIMER STATEMENTS FOR IAO EQUIPMENT

Although athletic equipment, when properly used, seldom results in injury, individuals using said equipment must assume all responsibilities for risk. IAO disclaims any liability with regards to safety in connection with the use of IAO equipment.

3 - DUTIES OF THE NOMINATIONS COMMITTEE

1. The Nominations Committee will prepare a slate of candidates for election from those submitted by IAO members. The slate shall be completed by May 15, 2004 of the year of election.
2. The nominations committee chair will affirm that all candidates are current members in good standing for at least one year.
3. The Secretary will prepare the election ballot for distribution to all members by regular mail or email.
4. The Nominations Chair will receive and count the ballots. These should be counted one (1) week after the ballot due date. The Chair will notify the President, in writing, of the results of the election and prepare a statistical report on the results for the upcoming board meeting. The Chair will send letters to all candidates informing them of their election status and term of office.
5. All ballots should be sealed and archived for a period of one year.