

Amendment to Coral Academy of Science Las Vegas Bylaws

Approved May 27, 2015

The undersigned, being the President of Coral Academy of Science, Parent- Teacher Organization (CASLV PTO), a Nevada nonprofit corporation ("**Corporation**"), does hereby certify that:

A) The Amended and Restated Bylaws of CASLV, PTO as adopted by the Corporation's Executive Board on April 8, 2015 (the "**Bylaws**") were previously adopted and inserted in the Minute Book of the Corporation; and

During the meeting of the Executive Board on May 27, 2015, the Board duly adopted the following amendments to the Bylaws:

1. **Article IV Officers and Elections, section H:** Past President is deleted and replaced with the following:
 1. Has Board voting right;
 2. Is a non-elected position;
 3. Acts to clarify year(s) previous business;
 4. Serves the Board for the purpose of support, historical information, and continuity of business;
 - a) A new position of "Member At Large" be added to the Board as support to all other positions.
2. A new section to Article IV Officers and Elections, section J and K: (J):**Removal** is added as follows:

"Any Executive Board member or Board member may be removed with or without cause by the Executive Board and Board whenever the Executive Board determines that, in its judgment, the best interests of the Corporation will be served thereby. Furthermore, failure of the Board member to attend 75% in one year without valid excuse shall be conclusively presumed to constitute non-active participation by such board member in the activities of the Corporation and shall be grounds for removal from the Board. However, no board member shall be removed from the Board without the vote of at least two-thirds of the Board present at a meeting of the Board constituting a quorum."

(K) **Executive Board** is added as follows with voting rights: President, Vice President, Treasurer, Secretary, and Past-President.
3. Article VII. PTO Board Meetings, section C, #3 is deleted and replaced with the following:

(3). "A quorum for voting purposes is three (3) Board members. Absentee voting can occur of a Board member who has a valid excused absence. Votes need to be called in prior to or during the vote.
4. A new section **Article XIII: Indemnification** is added as follows:
 - 13.1. Indemnification of Board Officers and Members: The Corporation hereby declares that any person who serves at its request as a board member, executive board member, or any member of any committee or volunteer shall be deemed the Corporations agent for the

purposes of this Article and shall be indemnified by the Corporation against expenses (including attorneys' fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such service, provided such person acted in good faith and in a manner he or she reasonably believed to be in the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Except as provided in section 13.3, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create presumption that such person did not act in good faith and in a manner which he or she reasonably believed to be in the best interests of the Corporation, or with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe his or her conduct was unlawful.

13.2 Indemnification against Liability to Corporation. No indemnification shall be made in respect of any claim, issue or matter as to which a person covered in section 13.1 shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such a person is fairly and reasonable entitled to indemnification for such expenses which such court shall deem proper.

13.3 Indemnification against Criminal Actions. No indemnification shall be made in respect to any criminal action or proceeding as to which a person covered by Section 13.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was bought shall be determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

13.4 Other Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any rights to which any person may be entitled under the articles of incorporation, any agreement, any other provision of these bylaws, vote of the disinterested trustees or otherwise, and any procedure provided for by any of the foregoing, both as to action in his or her official capacity and as to action in another capacity while holding office.

13.5 Period of Indemnification. Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a trustee, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right power of the Corporation to indemnify any person, of affect any right of indemnification of such

person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

13.6 Insurance. By action of the Board, notwithstanding any interest of the board in such action, the Corporation may, subject to Section 13.8, purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him or her and incurred by him or her in his or her capacity of or arising out of his or her status as an agent of the Corporation, whether or not the Corporation would have the power to indemnify him or her against such liability under applicable provisions of law. The Corporation may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the Corporation against liability, including without limitation, any liability for the indemnification provided in this Article.

13.7 Right to Impose Conditions to Indemnification. The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Board may deem appropriate in each specific case, including but not limited to any one or more of the following: 9a). that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the Corporation: (b) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that the Corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings, and do everything necessary to assure such rights of subrogation to the Corporation.

13.8 Limitation on indemnification. Notwithstanding any other provision of these bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Corporation as described in Section 501(c)(3) of the Internal revenue Code.

5. A new section **Article IVX: Miscellaneous** is added as follows:

14.1 Authority to Sign Checks. All checks, drafts or other orders of payment of money, notes or other notes of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by two members of the executive board. Such persons and in such manner as from time to time shall be determined by resolution to confer power on the President and Treasurer to open or transfer signature authority to open or close bank accounts with any bank in the name of the Corporation, and may designate other person or persons who shall be authorized to withdraw money from any such account by check or otherwise.

14.2 Authority to sign Contracts. The Executive Board except as in these bylaws otherwise provided may authorize any officer or officers, agent or agents to enter into any contract or to execute any instrument in the name of, and in behalf of the Corporation, and such authority may be general or confined to special instances, and unless so authorized by

the executive Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or pledge its credit, or to render it liable for any purpose or in any amount.

14.3 Conflicts of Interest. If any person who is a board member or officer of the Corporation is aware that the Corporation is about to enter into any business transaction directly or indirectly with himself or herself, any member of his or her family, or any entity in which he or she has any legal, equitable or fiduciary interest or position, including without limitation as a board member, officer, or committee person, such person shall (a) immediately inform those charged with approving transaction on behalf of the Corporation of his or her interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his or her knowledge that bear on the advisability of such transaction from the standpoint of the Corporation, and (c) not be entitled to vote on the decision to enter into such transaction.

This Amendment shall be effective from and after May 27, 2015, the date such resolution was adopted by the Board of CASLV PTO.

Dated as of this xx day of May 27, 2004.

By: _____
Elizabeth Kazelskis, Board President

By: _____
April Summers, Treasurer