

**AMENDED AND RESTATED BYLAWS OF
COMMUNITIES IN SCHOOLS OF NEVADA, INC.**

ARTICLE ONE: OFFICES

- 1.1 The registered office of Communities In Schools of Nevada, Inc. (the "Corporation") in the State of Nevada is 8350 W Sahara Ave, Las Vegas, NV, 89117, unless otherwise designated in the Corporation's Articles of Incorporation (the "Articles") or in a written statement or document duly executed and filed with the Nevada Secretary of State in accordance with Section 1.2. The Corporation may have such other offices, either within or without the State of Nevada, as the Board of Directors of the Corporation (the "Board") may designate or as the business of the Corporation may require from time to time.
- 1.2 The Board may change the Corporation's registered office or its registered agent from time to time by filing a statement with the Nevada Secretary of State pursuant to applicable law.

ARTICLE TWO: PURPOSES

- 2.1 The nature of the activities to be conducted, and the purposes to be promoted or carried out by the Corporation, shall be exclusively charitable, scientific and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). In furtherance of the foregoing:
 - 2.1.1 The Corporation will be dedicated to coordinating human services and delivering them to at-risk youth in Nevada and to their families through the supportive environment of the public schools or non-traditional education sites. The Corporation will endeavor to enable said youth and their families to have access to a broad range of needed social and educational services by establishing a coordinated delivery system of community resources within an educational setting. The objective of the Corporation will be to reduce the number of school dropouts throughout Nevada.
 - 2.1.2 No part of the property or net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensations, and reimburse reasonable expenses incurred, for services rendered and to make payments and distributions in furtherance of the purpose set forth in this Article 2.
 - 2.1.3 No substantial part of the activities of the Corporation shall be the carrying on of propaganda. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements), any campaign on behalf of any political candidate for public office. Notwithstanding any other provisions of these Amended and Restated Bylaws (the "Bylaws"), the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from

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federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code.

- 2.2 References in these Bylaws to sections of the Code shall be deemed to include references to the corresponding provisions of any future amendments to the Code and to the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE THREE: STATEWIDE STRUCTURE AND GOVERNANCE

- 3.1 The Corporation shall operate in the State of Nevada. In addition to the state office of the Corporation (the “State Office”) there shall be affiliate offices in such communities as may be selected from time to time by the Board based on community need and interest (“Affiliate Office(s)”). At the time of adoption, there shall be regional Affiliate Offices in Clark County serving Southern Nevada, Elko County and Humboldt County serving Northeastern Nevada and Washoe County serving Northwestern Nevada. Affiliate Offices shall not without permission of the Board and/or National Corporation form a separate corporation from the Corporation in any jurisdiction. The duties and powers of the Corporation’s State Office and Affiliate Offices are enumerated in these Bylaws.

ARTICLE FOUR: MEMBERS

- 4.1 The Corporation shall have no members.

ARTICLE FIVE: DIRECTORS

- 5.1 The activities, property and affairs of the Corporation shall be managed by its Board, which is empowered to exercise all such powers of the Corporation and to do all such lawful acts and things as are authorized by law, by the Articles or Bylaws. To the extent permitted by law, the Board may delegate power and authority in the exercise of its duties and responsibilities to its duly elected and duly appointed committees, to one or more Affiliate Offices, and to its duly appointed officers or other such qualified agents.
- 5.2 The Board shall consist of not less than seven (7) nor more than twenty-seven (27) members – the precise number to be fixed by resolution of the Board from time to time.
- 5.3 The election of members of the Board shall occur at the annual meeting of the Corporation based on a slate of nominees for membership and officers prepared by the Governance Committee. Additional nominations shall be accepted from the directors present at the meeting. Directors shall be elected for staggered three-year terms and may serve a maximum of two consecutive terms. Directors may serve additional terms in one-year segments with approval from two-thirds of the current board members. Election of board members may also occur, as outlined in section 5.6, at a regularly scheduled meeting to fill a position vacated by an exiting board member or to fill an identified need to ensure balanced representation and active participation and support. The term of each member of the Board shall commence or be deemed to commence in the month of July that is closest

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to the actual date of such member's election, without regard to the actual date of election as to align with the corporation's fiscal year.

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- 5.4 The composition of the membership of the Board shall have balanced representation from public (e.g., government, agencies and school districts) and private (business, corporations and foundations) sectors of each region served by the Corporation, including:

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5.4.1 At least one representative from each Advisory Council.

5.4.2 At least one designated representative from all school districts served by the Corporation should be represented on the State Board or Advisory Councils.

5.4.3 Two or more high-level decision-making executives from private business or industry.

- 5.5 Each director shall hold office until the annual meeting of the Board held next after his or her election and until a qualified successor shall be elected, or until such director's earlier death, resignation, incapacity to serve or removal.

- 5.6 If any vacancy in the Board shall occur, the remaining directors shall continue to act, and any such vacancy may be filled by the vote of a majority of the directors then in office.

- 5.7 Any one or more directors may be removed with or without cause, at any time, by a vote of at least two-thirds of the directors then serving at any regular or special meeting of the Board duly called and notice duly given of such purpose. Directors shall be considered for removal by the Board for repeated unexcused absences at meetings or functions scheduled by the corporation or for any conflicts of interest that have not been disclosed properly to the Board or for a change in employment that affects eligibility.

ARTICLE SIX: MEETINGS OF THE BOARD OF DIRECTORS

- 6.1 The annual meeting of the Board shall be held in conjunction with the last scheduled meeting of the Board preceding the end of the fiscal year, at such date, time and place as the Board Chair shall designate. In addition, regular meetings of the Board shall be held at least once in each calendar quarter at such dates, times and places as the Board Chair shall designate.

- 6.2 Special meetings of the Board may be called at any time by the Board Chair and shall be called by the Secretary upon the written request of five (5) or more directors. Special meetings shall be held at such date, time and place as the Board Chair shall designate; provided that any special meeting called upon the written request of five (5) or more directors shall be held not later than ten (10) business days after the Secretary shall have received such request at such date, time and place as the Secretary shall designate.

- 6.3 Notice of all meetings of the Board shall be given by serving a written notice upon each director, in person, by electronic mail, or by mail, postage prepaid, or by prepaid telegram,

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at the director's last known post office address, in sufficient time to be received at least forty-eight (48) hours prior to the time of the meeting. The notice shall state the date, time and place of the meeting and a general description of the business to be transacted.

- 6.4 At any duly called meeting of the Board attendance of at least six (6) of the elected directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided by law or in these Bylaws, all action of the Board shall be by a majority vote of the directors present. All votes must be cast in person, via conference telephone or through electronic communication. There shall be no voting proxy or other representative method.
- 6.5 If Directors severally or collectively consent in writing, including electronic mail, to any action to be taken by the Board, and the number of such directors constitutes a quorum for such action, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board. The written consents may be signed in counterparts and the secretary shall file such consents with the minutes of the meetings of the Board.
- 6.6 Any member of the Board or of a committee thereof may participate in any meeting of the Board or such committee by means of a conference telephone or similar communication equipment whereby all members participating in such meeting can hear one another. Such participation shall constitute attendance in person.

ARTICLE SEVEN: OFFICERS

- 7.1 The officers of the Corporation shall be: Board Chair, Vice Chair, CEO/President, Secretary and Treasurer. The Corporation may also have a Chief Financial Officer, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as the Board may determine from time to time. The Board Chair, Vice Chair, Secretary and Treasurer are non-compensated officers of the Board.
- 7.2 The Board at its annual meeting shall elect all officers by majority vote. All officers shall be elected from among the members of the Board. A slate of nominees for officer positions shall be prepared by the Governance Committee and distributed to the members of the Board in advance of the annual meeting. The officers may serve up to two consecutive three-year terms with possible extensions of one year as approved by a majority vote of the Board of Directors. **The officers and directors of the Board may be elected to an indefinite number of single year terms until their successors are elected, or they are deemed unable to serve, or they leave the board, or they are removed by the board according to the provisions set forth in these Bylaws.**
- 7.3 The duties and powers of the officers of the Corporation shall be as follows:
 - 7.3.1 Board Chair of the Board of Directors. The Board Chair of the Board of Directors shall be chosen from among the members of the Board. The Board Chair shall represent the Board in its relationships with the national office of Communities In Schools. He or she may serve as an ex-officio member of all standing and ad hoc committees of the Board. The Board Chair shall appoint committee Chairs as needed. Except as may otherwise be specifically provided in a resolution of the

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Board, the Board Chair is authorized to sign on behalf of the Corporation any agreement, contract, application, document, or instrument in connection with all matters of business of the Corporation. The Board Chair shall chair the Executive Committee. The Board Chair may serve up to two consecutive three-year terms with possible extensions of one year as approved by a majority vote of the Board of Directors.

7.3.2 Vice Chair of the Board of Directors. The Vice Chair of the Board of Directors shall be chosen from among the members of the Board. He or she shall chair the Governance Committee and shall serve as an ex-officio member of any standing and ad hoc committees of the Board upon request of the Chair of the Board. The Vice Chair shall serve as a member of the Executive Committee. Except as may otherwise be specifically provided in a resolution of the Board, the Vice Chair is authorized to sign on behalf of the Corporation any agreement, contract, application, document, or instrument in connection with all matters of business of the Corporation.

7.3.3 CEO/President. The CEO/President shall hold office at the pleasure of the Board and shall be subject solely to the direction and control of the Board and the Executive Committee. Generally, the CEO/President shall perform such duties and have such responsibilities as the Board of Directors or Chair of the Board of Directors may direct, including, without limitation, undertaking statewide programming initiatives oversight of Affiliate Offices and/or assistance for expanding the operations of Affiliate Offices and for potential offices that may be developed in regions of the State of Nevada in accordance with the developmental status of such office (“Developing Affiliate(s)”). In this regard, the following shall apply:

- Developing Affiliates: The CEO/President shall provide direct supervision of the lead management staff person and, if appropriate, an executive director of a Developing Affiliate in accordance with the guidelines set forth in the “Developmental Stages of Affiliates”, a copy of which, together with any amendments and modifications thereof adopted from time to time, is on file with the Board records.
- Affiliate Offices: The CEO/President shall provide services and support as delineated in an executed Letter of Agreement (LOA) between each affiliate and the State Office. An appropriate system of checks and balances will be instituted as outlined in the LOA.

The CEO/President shall be the official representative of the Board in the management of the Corporation. He or she shall have authority and responsibility for the administration of the Corporation in its entire activities subject only to such policy as may be adopted and such orders as may be issued by the Board or by any of its committees to which power has been delegated for such action. He or she shall act as the duly authorized representative of the Board in all matters in which

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these Bylaws or the Board have not designated some other person to act. The CEO/President shall serve as an ex officio member of the Executive Committee.

It shall be the duty of the CEO/President to plan, organize, maintain, and control the operation of the Corporation within the policy limits established by the Board. He or she shall analyze the Corporation's activities and advise the Board respecting same. He or she shall participate in all appropriate committees thereof. He or she shall attend all meetings of the Board and advise the Board on matters of policy formation. He or she shall represent the Corporation as its official representative in relation to appropriate outside agencies.

The above duties of the CEO/President may be delegated by him or her to such other qualified Corporation personnel as he or she may from time to time appoint.

In addition, the CEO/President shall perform such other duties as from time to time may be assigned to him or her by the Board.

Except as may otherwise be specifically provided in a resolution of the Board, the CEO/President is authorized to sign on behalf of the Corporation any agreement, contract, application, document, or instrument in connection with all matters of business of the Corporation. This authority of the CEO/President is **delegable as outlined in the Policies and Procedures of the organization.**

7.3.4 Secretary. The Secretary shall cause minutes to be kept of the meetings of the Board of Directors in appropriate books. He or she shall give all notices of the meetings of the Board. He or she shall be the custodian of the records of the Corporation (other than those kept by the Treasurer) and of the corporate seal and shall affix the latter when required. He or she shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board and of the Executive Committee.

It shall be the duty of the Secretary to enforce all Bylaws, rules and regulations for the proper conduct of the Corporation made by or under the authority of the Board or Executive Committee of the Board. In all cases of disputed authority or uncertainty as to the meaning of the Bylaws, rules and regulations of the Corporation, his or her decision shall govern until the Board or Executive Committee shall otherwise rule.

It shall be the duty of the Secretary to see that all requirements of law and of appropriate state and local authorities are duly observed in the conduct of the affairs of the Corporation.

The Secretary shall serve as a member of the Executive Committee.

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7.3.5 Treasurer. The Treasurer shall be chosen from among the members of the Board. He or she shall have supervision over the receipt and custody of the Corporation's funds, and shall cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and in general shall perform such duties as are customary to the office of Treasurer. In addition, the Treasurer shall perform such other duties as the Board, or the Executive Committee may from time to time assign to the Treasurer. The Treasurer shall chair the Audit & Finance Committee as established by these Bylaws and shall serve as a member of the Executive Committee.

7.4 A vacancy in any office shall be filled by the Board at a regular meeting or at special meeting called for that purpose.

7.5 The Board may remove any officer by a majority vote at any time with or without cause, at any regular or special meeting of the Board duly called and notice duly given of such purpose.

ARTICLE EIGHT: COMMITTEES OF THE BOARD OF DIRECTORS

8.1 The Corporation shall have an Executive Committee of the Board, a Governance Committee, and an Audit and Finance Committee, and may have other committees of the Board as established by the Board. Each committee shall consist of at least three members, a majority of whom, including the committee Board Chairperson, shall be Board members. Each committee may have and exercise such of the power and authority of the Board as are provided for in these Bylaws or as may be provided by resolution of the Board establishing any such committee or establishing duties for an established committee. The CEO/President may be an ex-officio member of any pertinent committee.

Each Advisory Council shall have at least seven members including one who shall serve as a member of the State Board.

8.2 Each committee of the Board, other than the Executive Committee and Governance Committee, shall be designated by a resolution adopted by the affirmative vote of a majority of the directors present at the meeting of the directors at which a quorum is present.

8.3 In addition to committees of the Board, the Board also may appoint such other committees of the Corporation, consisting of directors and non-directors of the Corporation, as it deems appropriate. No such committee, however, shall have any of the powers of the Board.

8.4 A quorum for the transaction of business for any committee shall be a majority of the voting members of the committee. Each committee member shall have one (1) vote.

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- 8.5 Minutes shall be kept for all committee meetings, and official copies will be available for public viewing in the State office. The Board Chairperson of each committee will report at each regular meeting of the Board.
- 8.6 Executive Committee. The Executive Committee shall consist of not less than five (5) nor more than eleven (11) members of the Board.
- 8.6.1 The composition of the membership of the Executive Committee shall at all times include the Chair of the Board, the Vice Chair, Secretary, Treasurer, and Chairpersons of each standing committee and task forces created by the Board. The Immediate Past Chair shall serve one year after transitioning from the Chairmanship. The Advisory Chairs from Reno or Elko rotate a seat on the Executive Committee annually. The CEO/President shall be an ex officio member.
- 8.6.2 Members of the Executive Committee shall, subject to the approval of the Board, be appointed by, and serve at the pleasure of, the Chair of the Board of Directors, who shall chair the Executive Committee.
- 8.6.3 The Executive Committee shall carry out the policies of the Board and shall have charge of the management of the Corporation between meetings of the full Board.
- 8.6.3.1 It shall have the power to establish Bylaws for its own organization and governance and for its exercise of the authority delegated to it by the Board and by these Bylaws.
- 8.6.3.2 It shall be the duty of the Secretary to record its doings.
- 8.6.4 The Executive Committee shall, upon call of its Board Chairperson or two of its members, meet as frequently as may be necessary at such date, time and place as the Board Chair shall designate; provided that any meeting called by two or more members of the Committee shall be held not later than five (5) business days after such call has been communicated to all members of the Committee at such date, time and place as is indicated in the call. The Board Chair shall report on all Executive Committee activities to the Board at all scheduled meetings of the Board.
- 8.7 Governance Committee.
- 8.7.1 The Vice Chair of the Board shall chair the Governance Committee. The composition of the membership of the Governance Committee shall include three current Board members (including the Vice Chair). Membership shall also be offered to the Advisory Council members for each region served.
- 8.7.2 At a minimum, the Governance Committee shall meet during the third quarter of each fiscal year to review the performance of the Board, the organization's need for voluntary leadership and support, current member terms and attendance, and persons expressing interest in serving the organization. A list of potential new

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Board members and returning members shall be prepared and assignments made to contact these individuals to ascertain their willingness to serve. Prior to the annual meeting, the Governance Committee shall provide to the Board a written report that includes a slate of nominees for officer positions.

8.7.3 The Governance Committee may be called upon by the Board to recommend members to fill vacancies that occur during the board year.

8.8 Audit and Finance Committee.

8.8.1 The Treasurer shall chair the Audit and Finance Committee. The composition shall include at least five members, a majority of whom shall be directors. Members shall have financial management experience.

8.8.2 The Audit and Finance Committee shall meet at least quarterly at a time and place determined by the Treasurer to review the financial status of the Corporation including, but not limited to, a current balance sheet, statement of revenues and expenses, and a current budget report. The Audit and Finance Committee shall provide to the Board at its regular and any special meetings reports and recommendations covering:

- a. the financial status of the Corporation;
- b. policies related to managing the financial affairs of the Corporation;
- c. the status of risk management policies and liability insurance coverages;
- d. the findings and recommendations included in the annual independent auditor's report;
- e. the terms and acceptance of contracts and donations which require specific performance by the Corporation; and
- f. compliance with national, state and local regulations and reporting requirements.

8.9 Advisory Councils. Advisory Councils shall be established to provide support and oversight to Affiliate Offices in specific geographic areas of Nevada. Advisory Council members may be recommended to the Council by Leadership Circle members, staff of the Affiliate Office, staff of the State Office, Board members, community leaders and/or by other respected parties.

8.9.1 There shall be a minimum of 7 and a maximum of 19 members of each Advisory Council consisting of residents of the targeted geographic area.

8.9.2 The Advisory Councils shall meet at least once in each calendar quarter. A formal announcement of each meeting shall be sent to the members at least 7 days prior to the meeting. Minutes of all Advisory Council meetings shall be filed with the region's Executive Director. A representative of each Advisory Council shall provide a report to the Board at the subsequent meetings following each Advisory Council meeting.

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- 8.9.3 The Advisory Councils may establish *ad hoc* and standing committees, as they deem necessary to fulfill their duties and responsibilities.
- 8.9.4 Each Advisory Council shall select a Committee Chairperson, to lead each sub-committee established by the Advisory Council. Each Advisory Council may also recommend a member of the Council to the Board's Governance Committee to represent the region on the Board. Each Advisory Council may recommend an individual to be hired as the Affiliate Office Executive Director to the CEO/President. The Affiliate Office Executive Director shall have authority to sign on behalf of the Corporation any agreement, contract, or document in connection with local matters as defined by the current LOA. Each Advisory Council may choose to elect additional officers and establish responsibilities for those positions as it deems appropriate for conducting its affairs.
- 8.9.5 The Advisory Councils are (within policy guidelines established in the LOA) responsible for developing the Communities In Schools program within the geographic region, including:
- a. Reviewing an annual work plan and budget for approval by the Board;
 - b. Monitoring the performance of the annual work plan and budget;
 - c. Annually reviewing and providing input to the CEO/President's evaluation of the Affiliate Office Executive Director's performance;
 - d. Assisting Affiliate Office staff with developing community partnerships;
 - e. Supporting the efforts of the State Office as well as those of the Affiliate Office; and
 - f. Ensuring the Affiliate Office is compliant with all accreditation standards as outlined in the national Communities In Schools TQS program.
 - g. To the best of its ability, the Advisory council shall conduct resource development activities to support local Affiliate operations.
- 8.10 Developing Affiliate Advisory Councils. At such time as deemed appropriate by the Board, a Developing Affiliate Advisory Council shall be established for a Developing Affiliate in accordance with the Development Stages of Affiliates.
- a. The specific roles and duties of the Developing Affiliate Advisory Council and its relationship with the Board of Directors shall be established in a Letter of Agreement (LOA) signed by the Chair of the Board of Directors, the CEO/President, and the lead management staff person or the executive director of a Developing Affiliate appointed in accordance with the guidelines set forth in the Developmental Stages of Affiliates.
 - b. Developing Affiliate Advisory Council members may be recommended to the Board by Leadership Circle members, staff of the Developing Affiliate, staff of the State Office, Board members, Affiliate Office staff, community leaders and/or by other respected parties.

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8.11 Transition of Developing Affiliates to Affiliate Offices. An Advisory Council shall be established once a Developing Affiliate successfully meets the requirements to become an Affiliate Office in accordance with the Developmental Stages of Affiliates. Any such Advisory Council shall be governed by and operated as set forth in Section 8.9 of these Bylaws.

ARTICLE EIGHT A: LEADERSHIP CIRCLE

8A.1 A Leadership Circle may be established as set forth in this Article.

8A.2 Annually, a Chair shall be chosen by majority vote of the Leadership Circle.

8A.3 The Leadership Circle shall serve in an advisory capacity to the Board of Directors and CEO/President on an as needed basis.

8A.4 The CEO shall administratively support the Circle. The CEO shall provide an update to the Board of Directors annually on activities of the Circle or as requested by the Board Chair.

8A.5 The role of the Leadership Circle shall be to continue to involve and engage past Board members and strategic community advisors in the mission of the Corporation.

ARTICLE NINE: BILLS, NOTES, ETC.

9.1 All bills payable, notes, checks, drafts, warrants or other negotiable instruments of the Corporation shall be made in the name of the Corporation. The Audit and Finance Committee shall issue from time to time written policies identifying the officer(s) of the Corporation who shall have check signing authority and the amount(s) of checks that may be signed by one or more of such officers. Except for the Treasurer, the Board Chair, the CEO/President, or any other properly elected officer of the Corporation duly authorized by the Board of Directors or the Executive Committee, no officer or agent of the Corporation, either singly or jointly with others, shall have the power to make any bill payable, note, check, draft, warrant or other negotiable instrument, or endorse the same in the name of the Corporation, or contract or cause to be contracted any debt or liability in the name or in behalf of the corporation, except as herein expressly prescribed and provided or as authorized by an appropriate resolution.

9.2 Affiliate Offices and Developing Affiliates shall be permitted to maintain a credit card, petty cash and a local checking account for payment of operating costs as specified by these Bylaws, by resolutions approved by the Board, or by written policies issued by the Audit and Finance Committee establishing financial controls for the Affiliate Offices and Developing Affiliates.

ARTICLE TEN: INDEMNIFICATION

10.1 Every person who was or is a party or is threatened to be a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she or a person of whom he or she is the legal representative is

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or was a director, officer, employee, agent, or other person of the Corporation, or is or was serving at the request of the Corporation or for its benefit as a director, officer, employee or other person of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent legally permissible under the law of the State of Nevada as it may be amended from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him or her in connection therewith.

- 10.2 The expenses of a director or officer, incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer, to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such a director or officer, agent or other person may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under the Articles, any agreement, vote of stockholders, provision of law or otherwise, as well as their rights under this Article 10.
- 10.3 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 director, 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 or power of the Corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.
- 10.4 Without limiting the application of the foregoing, the Board may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer, employee, agent or other person of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, agent or other person of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.
- 10.5 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 an organization described in Section 501(c)(3) of the Code.

ARTICLE ELEVEN: CONFLICT OF INTEREST

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- 11.1 Each director shall, upon assuming his or her position and upon each re-election, answer a questionnaire so as to disclose in writing to the CEO and the Board Chairperson of any committee on which he or she serves, a list of all businesses or other organizations of which he or she is an officer, member, owner or employee, or for which he or she acts as an agent, with which the Corporation has, or might reasonably in the future enter into, a relationship or a transaction in which the member would have conflicting interests.
- 11.2 At such time, if any matter should come before the Board or any committee thereof in such a way as to give rise to a conflict of interest, the affected member of the Board shall make known the potential conflict and, if advisable, withdraw from the meeting for so long as the matter shall continue under discussion, except to answer any questions that might be asked of him or her. Should the matter be brought to a vote, the affected member shall not vote on it. In the event that, when advisable, he or she fails to withdraw voluntarily, the Board Chair shall require that he or she remove himself/herself from the room during the discussion and vote on the matter.
- 11.3 Notwithstanding the above, the affected member of the Board shall bring to the attention of the CEO/President any business transaction involving such a conflict of interest.
- 11.4 Any business transaction shall be presented to the Board or its appropriate committee, with disclosure, for approval.
- 11.5 In appropriate instances, the Board Chairperson or the CEO/President may seek the advice of an independent professional on a conflict issue.

ARTICLE TWELVE: MISCELLANEOUS PROVISIONS

- 12.1 The Corporation shall have no seal and no act of the Corporation or its Board shall require a seal in order to be official and valid.
- 12.2 These Bylaws may be amended by affirmative vote of a majority of the directors present at any lawful meeting of the Board, provided that a copy of such proposed amendment shall have been given in the notice calling the meeting.
- 12.3 The fiscal year of this Corporation shall commence on July 1 and end on June 30th of each year.
- 12.4 The parliamentary procedure of the Corporation, Board, Executive Committee and all other committees established hereunder shall be governed by the most recent revised edition of Robert's Rules of Order unless contrary to the procedure set forth in these Bylaws. In case of conflict, the rules established by these Bylaws shall prevail.
- 12.5 Whenever any notice of time, place, purpose or any other matter, including any special notice or form of notice, is required or permitted to be given to any person by law or under the provisions of the Articles or Bylaws of this Corporation, or of a resolution of the

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directors, a written waiver of notice signed by the person or person entitled to such notice, whether before or after the time required for such notice, shall be equivalent to the giving of such notice. The Secretary shall cause any such waiver to be filed with or entered upon the records of the Corporation or, in the case of a waiver of notice of a meeting, the records of the meeting.

12.6 The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

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CERTIFICATE OF ADOPTION

I certify that I am the Secretary of Communities In Schools of Nevada, Inc., a Nevada nonprofit corporation (the “Corporation”) and have been designated by the Board of Directors of the Corporation to act in that capacity. I also certify that the foregoing Amended and Restated Bylaws (the “Bylaws”) have been adopted as the Bylaws of the Corporation by its Board of Directors, and that the Bylaws, as of the date of this Certificate, have not been repealed, altered, amended, restated, or superseded, and remain in full force and effect.

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DATED: _____, 2021.

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Name: Joyce Woodhouse
Title: Secretary

Deleted: Tracy DiFillippo

Deleted: May 2020