

The North American Basque Organizations, Inc.

A Nevada Non-Profit Public Benefit Corporation

Book of By-Laws

Article I Office

The principal office of the corporation shall be located in the law offices of Vaughan, Hull, Marfisi & Goicoechea, 530 Idaho Street, Elko, Nevada. The corporation may have such other offices, either within or without the State of Nevada, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE II Members

Section 1: Classes

The Corporation shall have two (2) classes of members - A General Membership and and Associate Membership. The General Member entertains full rights and privileges as outlined in the Book of By-Laws. Associate membership is available only to qualified clubs of 50 members or less, that are supportive of North American Basque Organizations, Inc. but are unable to participate as a General Member. An Associate Member may attend meetings but does not have voting privileges. Associate Members are entitled to all correspondence and minutes.

(Amendment 3: February 25, 1984)

Section 2: Election and Qualifications

To be eligible for general or associate membership, an organization of Basque membership in North America may apply by completing an application supplied by North American Basque Organizations, Inc. and submitting it, along with a copy of applicant's current By-Laws and a copy of applicant's membership list of paid members of the previous year. All information will be held in confidence and be available only to the Board of Directors of this Corporation (Amendment 4: February 25th, 1984). Basque Clubs or organizations seeking membership in the North American Basque Organizations, Inc. must complete and submit the Basque Government Registration forms at the same time as they apply to join the North American Basque Organizations, Inc. (Amendment 14: Aug. 30, 1997) Membership will be granted upon two-thirds ($\frac{2}{3}$) approval by vote of the Board of Directors of North American Basque Organizations, Inc. (Amendment 4: February 25th, 1984)

(Section 3: Removed, Amendment 14: Aug. 30, 1997)

Section 4: Dues:

Annual Dues: The Board of Directors may determine from time to time the amount of annual dues payable to the Corporation by members. Said dues shall be payable on or before January 1 of each year for the following year. Should any member be unwilling to pay any increase in annual dues, he

may resign as a member and thereby be discharged of paying such dues (Amendment 6: Feb. 25, 1984)

Section 5: Voting Rights

Each General Member club of North American Basque Organization, Inc. which has paid its annual dues is entitled to have two (2) voting representatives who shall also be members of the Board of Directors of this corporation and shall each be entitled to one (1) vote on each matter submitted to vote. (Amendment 7: Feb. 25, 1984)

Section 6: Resignation

Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued against such member and unpaid.

Section 7: Reinstatement:

Upon written request by a former member and filed with the secretary, the Board of Directors by the affirmative vote of two-thirds of the members of the Board, may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 8: Transfer of Membership

Membership in this Corporation is not transferable or assignable.

ARTICLE III Meeting of Members

Section 1: Annual Meeting

An annual meeting of the members shall be held during any month of the year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. The first annual meeting shall be held in Reno, Nevada. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as reasonably soon thereafter as may be arranged. (Amendment 8: Feb. 25, 1984)

Section 2: Special Meetings

Special meetings of the members may be called by or at the request of the President, or a majority of the Board of Directors.

Section 3: Place of Meeting

The Board of Directors shall designate any hour and place within the United States of America, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If a special meeting be otherwise called, the person or persons authorized to call such meeting shall fix the time and place for holding such special meeting called by them.

Section 4: Notice of Meetings

Notice of the date, hour and place of any meeting of members shall be given:

By delivery, either personally or by mail, to each member of the Board of Directors who is entitled to vote at such meeting, not less than thirty (30) days before the date of such meeting.

In case of a special meeting or when required by statute or these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5: Informal Action by Members

Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the members entitled to vote with respect to the subject matter thereof.

Section 6: Quorum

A majority of the whole number of members of the Corporation, represented in person or by proxy, shall be necessary to transact business. Any decision of a majority of the persons assembled as a meeting of the Corporation shall be valid.

Section 7: Proxies

At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after one month from the date of its execution, unless otherwise provided in the proxy.

ARTICLE IV Board of Directors

Section 1: General Powers

The affairs of the Corporation shall be managed by its Board of Directors. Directors must be members of the Corporation in good standing and current in the payment of his corporate dues.

Section 2:

Said Directors shall serve their term without compensation. The President, the Secretary and the Treasurer shall each be reimbursed for travel, room and meal expenses incurred while attending any official North American Basque Organizations, Inc. meeting. Reimbursement shall be based upon round-trip coach airfare to each meeting site, or \$0.30 per mile round-trip if traveling by personal car. Expenses for meals will be paid up to \$45.00 per person per day. Room expenses will be paid as incurred. (Amendment 13: Aug. 4, 1995)

Section 3: Number, Tenure and Qualification

The number of Directors shall change from time to time and shall consist of two (2) representatives from each General Member of the North American Basque Organizations, Inc. that is in good standing and is current in the payment of his corporate dues. Each Director shall hold office until his successor shall have been elected and shall have accepted office. (Amendment 9: Feb. 25, 1984)

Section 4: Regular Meetings

A regular annual meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 5: Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any time and place for holding any special meeting of the Board called by them.

Section 6: Notice

Unless waived, notice of any special meeting of the Board of Directors shall be given at least thirty (30) days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 7: Waiver

Any Director may waive notice of any meeting.

Section 8: Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time. Without further notice. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these By-Laws.

Section 9: Consent of Directors

Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent thereto is signed by all the members of the Board or of such committee. Such written consent shall be filed with the minutes of proceedings of the Board or committee.

Section 10: Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 11: Bizi Emankorra – Lifetime Contribution Award

The N.A.B.O. Bizi Emankorra, also known as the N.A.B.O. Lifetime Contribution Award, is awarded to persons who have made significant contributions to N.A.B.O. Nominations are presented no later than the winter meeting by general members through their voting representatives, and approved with a majority vote of the Board of Directors. The award is generally presented at the N.A.B.O. convention. (Amended on June 8th, 2018)

Section 12. Committees

The Board of Directors, by a majority vote of its members, may create a Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business affairs of the corporation, except the power to adopt, amend, or repeal the by-laws. The Chairperson of such Committee and its members will be appointed or removed by the Board of Directors, by a majority vote of its members. Although any committee member, and even its chairperson, can be a person who is not a member of the Board of Directors, at least one committee member must be a member of the Board of Directors (NRS 82.206). Vacancies on any Committee, including the Chairperson, may only be filled by the Board of Directors, by a majority vote of its members. (Amended on October 20th, 2018)

ARTICLE V Officers

Section 1: Officers

The officers of the Corporation shall be the President, Vice President, Secretary, Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such officers, including one or more assistant Treasurers as it deems desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors. The Board of Directors may elect or appoint one or more Vice Presidents; however, the Board of Directors shall appoint the outgoing President as a Vice President of the corporation for a term consistent with the term of office of the newly elected President. The President shall appoint the corporate secretary and one or more assistant secretaries, or delegate that authority to the Board of Directors. Any person may hold two or more offices subject to the provisions of Section 8 of Article 5. (Amendment 10: February 25, 1984)

Section 2: Election and Term of Office

The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have accepted office.

Section 3: Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the un-expired portion of the term.

Section 5: Qualifications

No person shall be eligible to serve as an officer unless he is a member of the Corporation in good standing and current in the payment of corporate dues.

Section 6: President

The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and of the Board of Directors.

He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President does not have a vote representing his North American Basque Club. He has the power of a vote in circumstances in which he must break a tie vote of the Directors of the Corporation. (Amendment 11: February 25, 1984)

Section 7: Vice President

In the absence of the President or in event of his inability or refusal to act, the Vice President (or in the event there be more than one vice president, the vice presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8: Treasurer

The Treasurer shall not be a member of the same North American Basque organization as the President and shall be a member of the Board of Directors of this Corporation. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws; and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9: Secretary

The Secretary shall be a member of a North American Basque organization (Amended on July 7th, 2009). The Secretary shall keep the minutes of the meetings of the members and of the Board of

Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 10: Assistant Treasurers and Assistant Secretaries

If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VI

Contracts, Checks, Deposits and Funds

Section 1: Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2: Checks, drafts, etc.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President.

Section 3: Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4: Gifts

The Board of Directors may accept on behalf of the Corporation any contributions, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VII

Certificates of Membership

Section 1: Certificates of Membership

The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or and Assistant Secretary. The

name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 2: Issuance of Certificates

When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary.

ARTICLE VIII Books and Records

Section 1:

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

Section 2:

The Board of Directors shall present at each annual meeting a full, true, and clear report of the business of the Corporation for the period reported upon, and its condition as of the date of the report. Each report shall disclose in detail the financial condition of the Corporation, the income and expenses of the Corporation and any gifts or bequests to or from the Corporation for the period of the report. Such financial information may be given by means of balance sheets and statements of profit and loss or revenue statements, prepared from and in accordance with the books and records of accounts of the Corporation.

ARTICLE IX Fiscal Year

The fiscal year of the Corporation shall begin on the 1st day of January, and end on the 31st day of December the same year. (Amendment 2: Sept. 25, 1982)

ARTICLE X Corporate Debt and Assessments

The members of this Corporation shall not be held individually liable for any debts, contract or liabilities of the Corporation, and shall not be liable for assessment or be assessed for any purpose.

ARTICLE XI Waiver of Notice

Whenever any notice is required to be given under the provisions of the laws of the State of Nevada or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver

thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII

Amendments to By-Laws

These By-Laws may be altered, amended or repealed and additional By-Laws may be adopted by the Directors of this Corporation by two-thirds ($\frac{2}{3}$) approval or by the written consent of two-thirds ($\frac{2}{3}$) of the members of this Corporation. (Amendment 5: Feb. 25, 1984)