

BYLAWS OF ZUZI!
AN ARIZONA NONPROFIT CORPORATION

1. OFFICES

- 1.1 Principal Office. The Corporation shall maintain a principal office in the City of Tucson, County of Pima, Arizona.
- 1.2 Other Offices. The Corporation may also maintain offices at such other place or places, either within or without the State of Arizona, as may be designated from time to time by the Board of Directors, and the business of the Corporation may be transacted at such other offices with the same effect as that conducted at the principal office.

2. MEMBERS

- 2.1 Cost and Benefits. The Board shall decide annually on the cost of membership and the benefits that members will receive.
- 2.2 Classes of Membership. The Board may issue voting and nonvoting memberships.
- 2.3 Voting Memberships. Voting memberships shall only be available to directors of the Corporation.
- 2.4 Nonvoting Memberships. Nonvoting memberships shall be available as provided by the Board of Directors.

3. DIRECTORS

- 3.1 Election. Each board of directors shall, on an annual basis, elect the succeeding board of directors. The board shall select a nominating committee which shall recommend new directors for the board.
- 3.2 Number. The board of directors shall consist of not less than 5 or more than 15 directors.
- 3.3 Terms. The directors shall have staggered terms of up to *three years*. The initial board of directors shall determine the terms of each of the directors.
- 3.4 Vacancies. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by the affirmative vote of a majority of the remaining directors then in office, though less than a quorum, or by a sole remaining director, and any director so chosen shall hold office until the next election when his successor is duly elected and qualified.
- 3.5 Powers. The business and affairs of the corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation and do all lawful acts except as are reserved to the members by the laws of Arizona, the Articles of Incorporation, or these Bylaws.
- 3.6 Place of Meeting. The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Arizona. The meetings may be held by conference telephone or similar communications equipment by means of which all persons participating can hear each other.
- 3.7 Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board.
- 3.8 Special Meetings. Special meetings of the Board may be called by the President or the Secretary on at least twenty-four (24) hours notice to each Director, either personally, by mail, email, fax or telephone. The notice shall specify the time, place and general purpose of the meeting. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of a majority of the Board.
- 3.9 Quorum. A majority of the membership of the Board of Directors shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the board, except as may be otherwise required by the laws of Arizona, by the Articles of Incorporation, or by these Bylaws. If a quorum shall not be present at any meeting of the Board of Directors, the directors then present may adjourn the meeting to another time or place, without notice other than announcement at the meeting, until a quorum shall be present.

- 3.10 Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation or by these Bylaws, 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 all members of the Board or committee, as the case may be, consent thereto in writing.
- 3.11 Waiver of Notice. Attendance of a director at a meeting shall constitute waiver of notice of such meeting, except when the person attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any director may waive notice of any regular, or special meeting of directors by executing a written waiver of notice either before or after the time of the meeting.
- 3.12 Removal. Directors may be removed at a special meeting of directors called expressly for that purpose, in the manner provided by the laws of Arizona.

4. OFFICERS

- 4.1 Officers. The Board of Directors at its first meeting and after each annual meeting of members shall choose a President, a Secretary, and a Treasurer, each of whom shall serve at the pleasure of the Board of Directors. Any number of offices may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide. *Company directors shall attend board meetings as non-voting members.*
- 4.2 Additional Officers. The Board of Directors at any time may appoint one or more vice presidents and any such other officers and agents as it shall deem necessary to hold offices at the pleasure of the Board of Directors and to exercise such powers and perform such duties as shall be determined from time to time by the Board.
- 4.3 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors at any time.
- 4.4 Removal. All officers or agents shall be subject to removal at any time by the affirmative vote of the majority of the members of the Board of Directors.
- 4.5.1 President. The President shall preside at all meetings of members and the Board of Directors. He or she shall act as operating and directing head of the Corporation subject to policies established by the Board of Directors.
- 4.5.2 Vice President. If a vice president is appointed, the Vice President shall have all powers and perform all the duties of the President in case of the temporary absence of the President or in case of his or her temporary inability to act, and shall perform such other duties as the Board of Directors may assign from time to time.
- 4.5.3 Secretary. The Secretary shall see that the minutes of all meetings of members, the Board of Directors and any standing committees are kept. He or she shall be the custodian of the corporate seal and shall affix it to all proper instruments when deemed advisable by him or her. He or she shall give or cause to be given required notices of all meetings of the members and of the Board of Directors. He or she shall have charge of all the books and records of account and in general shall perform all the duties incident to the office of Secretary of a corporation and such other duties as may be assigned to him or her.
- 4.5.4 Treasurer. The Treasurer shall have general custody of all the funds and securities of the Corporation except as such may be required by law to be deposited with any state official. He or she shall see to the deposit of the funds of the Corporation in such bank or banks as the Board of Directors may designate. Regular books of account shall be kept under his or her direction and supervision and he or she shall render financial statements to the President, shall have charge of the preparation and filing of such reports, financial statements, and other returns as may be required by law.

5. INDEMNIFICATION OF OFFICERS AND DIRECTORS. The Corporation is empowered to indemnify any and all of its members, directors, officers, employees, agents or former members, directors officers, employees or agents against expenses incurred by them, including legal fees, and against judgments, penalties fines and amounts paid in settlement actually and reasonably incurred by any such person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, by reason of his or her position with the Corporation, provided that the Board of Directors shall determine that such person acted, or failed to act, in good faith and in a matter he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and such person had no reason to believe such conduct was unlawful. This provision shall not limit any right of the Corporation to indemnify all acts or alleged acts and failures to act or alleged failures to act as provided by law.

6. MEMBERSHIP CERTIFICATES

6.1 Form of Certificate. The Board of Directors may, at its discretion, provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as determined by the Board.

6.2 Issuance. All certificates shall be signed by the President and by the Secretary and the seal of the Corporation shall be impressed thereon.

6.3 Lost, Stolen, or Destroyed Certificates. The Corporation shall issue a new membership certificate in the place of any certificate theretofore issued when the holder of record of the certificate:

6.3.1 Claim. Makes proof in affidavit form that it has been lost, destroyed, or wrongfully taken;

6.3.2 Indemnity. Agrees to indemnify the Corporation against any claim that may be made on account of the alleged loss, destruction, or theft of the certificate; and

6.3.3 Other Requirements. Satisfies any other reasonable requirements imposed by the Corporation.

6.4 **Transfer Before Notice.** When a certificate has been lost, apparently destroyed, or wrongfully taken and the holder of the record fails to notify the Corporation within a reasonable time after he had notice of it, and the Corporation registers a transfer of the certificate before receiving such notification, the holder of record is precluded from making any claim against the Corporation for the transfer or for a new certificate.

7. FISCAL YEAR. The fiscal year of the Corporation shall end at midnight on the 31st day of December each year.

8. AMENDMENT AND REPEL

8.1 Amendment. These Bylaws may be amended or repealed, or new Bylaws may be adopted, at any meeting of the directors, by a resolution adopted by the holders of a majority of the votes entitled to be cast, provided that prior notice is given that the purpose of the meeting is to amend or repeal the Bylaws.

8.2 Necessity. No notice need be given of any action concerning these Bylaws previous to any meeting if the proposed amendment, repeal or adoption of new Bylaws is one of necessity arising at such meeting, and is in furtherance of the legitimate aims of the Corporation.

Dated as of the _____ day of _____, 2005.
