

ARTICLE II. MEMBERS

Section 1. Annual Meeting. The holding of an annual meeting of members shall be subject to the discretion of the Board; provided, however, no annual meeting shall be held unless the Board determines by a majority vote before the end of each calendar year to hold an annual meeting during the following calendar year.

Section 2. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board, and shall be called by the President at the request of at least one-tenth (1/10th) of the members entitled to vote.

Section 3. Place of Meeting. The Board may designate a place, either within or without the State of Nevada, as the place of meeting for any annual meeting or for any special meeting called by the Board. Unless otherwise designated by the Board, any annual meetings designated by the Board shall be held at the Wells High School Auditorium, in the City of Wells, Elko County, Nevada.

Section 4. Notice of Members' Meetings. The Board shall provide notice stating the place, day and hour of the meeting and, in case of a special meeting or an annual meeting at which business requiring special notice is to be transacted, the purposes for which the meeting is called, and the notice shall be delivered not less than ten (10) calendar days nor more than thirty (30) calendar days before the date of the meeting. The notice shall be delivered to each member, by publication, personally, or by mail, or at the direction of the Secretary, or upon a default in duty by the Secretary, by the persons calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member's address as it appears on

the records of the Corporation, with postage thereon prepaid. In lieu of the foregoing mailing, the notice may be accomplished by a notice published in Ruralite Magazine mailed to all members. The failure of any member to receive notice of an annual or special meeting of the members shall not invalidate any action which may be taken by the members at any such meeting.

Section 5. Voting.

1. Each member shall be entitled to only one (1) vote upon each matter submitted to a vote at a meeting of the members. All questions shall be decided by a vote of a majority of the members voting thereon in person, except as otherwise provided by law, the Articles of Incorporation or these By-Laws. Members who are a corporation, partnership, limited liability company, association, business trust, personal trust, estate, body politic or subdivision thereof, or other multiple ownership type business structure (hereinafter "entity") may vote at a meeting on matters to be decided at the meeting and for election of Directors pursuant to Section 9, of this ARTICLE II, through any officer, director, partner or manager of the entity. Should this Corporation be unable to properly determine which individual is entitled to vote for the entity, the right of said member to vote shall be suspended until such time as this Corporation shall have received, in writing, a designation of the person entitled to vote approved by the governing board or proper authority of the entity.

2. The members who shall be entitled to vote at the annual meeting, or any special meeting of the members, shall be those members in good standing who have become members prior to the close of the business offices of the Corporation on a date five (5) calendar days before the annual or special meeting. Members who shall be

entitled to vote regarding election of Directors shall be those members who are in good standing and who have become members on or before the close of the business offices of the Corporation on the Fourth Monday in June of each year.

3. The Board of Directors shall have the right to submit matters relating to amendments of the Articles of Incorporation to the members for their written consent without meeting, pursuant to NRS 78.320, provided that:

(a) The members of the Corporation entitled to consent to or oppose proposed amendments to the Articles of Incorporation are those members of record on the effective date of the resolutions of the Board of Directors that: (1) sets forth the amendments proposed; (2) declares the advisability of the amendments; and, (3) provides that the approval of the amendments will be sought through written consent of the members.

(b) The period of time in which the consent of the members may be obtained shall be set by the Board, and it shall not exceed ninety (90) calendar days from the effective date of the resolutions described in subparagraph (a) above.

Section 6. Voting List.

1. The Corporation shall make and revise at least annually and as of the Fourth Monday in June, a complete ledger of the members, arranged in alphabetical order, which ledger shall contain the residence address or mailing address of each member, and if more than one class of membership exists, the class of membership held by each.

2. The ledger shall be maintained at the Corporate offices at Wells, Nevada, in written form or in another form capable of conversion into written form within a

reasonable time. A statement setting out the name of the custodian of the members' ledger or duplicate members' ledger and the present and complete post office address, including street and number, if any, where the members' ledger is kept shall be kept on file at the Principal Office of the Corporation. Inspection by members shall be pursuant to the terms of NRS 82.181.

Section 7. Quorum. Four percent (4%) of the members of the Corporation entitled to vote shall constitute a quorum at a meeting of members. If less than a quorum of the members are represented at a meeting, a majority so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 8. Proxy Not Permitted. Members must be present in person to vote at meetings of members, and shall not be permitted to vote by proxy or by attorney in fact.

Section 9. Voting for Election of Directors.

1. The provisions of this ARTICLE II, Section 5, Subsections 1 and 2, shall apply in determining which persons are entitled to vote for the election of Directors.

2. The members entitled to vote for the election of Directors are those whose memberships are in effect and in good standing at the close of business offices of the Corporation on the Fourth Monday of June of each year.

3. When voting for the election of Directors, every member entitled to vote at such election shall have the right to vote as many votes as there are Directors to be

elected, but shall not be entitled to cast more than one vote for any one candidate. Cumulative voting shall not apply.

Section 10. Order of Business. The order of business at the annual meeting of the members and, so far as possible, at all other meetings of the members, shall be essentially as follows, except as otherwise determined by the members at such meeting:

1. Report on the number of members present in person in order to determine the existence of a quorum.
2. Reading of the notice of the meeting and proof of the due publication or mailing thereof, or the waiver or waivers of notice of the meeting, as the case may be.
3. Reading of unapproved minutes of previous meetings of the members and the taking of necessary action thereon.
4. Presentation and consideration of reports of officers, trustees and committees.
5. Unfinished business.
6. New business.
7. Adjournment.

Section 11. Procedure. At all meetings of the members, the business shall be conducted in accordance with Robert's Rules of Order, save and except that in the event there is a conflict between Robert's Rules of Order and any applicable statute, the Articles of Incorporation or the By-Laws of the Corporation, the procedure required by the statute, articles and By-Laws shall prevail.