

**BYLAWS**  
**OF**  
**CHEYENNE GUITAR SOCIETY, INC.**

ARTICLE 1

Location

The principal office of this Corporation, at which the general business of the Corporation shall be transacted and where the records of the Corporation shall be kept, shall be at such place in the State of Wyoming as shall be fixed from time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the principal office shall be at 1514 Carey Avenue, Cheyenne, Wyoming 82001.

ARTICLE 2

Members

SECTION 1. Membership meetings shall be held in September, November, February and May, and additionally as called by the Board of Directors.

SECTION 2. Members shall not be admitted without their consent. Members may not transfer memberships to someone else and may only be expelled under a procedure which is fair and reasonable.

SECTION 3. The Corporation may not purchase any of its memberships.

SECTION 4. The Corporation shall give fair and reasonable notice of membership meetings and shall prepare an alphabetical list of members entitled to notice, which shall be available for member inspection. Each member is entitled to one vote on each matter brought before the membership.

SECTION 5. Quorum. For a member meeting, one-third of the votes entitled to be cast shall constitute a quorum. A bylaw amendment to increase quorum required for member action must be approved by the members. If less than one-third of the votes entitled to be cast are present either in person or by proxy, then only those matters which were in the meeting notice may be acted upon.

SECTION 6. A member has the right to inspect the Corporation's Articles, Bylaws, minutes of member meetings, member communications, financial statements, a list of names and addresses of the Board of Directors, and the Corporation's most recent

annual report. A member also has the right to inspect annual financial statements of the Corporation.

## ARTICLE 3

### Directors

SECTION 1. General Powers. The business affairs of the Corporation shall be managed under the direction of its Board of Directors consisting initially of those individuals named in the Articles of Incorporation. In addition to the powers expressly conferred upon them by these Bylaws, the Board of Directors may exercise all of the powers of the Corporation. From time to time, the Board of Directors may delegate to members of the Corporation such powers and duties as it may see fit in addition to those specifically provided in these Bylaws. The Directors serving as such from time to time shall be the members of the Corporation. The Directors shall have the power to act during an emergency.

SECTION 2. Number and Tenure. The number of Directors of the Corporation shall be not less than three. At any regular meeting or at any special meeting called for that purpose, a majority of the entire Board of Directors may establish, increase or decrease the number of Directors, provided that the number thereof shall never be less than three, and further provided that the tenure of office of a Director shall not be affected by any decrease in the number of Directors. Each Director shall serve for a term of one year and until his/her successor is elected and qualified or until his/her death, resignation or removal in the manner hereinafter provided. Directors may serve any number of terms, but each term shall not exceed five years.

SECTION 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held during the month of February in each year, on a day, and at a time and place to be determined by the President or the Directors. At the annual meeting, the President will report on activities and the financial condition of the Corporation. Other regular meetings shall be held on such dates and at such times as may be designated from time to time by the President or by the Directors.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any two Directors. A special membership meeting will be held when called for by a majority of the members. A district court in the county where the Corporation's principal office is located may order a member meeting.

SECTION 5. Place of Meetings. The Board of Directors may hold its regular and special meetings at such place within or without the State of Wyoming as it may from time to time determine.

SECTION 6. Notice. Notice of the place, day and hour of every regular and special meeting shall be given to each Director by telegraphic or telephonic communication or by notice in writing delivered personally or left at the Director's

residence or usual place of business not later than the third day before the day set for the meeting.

No notice of the time, place or purpose of any meeting need be given to any Director, who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice or who attends the meeting.

SECTION 7. Quorum. A majority of the board of Directors shall constitute a quorum for the transaction of business at every meeting; but if at any meeting there be less than a quorum present, a majority of those present may adjourn the meeting from time to time, but not for a period in excess of 30 days, without further notice other than by announcement at the meeting, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called. Except as otherwise provided in these Bylaws, the action of a majority of the Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors.

SECTION 8. Voting. The action of the majority of the directors present at a meeting at which a quorum is present shall be the action of the Board of Directors, unless the concurrence of a greater proportion is required for such action by applicable statute.

SECTION 9. Vacancies. Any vacancy on the Board of Directors may be filled by a majority vote of the members of the Corporation. A director elected to fill a vacancy shall serve until the next annual meeting and until his/her successor is elected and qualifies or until his/her death, resignation or removal in the manner hereinafter provided.

SECTION 10. Removal. At any meeting of the Directors called in accordance with these Bylaws, a director may be removed, with or without cause, by a majority vote by the other Directors in attendance, and another director will be appointed, in accordance with these bylaws, to serve for the remainder of the term. Any Director whose removal is being considered, shall be given an opportunity to be heard at this meeting; however, such Director will not be deemed a Director for purposes of determining the existence of a quorum at the removal proceedings. Members may remove any Director elected by them without cause.

SECTION 11. Compensation. Directors shall receive no compensation for their services as such, but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the Corporation.

SECTION 12. Informal Action by Directors. Any action of the Directors may be taken without a meeting if a consent in writing setting forth the action taken is signed by all Directors and filed with the minutes of the Corporation.

SECTION 13. Telephone Conference. Members of the Board of Directors or any committee thereof may participate in a meeting of the board or such committee by means of a conference telephone or similar communications equipment, by means of which all persons participating in the meetings can hear each other at the same time and participating by such means shall constitute presence in person at the meeting.

#### ARTICLE 4

##### Officers

SECTION 1. General. The officers of the Corporation shall consist of a President, Vice President, a Treasurer and a Secretary, and whenever deemed advisable by the Board, one or more Assistant Secretaries, Assistant Treasurers or additional Vice Presidents.

Each officer shall hold office for a term of one (1) year or until a successor shall have been elected and qualify. Two offices may be held by the same person. The board of Directors may from time to time appoint such other agents and employees, with such powers and duties as the Board may deem proper.

SECTION 2. President. The President shall be the Chief Executive Officer of the Corporation and shall, when present, preside at all meetings of the Directors. The President shall have the duties of general management and direction of the activities of the Corporation and all powers ordinarily exercised by the President of the Corporation, shall have authority to employ an administrator or other persons at salaries fixed by resolution of the Board of Directors to assist in the general management and direction of the activities of the Corporation, and shall have authority to sign and execute, in the name of the Corporation, all deeds, mortgages, bonds, contracts or other instruments to be executed on the Corporation's behalf.

SECTION 3. Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have and may exercise all the powers of the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 4. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of the office in such sum and with such surety or sureties as the Board of Directors shall determine, the cost of which shall be borne by the Corporation. The Treasurer shall have charge and custody of all funds and securities of the Corporation, receive and give receipts of monies due to the Corporation, and deposit all such monies in the name of the Corporation in such depositories as shall from time to time be selected by the Board of Directors. In general, the Treasurer shall perform all the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the Board the Board of Directors.

SECTION 5. Secretary. The Secretary shall record and keep minutes of the meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be custodian of the corporate records and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 6. Assistant officers. Each Assistant Secretary and Assistant Treasurer (if any) shall hold office for such period and shall have such authority and perform such duties as the Board of Directors may prescribe.

SECTION 7. Compensation. No officer shall receive any compensation for their services as such but may be allowed, by resolution of the Board of Directors, reimbursement for their expense, actually and reasonably incurred on behalf of the Corporation.

SECTION 8. Removal. The Board of Directors shall have the power to set the term of any officer and at any regular or special meeting to remove any officer with or without cause. the Board may authorize any officer to remove subordinate officers.

SECTION 9. Vacancies. The Board of Directors at any regular or special meeting shall have the power to fill a vacancy occurring in any officership.

## ARTICLE 5

### Committees

SECTION 1. Executive Committee of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate from among its members an Executive Committee consisting of such number of Directors as may be specified in the resolution, which Committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of directors in the management of the Corporation, except that such Committee shall have no authority to amend, alter, or repeal the Bylaws, to elect, appoint or remove any Director or officer of the Corporation, or to approve any charter document or amendment required to be filed with the State of Wyoming.

SECTION 2. Other Committees. The Board of directors may by resolution constitute and appoint such other committees to perform such other duties and functions as the Board may deem appropriate.

SECTION 3. Term of Office. Each member of every committee shall continue in office at the pleasure of the Board of Directors.

SECTION 4. Chairman. One member of each committee shall be appointed

chairman by the President of the Corporation or in such other manner as the Board of Directors may prescribe.

SECTION 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 6. Rules. Each committee may adopt rules for its own government not inconsistent with the Articles of Incorporation, with these Bylaws, with rules adopted by the Board of Directors, or with any applicable law of the State of Wyoming.

## ARTICLE 6

### Contracts, Checks, Deposits and Gifts

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 Bylaws, to enter into any contract or execute and deliver any instrument in the name of and 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 evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select,

SECTION 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

SECTION 5. The Corporation may not lend money to Directors or Officers except for advancing litigation expenses of a Directors who is successful.

## ARTICLE 7

### Miscellaneous Provisions

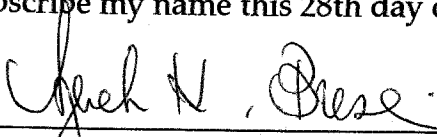
SECTION 1. Fiscal Year. The fiscal year of the Corporation shall end on December 31 of each year.

SECTION 2. Indemnification. Members of the Board of Directors are not individually liable for any actions, inactions or omissions by the Corporation. This does not affect individual liability for intentional torts and illegal acts. To the maximum extent permitted by the Wyoming Nonprofit Corporation Act as from time to time amended, the Corporation shall indemnify its currently acting and its former directors, officers, agents and employees.

SECTION 3. Amendments. The Bylaws and Articles of Incorporation may be amended or repealed and new Bylaws may be adopted, by a majority of the entire Board of Directors at any regular meeting or at any special meeting called for that purpose.

I, Agneta K. Breslin, Secretary of Cheyenne Guitar Society, Inc. hereby certify that the foregoing constitutes all of the provisions of the Bylaws of the Corporation as currently in effect.

IN WITNESS WHEREOF, I hereunto subscribe my name this 28th day of March, 1996.

  
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Agneta K. Breslin, Secretary