



BYLAWS

OF

NEVADA ADULT EDUCATORS (A Nevada Nonprofit Corporation)

THESE BYLAWS OF NEVADA ADULT EDUCATORS shall be for the regulation of Nevada Adult Educators, a Nevada nonprofit corporation (herein the "Corporation"), except as otherwise provided by applicable Nevada or Federal law or by the Articles of Incorporation of the Corporation.

ARTICLE I PURPOSE

The Corporation has been organized solely for-educational, charitable or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and such other purposes as will not prevent the Corporation from obtaining or, if obtained, would cause the Corporation to lose, qualifying status under such Section.

The purposes of this organization shall be:

To promote and develop the interests of lifelong learning, continuing education and adult education within the State of Nevada

To serve as a forum for promoting communications and networking among the providers of lifelong learning, continuing education and adult education within the state.

To further professional development among Nevada adult educators

To elevate public awareness of the importance of lifelong learning, continuing education and adult education.

ARTICLE II NONPROFIT STATUS

The Corporation is organized under the Title 7, Chapter 82 of the Nevada Revised Statutes Annotated (herein, the "Nevada Nonprofit Corporations Law"), and is intended to have nonprofit status under Section 501(c)(3) of the Internal Revenue Code of the United States.

ARTICLE III
OFFICES

Section 1. Principal Office

The address of the Corporation's principal office is 100 West Liberty Street, Reno, Suite 800, Nevada 89501. The Board of Directors (herein the "Board") is granted full power and authority to change said principal office from one location to another.

Section 2. Other Offices

Branch or subordinate offices may be established at any time by the Board at any place or places.

Section 3. Registered Office and Agent

The Corporation shall have and continuously maintain in the State of Nevada a registered office, and a registered agent whose office is identical with such registered office, as required by the Nevada Nonprofit Corporations Law. The registered office may be, but need not be, identical with the principal office in the State of Nevada, and the address of the registered office may be changed from time to time by the Directors.

ARTICLE IV
MEMBERSHIP

Section 1. Members

Active membership shall be open to all interested individuals without regard to race, religion, or national origin. The Board of Directors may create different categories of membership for students, retired persons, organizations or other identifiable categories of individuals. The Board of Directors shall establish annually a schedule of membership dues.

Section 2. Membership

The membership shall include any individual who submits a membership application and pays such dues as established by the Board of Directors. The date on which membership begins is the date on which the Association accepts payment of the first year's dues. The anniversary date for the renewal of the membership shall be July 1 of each year.

Section 3. Voting Rights

Individual members may cast one vote on each item of business submitted to a vote by the membership.

Section 4. Meetings.

The Association shall meet annually for the transaction of business and to perform such other functions as are consistent with the purposes of the Association. The Association may meet at other times upon the vote of a majority of the Board of Directors and with at least thirty (30) days written notice to the membership.

ARTICLE V BOARD OF DIRECTORS

Section 1. Powers

Subject to limitations of the Articles and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the officers, agents, and employees of the Corporation, prescribe powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws, fix their compensation, and require from them security for faithful service.

(b) To conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations therefore not inconsistent with law, the Articles or these Bylaws, as they may deem best.

(c) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time as they may deem best.

(d) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.

Section 2. Number, Qualifications and Election of Directors

The corporation shall have between three (3) and fifteen (15) directors. The first Board of Directors shall be seven (7) in number. The Directors of the corporation shall consist of persons over the age of twenty-one (21) years from a variety of backgrounds and experiences. Skill, occupational diversity and representation shall be considered in appointing Directors on the Board.

Section 3. Nomination

Any person qualified to be a Director may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

Section 4. Term of Office

The Directors shall hold office for such terms as the Board of Directors shall determine and until a successor Director has been elected and qualified.

Section 5. Removal

Directors may be suspended or removed, for cause, by a vote of two-thirds (2/3) of the Board of Directors.

Section 6. Vacancies

Subject to the provisions of the Nevada Nonprofit Corporation Law, any Director may resign effective upon giving written notice to the Chairman of the Board, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation.

All vacancies on the Board caused by death, resignation or removal, shall be filled by a vote of a majority of the Directors then in office, whether or not such Directors constitute a quorum. Each Director so elected to fill a vacancy shall hold office for the remainder of the predecessor's unexpired term and until the selection of a successor by the Board of Directors.

A vacancy or vacancies on the Board shall be deemed to exist in case of the death, resignation, or removal of any Director. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order or judgment of any court to have breached any standards of conduct prescribed under Nevada law. No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

Section 7. Self-Dealing Transactions Prohibited

Except as expressly permitted under Section 82.226 of the Nevada Nonprofit Corporations Law, and 501(c)(3) of the Internal Revenue Code, the Corporation shall not be a party to any transaction in which one or more of the members of the Board has a material financial interest.

Section 8. Compensation

Directors shall not receive any stated salary or compensation for their services, but they shall be reimbursed for any expenditure paid or incurred by them in the conduct of the business affairs of the corporation which is approved by the Board. The Directors shall have the power and authority to employ and pay such attorneys, auditors, bookkeepers, or other employees or agents as they may deem necessary or advisable in the proper conduct of the business and affairs of the corporation.

ARTICLE VI OFFICERS

Section 1. Officers

The Officers of the Corporation shall be a President, a Secretary and a Treasurer. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws. By resolution of the Board, an Officer of the Corporation may receive reasonable compensation for his or her services in such capacity.

Section 2. Election

The Officers of the Corporation, except such Officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article VI, shall be chosen annually by, and shall serve at the pleasure of the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected. The term of each Officer, except Chairman of the Board, shall be for a period of two (2) years from the date of the annual meeting of the Board, and until his or her successor is elected and qualified. The term of the Chairman of the Board shall be as specified in Section 6 of this Article VI.

Section 3. Subordinate Officers

The Board may elect, and may empower the President to appoint, such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation

Any Officer may be removed, either with or without cause, by the unanimous vote (not including the vote of the Officer subject to removal if such Officer should also be a Director) of the Board at any time. Any such removal shall be without prejudice to the rights, if any, of the Officer under any contract of employment of the Officer.

Any Officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract to which

the Officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

Section 6. President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have supervision, direction, and control of the business affairs of the corporation. The President shall preside at all meetings of the Board. Such officer shall perform all duties incident to the office of chief executive officer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall be selected by an affirmative vote of the Directors to serve for a one (1) year term. The President is hereby authorized to exercise any right to vote or execute a proxy to vote shares of stock of any bonds, debentures, or other evidences of indebtedness of any other corporation or corporations which stock, bonds, debentures, or other evidences of indebtedness are owned or possessed by the corporation.

Section 7. Secretary

No person that is not a Director may be Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of Nevada the original or a copy of the Corporation's Articles and Bylaws, as amended to date.

The Secretary or his or her designee shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 8. Treasurer

No person that is not a Director may be Treasurer. The Treasurer is the Chief Financial Officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open to inspection by any Director.

The Treasurer or his or her designee shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer or her designee shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 9. Absence of Officer

In the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board of Directors may delegate, for the time being, any of the powers and duties of such Officer to any other Officer, or to any Director, provided that a majority of the entire Board votes in favor of such delegation of power.

ARTICLE VII COMMITTEES

Section 1. Committee Structure

A committee structure may be adopted by the Board. The President shall recommend committee chairpersons and members for Board approval.

Section 2 . Committee Tasks

The Board may delegate to such committees any of the authority of the Board except with respect to:

- (a) The filling of vacancies of any committee;
- (b) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) The appointment of other committees of the Board or the members thereof.

Any such committee must be created, and the members and chairperson thereof appointed, by resolution adopted by a majority of the authorized number of Directors then in office, provided a quorum is present. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of Articles VI, VII, and Article VIII applicable to meetings and actions of the Board.

ARTICLE VIII MEETINGS

Section 1. Director Attendance at Meetings

To insure that the Board shall exercise the authority required to meet its responsibility for the conduct of the Corporation, the Directors are urged to make every effort to attend meetings of the Board.

Section 2. Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind with one exception, namely, that Board members do not have the right to copy the membership list without special permission of the Board and to inspect the physical properties of the Corporation.

Section 3. Place of Meetings

Meetings of the Board shall be held at any place within or outside the State of Nevada which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Section 4. Regular Meetings

Regular meetings of the Board shall be scheduled by the Board at its discretion.

Section 5. Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the President or any two Directors.

Special meetings of the Board shall be held upon five (5) days' notice by first-class mail or at least twenty-four (24) hours' notice given personally or by telephone, facsimile, e mail, or other similar means of communication. Any such notice shall be addressed or delivered to each Director at such Director's address as it is shown upon the

records of the Corporation or as may have been given to the Corporation by the Directors for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held.

The purpose of any special meeting of the Board shall be set forth in any such notice, and any business which may be lawfully transacted by the Board may be transacted at any special meeting. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 6. Quorum

A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 11 of this Article VIII. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number is required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 7. Vote/Assessments

Each member of the Board of Directors shall be entitled to one vote and shall not be liable for any dues or assessments at any time or of any type as a result of serving as a Director, but shall in other respects be subject to all laws of the State of Nevada relating to directors or trustees of nonprofit corporations.

Section 8. Conference Telephone Meetings

The Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 9. Waiver of Notice

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 10. Action without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 11. Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than twenty-four (24 hours), notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

ARTICLE IX OTHER PROVISIONS

Section 1. Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June each year.

Section 2. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Nevada Nonprofit Corporations Law shall govern the construction of these Bylaws. All questions of interpretation of these Bylaws shall be decided by a majority vote of the members of the Board of Directors present at any meeting having a quorum and such decisions shall be final.

Section 3. Amendment

The Board of Directors shall have power to make, alter, amend, and repeal the Bylaws of the Corporation by affirmative vote of a majority of the Board.

ARTICLE X

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board. In accordance with Section 82.181 of the Nevada Nonprofit Corporations Law, the Corporation shall also keep a complete copy of its Articles of Incorporation, as amended, and its Bylaws at its registered office in the State of Nevada.

ARTICLE XI LIABILITY OF DIRECTORS AND OFFICERS

Section 1. Directors and Officers Liability

No Director or Officer shall have any personal liability to the Corporation or its Voting or Associate Members for damages for breach of fiduciary duty as a Director or Officer, except that this ARTICLE ELEVEN (XI) shall not eliminate or limit the liability of a Director or Officer for acts or omissions which involve intentional misconduct, fraud or a knowing violation of any law. All contracts, accounts and indebtedness of this corporation shall be made and incurred in the name of, and on behalf of, the corporation, and the Directors shall not be personally responsible for the payment of any such contracts, accounts or indebtedness.

Section 2. Prohibition Against Participating in and Distributing Corporate Assets or Earnings

No Director, officer, employee or agent of, or person connected in any way with the corporation shall receive or have inure to his or her benefit at any time any portion of the earnings or assets of the corporation during its existence or upon its dissolution or in anyway profit from the operations or activities of the corporation; provided, however, that this shall not prevent the payment of reasonable compensation to any person for services rendered to the corporation in effecting its purposes, as shall be fixed by the Board of Directors. The assets of the corporation, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, as provided within the Articles of Incorporation.

Section 3. Investments

The Directors shall have the right to retain all or any part of the property or funds acquired by the corporation, and to deposit, invest, and reinvest same according to the judgment of the Board of Directors subject to any restrictions set forth herein or in the Articles of Incorporation. No action shall be taken by or on behalf of the corporation, if such action is a prohibited transaction or would result in the denial of the tax exemption under any applicable section of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended.

Section 4. Exempt Activities

Notwithstanding any other provision of these Bylaws, no member, Director, officer, employee, agent, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation which is not permitted to be taken or carried on by an organization exempt from taxation under any applicable section of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under the said Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or any action or activity which for any reason what so ever would result in the loss of tax exempt status of the corporation under any of the provisions of the said Internal Revenue Code or Regulations as they now exist or may hereafter be amended.

Section 5. Liability Insurance

The corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have power to indemnify him or her against such liability under the provisions of this Articles of Articles.

CERTIFICATE OF SECRETARY

The undersigned Secretary of NEVADA ADULT EDUCATORS, a Nevada nonprofit corporation (the "Corporation") does hereby certify that the foregoing Bylaws were duly revised and adopted at a meeting of the Board of Directors of the Corporation held on 21 February 2008 and that they do now constitute the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate and affixed the seal of the Corporation on the date set forth below.

21 February 2008
SANDY LOKKEN
Notary Public - State of Nevada
Appointment Recorded in Washoe County
No: 05-98087-2 - Expires May 20, 2009



_____, Secretary

Brad Deeds

Sandy Lokken
Notary Public [SEAL]

My Commission expires
05/20/09

Reviewed 1/24/08
Revisions made 1/24/08
Revisions made 2/21/08
Adopted 2/21/08