

AMENDED AND RESTATED
CODE OF BYLAWS
OF
LAS VEGAS HIGH SCHOOL ALUMNI ASSOCIATION

ARTICLE I

IDENTIFICATION

Section 1.01. Name.

The name of the corporation is LAS VEGAS HIGH SCHOOL ALUMNI ASSOCIATION (the "Corporation").

Section 1.02. Fiscal Year.

The fiscal year of the Corporation shall begin on September 1 and end on the following August 31 of each year, unless otherwise determined by resolution of the Board of Directors.

ARTICLE II

PURPOSE AND POWERS

Section 2.01. Purpose.

The Corporation shall have such purposes as are now or may hereafter be set forth in its Articles of Incorporation and which are more fully described herein.

The Corporation is organized for charitable and educational purposes, including, but not limited to preserving the mission and excellence of Las Vegas High School, and to building and maintaining relationships among its alumni and friends, to raising funds for both Las Vegas High School and Association activities. The Association may, as permitted by law, engage in any and all activities in furtherance of these purposes which may lawfully be carried on by a corporation formed under Nevada law and Section 501(c)(3) of the Internal Revenue Code.

The Corporation will work toward serving as a resource to:

- A. Dedicate itself to the fullest extent of its resources to ensuring that Las Vegas High School will continue to serve Las Vegas effectively at high academic standards.
- B. Solicit funding through emails, individual mailings and corporate solicitations to sponsor and promote activities of current students and past graduating classes through reunions, study groups, and fundraising activities.

- C. Maintain close contact with the Las Vegas High School itself, keeping informed of its achievements, problems, and needs.
- D. Assist the Las Vegas High School administration in publicizing and interpreting these achievements, problems, and needs to the larger Las Vegas community.
- E. Promote and coordinate the Las Vegas High School Mentoring Program for the benefit of students and Alumni.
- F. Take an active role in securing the financial and human resources necessary to sustain a curricular, co-curricular, and instructional program of the highest possible caliber at the Las Vegas High School.
- G. Receive contributions in the forms of gifts, bequests, and dues to carry out its purposes and activities for the Las Vegas High School, such as but not limited to, donating money for computers.
- H. Maintain up-to-date rosters of the Association membership and keep the membership informed of activities relating to the Association and to the Las Vegas High School.
- I. Provide educational scholarships to students and grants to Las Vegas High School and its teachers.
- J. Engage in research, study, and recordation of the history of the Las Vegas High School, its faculty, and students.

Section 2.02. Powers.

The Corporation shall have such powers as are now or may hereafter be granted by the Nonprofit Corporations Act of the State of Nevada. The laws applicable to other Nevada private corporations organized under Chapter 78 of NRS and all rights, privileges and duties thereunder shall apply to nonprofit corporations, except where such laws are in conflict with or inconsistent with the provisions of the chapter under which the Corporation is organized. In case of conflict, the provisions of the chapter under which the Corporation is organized shall apply.

ARTICLE III

OFFICES

Section 3.01. Principal Office.

The principal office of the Corporation for the transaction of its business is located in Clark County, Nevada. The Corporation shall have and continuously maintain in the State of Nevada a registered office and a registered agent and may have other offices within or without the State of Nevada as the Members or Directors as herein defined may from time to time determine. The initial address of the registered office of the Corporation is 1700 Bank of America Plaza, 300 South Fourth Street, Las Vegas, Nevada 89101; and the name of the

registered agent at this address is LIONEL SAWYER & COLLINS, LTD. The Registered Agent may be changed at any time by decision of the Members or Directors as herein defined.

ARTICLE IV

MEMBERSHIP

Section 4.01. Membership.

All persons who have attended or otherwise been involved with Las Vegas High School, including but not limited to students, faculty, administration and staff, may be members of the Corporation ("Members"). In order to be a Member in good standing of the Corporation, annual or lifetime, membership dues must be paid current. In addition, the Board of Directors of the Corporation (the "Board" or the "Board of Directors") may extend honorary membership to persons not otherwise eligible who have provided significant support to the School or the Corporation ("Honorary Members"). Honorary Members are not required to pay dues.

Section 4.02. Rights of Members.

The Corporation shall have one class of members called Members as described above. Each Member shall have the right to nominate individuals to run for the office of director ("Director") of the Corporation. Honorary Members are not deemed to be corporate members for purposes of the Articles of Incorporation or Bylaws of the Corporation nor shall Honorary Members have any voting or fiduciary rights or responsibilities of the Corporation.

Section 4.03. Certificates Representing Membership.

Each holder of a membership of the Corporation shall be entitled to but is not required to have a certificate signed by the President or a Vice-President and the Secretary or an Assistant Secretary of the Corporation, certifying his or her membership in the Corporation.

Section 4.04. Transfer Of Membership.

Membership in the Corporation is not transferable or assignable.

ARTICLE V

ACTION BY MEMBERS

Section 5.01. Voting Powers of Members.

Members have the power to vote for the election of Directors as nominated by the Nominating Committee, as defined herein, and any other matter considered by the Members at any duly called meeting of the Members, including the annual meeting of the Members.

Section 5.02. Annual Meeting.

The annual meeting of the Members shall be held in the month of May in each year, unless otherwise determined by resolution of the Board of Directors, at such day, hour and place as may be designated by the Board of Directors.

Section 5.03. Special Meeting.

Special meetings of the Members for any purpose or purposes may be called by the Secretary upon written request of the President, the Board, or a majority of the Members.

Section 5.04. Notice Of Meetings.

Written notice of a time and place for an annual or special meeting shall be delivered personally to each Member, or must be mailed postage prepaid, to the address of each Member as it appears on the Corporation's records, or if no address is given, at the place where the principal office of the Corporation is located, not less than ten (10) nor more than sixty (60) days before the date of the meeting. Such notice shall state the general nature of the business to be transacted. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is delivered or mailed.

Section 5.05. Quorum and Proxies.

Members with voting rights representing ten percent (10%) of the voting power of the Corporation shall constitute a quorum for the transaction of business at any meeting of the members. Valid proxies shall be counted in the number of votes taken on any action and in the calculation of a quorum.

Section 5.06. Action By Written Consent.

Any action which may be taken at any regular or special meeting of the Members may be taken without a meeting if a written consent is distributed to the Members, setting forth the proposed action, providing an opportunity for the Members to specify approval or disapproval of any proposal, and, with respect to election of Directors to withhold their vote, and providing a reasonable period of time within which to return the consent to the Corporation. The written consent shall be filed with the Secretary of the Corporation and maintained in the corporate records. Directors may be elected by written consent as provided hereinabove.

ARTICLE VI

BOARD OF DIRECTORS

Section 6.01. General 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 Directors on the Board of Directors. The Board may delegate the management of the activities of the Corporation to an administrator or any other person or persons, a

management company, or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitation, 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 remove all the Directors, officers, agents, and employees of the Corporation, select Directors in the case of vacancy, 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 therefor 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 therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor;

(e) To appoint members of the Nominating Committee, which is to assemble the names of those individuals who will run for Director of the Corporation;

(f) To amend or restate the Articles of Incorporation;

(g) To merge, consolidate or dissolve the Corporation;

(h) To sell the assets of the Corporation; or

(i) To do such other matters as may be required by law to be submitted to the Members.

Section 6.02. Number and Qualifications of Directors.

The authorized number of Directors shall be at least three (3) and no more than fifteen (15), except that the initial Board of Directors ("Initial Board") shall consist of three (3) Directors as designated in the Articles of Incorporation of the Corporation. The Directors who comprise the initial Board shall remain in place until the first annual meeting of Members or the election of their successors.

All Directors must be a Member and at least 18 years of age. The Board may increase or decrease the number of Directors at any time by a two-thirds (2/3) vote.

In accordance with Section 82.196 of the Nevada Nonprofit Corporations Law, at no time shall the number of authorized Directors be reduced below the minimum number of directors required to serve on the board of any Nevada nonprofit corporation.

Section 6.03. Designation and Term of Office.

All Directors, other than the Initial Board, shall be selected pursuant to Articles V and VI hereof and shall serve three (3) year terms until a successor has been elected and qualified.

(a) One-third (1/3) of the Directors of the Corporation shall be elected and appointed to the office at the annual meeting of the Directors each year, and shall serve for a term of three (3) years. Such term of office shall commence upon election and appointment and shall continue until their respective successors shall have been elected and appointed. Terms expire three years from the date of the Annual Meeting or when a successor is selected and qualified. The initial Board shall serve for one year and may be reelected to serve additional three-year terms.

(b) The election of members to the Board of Directors shall be staggered. The term of office for first Board of Directors duly elected by the Members shall be as follows: One-third (1/3) shall be elected to serve an initial three-year term; one-third (1/3) shall be elected to serve an initial two-year term; one-third (1/3) shall be elected to serve an initial one-year term.

(c) A Director elected to fulfill the unexpired term of a previous director serves that term. There is no limit to the number of terms a Director may serve on the Board. Directors selected to fill vacancies created by increasing the number of members on the Board serve a three year term.

(d) Directors may resign at anytime by submitting written notice to the Chairman of the Board, the President, the Secretary, or the Board of Directors of the Corporation. Unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed from office, with or without cause, by a vote of a majority of Directors. The vacancy created by such removal shall be filled by a vote of a majority of the remaining Directors. Any Director missing three consecutive meetings will be removed from office unless the absences are excused by the Board.

Section 6.04. Vacancies.

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

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.

All vacancies on the Board of Directors caused by death, resignation or removal, shall be filled by a vote of a majority of the Directors. 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 at the annual meeting of the Members.

Any vacancy occurring in the Board of Directors and any membership to be filled by reason of an increase in the number of Directors shall be filled by a majority of the remaining Directors. 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 6.05. Performance Evaluation of the Board.

An annual performance evaluation will be conducted by the Board to determine its achievement of previously established annual goals.

Section 6.06. Self-Dealing Transactions Prohibited.

Except as expressly permitted under Section 82.226 of the Nevada Nonprofit Corporations Law, 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.

In the exercise of voting rights by Members of the Board, no individual shall vote on any issue, motion, or resolution which directly or indirectly inures to his or her benefit financially except that such individual may be counted in order to qualify a quorum and, except as the Board may otherwise direct, may participate in the discussion of such an issue, motion, or resolution, if the Member first discloses the nature of his or her interest.

Section 6.07. Exofficio Members Of The Board.

A majority of the members of the Board of Directors may from time to time appoint one or more additional persons as ex officio members of the Board. Exofficio members of the Board of Directors shall be entitled to all of the rights and privileges of Directors but shall not vote nor shall they be counted in determining the existence of a quorum.

Section 6.08. Regular Meeting.

Unless action is taken by written consent, a regular meeting of the Board of Directors shall be held immediately following the annual meeting of Members, as described herein at Section 5.02, unless otherwise determined by a resolution of the Board of Directors, at such time and place as shall be designated by the President of the Corporation in the notice of the meeting, for the purpose of electing officers and members of the Executive Committee, if any, and for the transaction of such other business as may come before the meeting. Attendance may be in person or by telephone. The Board of Directors may provide by resolution for the holding of additional regular meetings.

Section 6.09. Special Meetings.

Special meetings of the Board of Directors may be called by the Secretary at the direction of the President of the Corporation, or a majority of the voting Directors then in office, to be held at such time and place, either within or without the State of Nevada, as shall be designated in the notice of the meeting. Attendance may be in person or by telephone.

Section 6.10. Notice.

Notice of the time and place of any meeting of the Board of Directors shall be given at least three days previously thereto by written notice delivered personally or sent by mail or email by the Secretary to each Director at the address 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 emailed, such notice shall be deemed to be delivered upon transmittal. Any Director may waive his or her notice of any meeting. 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless required by statute.

Section 6.11. Quorum.

Fifty (50) percent plus one more of the Directors serving on the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, except if less than such number of Directors are present at such meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 6.12. Action By Written Consent.

Any action which may be taken at any regular or special meeting of the Board of Directors or Committee meeting may be taken without a meeting if a written consent is distributed to the Directors, setting forth the proposed action, providing an opportunity for the Directors to specify approval or disapproval of any proposal, and is signed by a majority of the Board of Directors or the delegates of such committee. The written consent shall be filed with the Secretary of the Corporation and maintained in the corporate records.

Section 6.13. Manner Of Acting.

(a) Formal Action by Directors. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

(b) Informal Action by Directors. No action of the Board of Directors shall be valid unless taken at a meeting at which a quorum is present except that any action which may be taken at a meeting of the Board may be taken without a meeting if a consent in writing (as further delineated herein at Section 5.12) shall be signed by a majority of the Directors entitled to vote.

(c) Telephonic Meetings. Members of the Board may participate in a meeting through the use of a 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 paragraph constitutes presence in person at such meeting.

Section 6.14. Noncompensation.

Directors, officers, and committee members serve without compensation, however, the Board of Directors shall have the right to authorize the reimbursement of necessary expenses incurred to benefit the Corporation. No employee actively receiving compensation or benefits of any sort from the Corporation shall be a Director, officer or committee member. The administrator shall serve as an ex-officio member of the Board and/or designated committees without voting privileges.

ARTICLE VII

STANDING AND SPECIAL COMMITTEES

Section 7.01 Executive Committee.

(a) Duties: The Executive Committee shall have and may exercise all the authority of the Board of Directors when the Board of Directors is not in session. The Executive Committee shall advise and aid the officers of the Corporation in all matters concerning the Corporation's interests and management of its business. The Executive Committee shall have and may exercise its powers as may be from time to time to expressly delegated to it by the Board of Directors. All proceedings of the Executive Committee shall be reported to and be subject to revisions or alterations by the Board of Directors, providing no irrevocable rights to third parties shall be affected by such revisions or alterations.

(b) Composition: There may be an Executive Committee which shall be comprised of the officers of the Corporation, and any other person or persons designated by the Board of Directors, who shall be members of the Committee, ex officio, without vote. The Executive Committee must have at least one Director.

(c) Meetings: The Executive Committee meets at least quarterly or as necessary to conduct the business of the Corporation. Members of the Executive Committee shall be given at least three days written or oral notice of all meetings.

(d) Quorum: A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The act of the majority of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section 7.02. Other Committees.

The Board of Directors may create such other committees from time to time as it deems necessary and the President, subject to the approval of the Board, shall select the members and designate the Chairman of such committees and prescribe their duties.

(a) Establishment. The Board shall establish and may dissolve, without reason, standing and ad hoc committees as it deems necessary. At least one Director must be a member of the committee. The standing committees may include, but not be limited to, an Executive Committee, Budget and Finance Committee and Nominating Committee. The President, or in the absence of the President, the Vice President shall appoint members to all committees except as otherwise specified. The Board shall approve all such appointments. All committees shall be subject to the same protocols, procedures and restrictions as the Board of Directors.

(b) Budget and Finance Committee.

The Board of Directors may establish a Budget and Finance Committee, which shall be charged with overseeing the complete financial affairs of the Corporation. The Treasurer shall chair the committee.

(c) Nominating Committee.

The Board of Directors shall establish a Nominating Committee, which shall be charged with notifying Directors of the expiration of their terms of office and establishing a slate of nominees for vacancies to be presented at the annual meeting of Members. The members of the Nominating Committee shall be appointed by the Directors at a meeting of Directors to be held no later than ninety (90) days prior to the above referenced meeting of Directors, unless due to a change in the date of the meeting such notification times cannot be met, in which such case, notice shall be provided as soon as practicable. The President shall appoint the Chairman of the Nominating Committee.

The Nominating Committee shall solicit nominees from the Membership at large, which may be done electronically. Suggestions for nominees for Directorship from the general Membership shall be taken until April 15 of each year. The Nominating Committee is charged with establishing a final slate of nominees for Directorship, which shall be presented for a vote at the annual meeting of Members.

ARTICLE VIII

OFFICERS

Section 8.01. Officers.

The Officers of the Corporation shall consist of the President, Secretaries and Treasurer, and any subordinate officer or officers ("Officer" or "Officers") to fill such subordinate office or offices as may be created by the Directors. Any person may hold more than one office and must be a Director of the Corporation.

Section 8.02. President.

The President shall preside at all meetings of the Corporation and of the Board of Directors at which he or she may be present and shall serve as ex-officio member of all committees except as specified by law, these Bylaws or the Articles of Incorporation of the Corporation; shall perform such other duties as may be prescribed by law, the Articles of

Incorporation or these Bylaws or assigned to him or her by the Board of Directors, and shall coordinate the work of the Officers and committees of the Corporation in order that the purposes may be promoted.

Section 8.03. Vice-President.

The Vice-President, if elected, shall act as an aid to the President and shall perform the duties of the President in the absence or disability of that Officer to act. He or she shall carry out such additional duties as may be assigned to him or her by the President or the Board of Directors.

Section 8.04. Secretary.

The Secretary shall record the minutes of all meetings of the Corporation and of the Board of Directors. The Secretary shall maintain the official roll of Members of the Corporation for notice purposes, attend to the giving of notice of all meetings of the Members and Directors of the Corporation, and perform such other duties as may be delegated to him or her.

Section 8.05. Treasurer.

The Treasurer shall have custody of all of the funds of the Corporation; shall keep a full and accurate account of receipts and expenditures, and shall make disbursements in accordance with the approved budget, as authorized by the Board of Directors or a special committee. The Treasurer shall present interim financial reports when requested by the Board of Directors or the Executive Committee, and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of accounts and records as conform to the requirements of the Bylaws.

Section 8.06. Duties.

All Officers shall perform the duties prescribed in these Bylaws and such other duties as may be assigned to them from time to time. All Officers shall deliver to their successors all official material not later than ten (10) days following the election of their successors.

Section 8.07. Election.

The Officers of the Corporation shall be elected annually as the first order of business at the annual meeting of the Board. Officers shall serve for a term of one (1) year and until the election and qualification of their successors.

Section 8.08. Removal, Vacancy.

The Board of Directors may remove any Officer and may fill any vacancy created by death, resignation or removal, for the unexpired term, at any regular or special meeting of the Corporation.

ARTICLE IX

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

Section 9.01. Contracts.

The Board of Directors may authorize any Officer or agent 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 on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 9.02. Borrowing.

No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 9.03. 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 9.04. 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 specific purpose of the Corporation. The Board of Directors may vary the use to which a specific contribution, gift, bequest or devise can be put in the event the use for which the contribution, gift, bequest or devise is to be used becomes impossible, unnecessary, impractical or contrary to the best interests of the Corporation.

ARTICLE X

INDEMNIFICATION

Section 10.01. Definitions.

No person acting as an Officer, Director or committee member shall be liable for his or her official acts unless such acts were due to willful misconduct. Any such person made a party to any legal action, suit or proceeding whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director or Officer of the Corporation, shall be indemnified by the Corporation against judgments, fines, amounts paid in settlement and reasonable expenses (including fees of an attorney retained with written consent of the Board) to the extent permitted by law.

For the purposes of this Article X:

(a) "agent" means any person who is or was a Director, Officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a trustee, director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor;

(b) "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(c) "expenses" includes without limitation attorneys' fees and expenses of establishing a right to indemnification under Section 4 or 5(b) of this Article X.

Section 10.02. Successful Defense by Agent.

To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him or her, then the provisions of Article X, Section 3 through Section 5 shall determine whether the agent is entitled to indemnification.

Section 10.03. Actions Brought by Other Persons.

Subject to the required findings to be made pursuant to Section 5 of this Article X, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action brought by, or on behalf of, this Corporation to procure a judgment in its favor, or by an officer, director or person granted relator status by the Attorney General of Nevada (the "Attorney General"), or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing, or by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

Section 10.04. Action Brought By Corporation.

(a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition. The agent shall receive no indemnification for any expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

(b) Claims and suits against agent. This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or

completed action brought by or on behalf of this Corporation, by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(1) The determination of good faith conduct required by Section 5 must be made in the manner provided for in that Section; and

(2) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

Section 10.05. Determination of Agent's Good Faith Conduct.

The indemnification granted to an agent in Sections 10.03 and 10.04 above is conditioned on the following:

(a) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he believed to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of this Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful.

(b) Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with Section 5(a) of this Article X shall be made by:

(1) The Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

(2) The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by this Corporation.

Section 10.06. Limitations.

No indemnification or advance shall be made under this Article, except as provided in Sections 10.02 or 10.05(b)(2) hereof, in any circumstance when it appears that:

(a) The indemnification or advance would be inconsistent with a provision of the articles, bylaws or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) The indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 10.07. Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 10.08. Contractual Rights of Non-directors and Non-officers.

Nothing contained in this Article shall affect any right to indemnification to which persons, who are other than Directors and Officers of this Corporation or any subsidiary hereof, may be entitled by contract or otherwise.

Section 10.09. Insurance.

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability other than for violating provisions against self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against liability under the provisions of this Section X.

ARTICLE XI

MISCELLANEOUS

Section 11.01. Books And Records.

The Corporation shall keep correct and complete books and records of account, and the minutes of the proceedings of the Board of Directors and Executive Committee. Copies of the minutes of the Board of Directors and of the Executive Committee shall be regularly distributed to each member of the Board of Directors and the Executive Committee. The books and records of accounts, and the records of the actions of proceedings of the Board of Directors and the Executive Committee shall be open to inspection upon the written demand of any Member at any reasonable time and for any purpose reasonably related to its interest as a Member. Such inspection may be made by any officer, agent or attorney of the Member and the right to make such inspection shall include the right to make extracts.

Section 11.02. Waiver Of Notice.

Whenever any notice is required to be given under the provisions of the Nonprofit Corporations Act of the State of Nevada or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 11.03. Conflict of Interest. On any proposal before the Board of Directors for approval or recommendation of funds to benefit any public or private institution, individual, or agency, a Director shall abstain from voting if such Director: (1) has a personal financial interest in the proposal, whether direct or indirect; (2) is employed by the institution or agency; (3) serves as an officer, employee or member of the governing body of any institution or agency which has an interest in the proposal; or (4) has an immediate relative connected with that agency or institution. Such Director is obligated to reveal to the Board his or her conflict of interest before discussion of any proposal so affected. The Director may be counted as present for quorum purposes.

Section 11.04. Loans To Officers And Directors Prohibited.

No loans shall be made by the Corporation to its Officers or Directors. The Directors of the Corporation who vote for or assent to the making of a loan to an Officer or Director of the Corporation, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

Section 11.05. Additional Organizations.

The Board of Directors may authorize the formation of such auxiliary organizations as would in the opinion of the Board assist in the fulfillment of the purposes of the Corporation.

Section 11.06. Rules.

The Board of Directors may adopt, amend or repeal Rules (not inconsistent with these Bylaws) for the management of the internal affairs of the Corporation and the governance of its Officers, agents, committees and employees.

ARTICLE XII

DISSOLUTION

In the event of liquidation or dissolution of the Corporation, whether voluntary or involuntary or by operation of law, the Directors of the Corporation shall dispose of any available assets of the Corporation by gifts to charitable, medical or educational institutions located in the areas served by the Corporation which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code. All undistributed public funds shall be disposed of in accordance with the applicable Federal or State Statutes.

ARTICLE XIII

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of two-thirds (2/3) of the Board of Directors.

By: *Rollie Gibbs*
Rollie Gibbs, President

Adopted and effective as of 02-27-, 2011.

The undersigned hereby certifies that the foregoing is the Code of Bylaws of LAS VEGAS HIGH SCHOOL ALUMNI ASSOCIATION as adopted on the herein date.

As of 02-27-, 2011.

By: *Patricia M. Haack*
Patricia M. Haack, Secretary