

**Bylaws  
of  
Change Your Stars Foundation, Inc.**

**ARTICLE I  
OFFICES**

The principal office of the Corporation shall be located at 6656 N. 80<sup>th</sup> Pl., Scottsdale, Arizona 85250, Maricopa County, Arizona. The Corporation may have such other offices, either within or without the State of Arizona, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

**ARTICLE II  
NO MEMBERS**

The Corporation shall not have members. All rights, powers, and responsibilities of this Corporation shall be vested in the Board of Directors.

**ARTICLE III  
DIRECTORS**

**3.1. Number and Qualification.** The business and affairs of the Corporation shall be managed by a Board of Directors consisting of at least one (1) person, but not more than ten (10) persons. The number of persons to serve may be fixed or changed within said range, from time to time, by the Board of Directors.

**3.2. Election.** Except as provided in these Bylaws for the filling of vacancies, the directors shall elect the directors at the annual meeting. Each director shall hold office until the end of the calendar, until a successor is elected and qualifies, or until such director's earlier resignation or removal. Regular director terms shall last for one (1) year, commencing on January 1 and ending on December 31 of each year.

**3.3. Place of Meeting.** All meetings of the Board of Directors shall be held at such place, within or without of the State of Arizona, as the directors may fix or determine from time to time.

**3.4. Annual Meetings.** The annual meeting of the Board of Directors shall be held within the last month of the Corporation's fiscal year or on such date as designated by the directors. The Board of Directors shall meet for the purpose of electing the directors and officers of the Corporation for the following year and transacting any other business as may properly come before such meeting. Notice of the annual meeting shall be given in the same manner as notices of any special meeting.

**3.5. Special Meetings.** A special meeting of the Board of Directors shall be called by the President (or, in the absence of action by the President, by the Secretary) upon the written request of a majority of the directors then serving. A special meeting of the Board of Directors may be held upon twenty-four (24) hours notice to each director, if notice is delivered personally or by

telephone, telegraph or other similar means of communication, or upon three (3) days' notice if mailed, postage prepaid, to each director at his address that appears on the books of the Corporation. Notice shall be deemed to be delivered to such director upon such mailing. Notice to the directors of a special meeting of the Board of Directors may, but need not, identify the business to be transacted at, or the purpose of, the meeting so called.

3.6. **Quorum.** At all meetings of the Board of Directors, a majority of the directors then in office shall constitute a quorum for the transaction of business; but if, at any meeting of the Board of Directors, there is less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is present. At any such adjourned meeting at which a quorum of the directors shall be present, any business may be transacted which may have been transacted at that meeting as originally called.

3.7. **Waiver of Notice.** Notwithstanding Section 3.5 hereof, any or all directors may waive notice of any meeting in writing or by telegraph, and attendance of a director at a 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.

3.8. **Telephonic Meeting.** One or more directors may participate in a meeting of the Board of Directors by means of a conference telephone conversation or any similar communications equipment by means of which all persons participating in the meeting may hear each other, and participation in a meeting pursuant to this Section 3.8 shall constitute attendance in person at such meeting.

3.9. **Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if written consent setting forth the action to be taken shall be signed by all of the directors.

3.10. **Committees.** The Board of Directors may, from time to time, designate one or more committees which shall exercise such powers as may be assigned to it by the Board of Directors. The majority of the members of any committee so created must be directors.

3.11. **Vacancies.** Any vacancy, including a vacancy resulting from an increase in the number of directors, may be filled by the affirmative vote of a majority of the directors then in office, or by a sole remaining director, and any director so chosen shall hold office until a successor shall have been elected and qualified.

3.12. **Removal.** Any director may be removed at any time, with or without cause, by an affirmative vote of a majority of the current directors then in office.

3.13. **Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing therein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

## **ARTICLE IV OFFICERS**

4.1. **Officers.** The officers of the Corporation, all of whom shall be elected by the Board of Directors, shall be a President and a Secretary. The Board of Directors may appoint one or more Vice Presidents and such other officers and agents as it deems necessary or appropriate. No officer need be a director. The Board of Directors may delegate to the President of the Corporation the authority to appoint any officer or agent of the Corporation other than the President, Vice President, Secretary or Treasurer. All officers of the Corporation shall exercise such powers and perform such duties as shall from time to time be determined by the Board of Directors. Any two (2) or more offices may be held by the same person.

4.2. **Election.** The officers of the Corporation shall be elected at the annual meeting of the Board of Directors, and each such officer shall hold office until his successor has been duly elected and qualified, or until his death, resignation, or removal.

4.3. **Vacancies.** A vacancy in any office may be filled by the Board of Directors or by the President in accordance with Section 4.1 hereof, and the officer so elected shall hold office until his successor is duly elected and qualified, or until his earlier death, resignation, or removal.

4.4. **Compensation.** The officers of the Corporation shall be entitled to such compensation for their services as the Board of Directors may fix from time to time. Any officer who is also a director shall not be prevented from voting as a director in determining the compensation to be paid to him as an officer.

4.5. **Chairman of the Board.** The Chairman of the Board shall, when present, preside at all meetings of the Board of Directors and shall in general perform such other duties as shall be designated by the Board of Directors from time to time.

4.6. **President.** The President shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall have general charge of the business affairs and property of the Corporation and general supervision over its other officers and agents. In general, he shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect. Until each separate officer is approved by the Board of Directors, the President will fulfill the duties of all officers and has the authority to fulfill all obligations related to the same.

4.7. **Vice President.** The Vice President (or in the event there be more than one, the Vice Presidents in the order designated, or in the absence of any designation, in the order of their election), shall, in the absence of the President or in the event of his disability, perform the duties and exercise the powers of the President and shall generally assist the President and perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

4.8. **Secretary.** The Secretary shall attend all meetings of the Board of Directors and record all votes and the proceedings of the meetings in a book to be kept for that purpose, and shall perform like duties for all committees of the Board of Directors. The Secretary shall give, or cause to be given, notice of meetings of directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors, or the President, under whose supervision the Secretary shall act. The Secretary shall have custody of the seal, if any, of the Corporation and shall have authority to affix the same to any instrument requiring it.

4.9. **Treasurer.** The Treasurer shall have the custody of the corporate funds and other valuable effects, including securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may from time to time be designated by the President. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, whenever requested by the President or the Board of Directors, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

4.10. **Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

## **ARTICLE V INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The corporation may, and in all circumstances in which indemnification is mandatory by law shall, indemnify any person who incurs expenses or liabilities by reason of the fact such person is or was an officer, director, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

## **ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

6.1. **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 on behalf of the Corporation, and such authority may be general or confined to specific instances.

6.2. **Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

6.3. **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.

6.4. **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.

## **ARTICLE VII 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 of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the directors entitled to vote. All books and records of the Corporation may be inspected by any director or his agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE VIII FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

## **ARTICLE IX AMENDMENTS**

The Board of Directors shall have the power to make, alter and repeal these Bylaws, and to adopt new Bylaws, by an affirmative vote of a majority of all of the directors; provided that notice of the proposal to make, alter or repeal these Bylaws, or to adopt new bylaws, must be included in the notice of the meeting of the directors at which such action takes place.

## **SECRETARY'S CERTIFICATE**

I, Fraser Laveay, Secretary of Change Your Stars Foundation, Inc. (the "Corporation"), does hereby certify that the foregoing is a true and correct copy of the Corporation's Bylaws as adopted by the directors of the Corporation on the 1st day of September, 2016.

Dated: September 1, 2016

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Fraser Laveay  
Secretary