



BYLAWS OF GOLD STAR TEEN ADVENTURES

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ARTICLE I. OFFICES

Section 1.1 - Business Office

The corporation's principal office shall be located within the State of North Carolina unless otherwise designated by the Board of Directors. The corporation's most current Annual Report, filed with the North Carolina Secretary of State, shall identify the location of the principal office. The corporation may have other offices, either within or outside of North Carolina. The board of directors may designate the location of these other offices. The secretary of the corporation shall maintain a copy of the records required by section 2.1 of Article II at the principal office.

Section 1.2 - Registered Office

The corporation's registered office shall be located within North Carolina at the address of the corporation's registered agent. The location of the registered office may be, but need not be, identical with that of the principal office if the latter is located within North Carolina. The board of directors may change the registered agent and the address of the registered office from time to time, upon filing the appropriate statement with the Secretary of State.

ARTICLE II. RECORDS

Section 2.1 -Corporate Records

(a) Minutes and Accounting Records. The corporation shall keep a permanent record of the minutes of all meetings of its board of directors, a record of all actions taken by the board of directors without a meeting, and a record of all actions taken by a committee of the board of directors acting in place of the board and on behalf of the corporation. The corporation shall maintain appropriate accounting records.

(b) Form. The corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

(c) Other Records. The corporation shall keep a copy of the following records at its principal office or at a location from which the records may be recovered within 2 business days:

- (1) its articles or restated articles of incorporation and all amendments to them currently in effect;
- (2) its bylaws or restated bylaws and all amendments to them currently in effect;
- (3) resolutions adopted by its board of directors;
- (4) the financial statement furnished for the past 3 years to the board of directors;
- (5) a list of the names and business addresses of its current directors and officers; and,
- (6) its most recent annual report delivered to the Secretary of State.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1 - General Powers

All corporate powers shall be exercised by or under the authority of the board of directors. The business and affairs of the corporation shall be managed under the direction of the board of directors.

Section 3.2 - Number, Tenure, and Qualifications of Directors

The authorized number of directors shall be not less than five (5) or more than thirteen (13), until changed by a duly adopted amendment to these bylaws. Each director shall have one vote on any matter that comes before the board. Directors shall serve a one (1) year term on the board. Each director shall hold office for their specified term, or until removed in accordance with section 3.3. However, if the director's term expires, the director shall continue to serve until the board of directors has elected and qualified a successor or until there is a decrease in the number of directors. Directors need not be residents of North Carolina.

Section 3.3 - Removal of Directors

A review of board members will be conducted by the Chairman of the Board based on expectations of the Board as previously discussed and laid out in the Gold Star Teen Adventures Board of Directors Expectations. A director may be removed, with or without cause, if a majority of the directors present at a duly constituted meeting votes for the removal. Any director who does not attend three consecutive meetings without formal excuse may be removed by vote of the directors at the following meeting. If a director is removed for any other reason than unexcused absences, the director must be informed that he/she is being considered for removal and be given the opportunity to state reasons that he/she should be left as a director before such action is formally taken by a majority of the board.

Section 3.4 - Board of Director Vacancies

If a vacancy occurs on the board of directors, including a vacancy resulting from an increase in the number of directors, the directors shall fill the vacancy.

If the directors remaining in office constitute fewer than a quorum of the board, they shall fill the vacancy by the affirmative vote of a majority of all the directors remaining in office.

If a director resigns effective at a specific later date, the directors may fill the vacancy, before the vacancy occurs, but the new director may not take office until the vacancy actually occurs.

Section 3.5 - Regular Meetings of the Board of Directors

The board of directors shall hold a regular meeting at least annually. This meeting shall be designated as the board's annual business meeting, for the purpose of electing directors. The board of directors may provide, by resolution, the date, time and place of additional regular meetings. Both the Annual and Regular board of director meetings may be held in person or by telephone conference and/or any electronic means agreeable by the Board members or by written distribution of documents and responding mail in votes for all agenda items.

Section 3.6 - Special Meetings of the Board of Directors

The presiding officer of the board, the president, or 50 percent of the directors then in office may call and give notice of special meetings of the board of directors. Those authorized to call special board meetings may designate the meeting place for the special meeting, but the location must be one easily accessible to all board members. Special board of director meetings may be held in person or by telephone conference and/or any electronic means agreeable by the Board members or by written distribution of documents and responding mail in votes for all agenda items.

Section 3.7 - Board of Director Meetings by Conference Telephone or other Electronic Methods

If authorized by the board of directors or any designated committee of the corporation may participate in a board or committee meeting by means of a conference telephone or similar communications equipment and/or electronic methods now available, provided all persons entitled to participate in the meeting received proper notice of the type of meeting available and in such a manner that all members can without undue hardship be participants of said meeting. Any person joining a meeting by any available means deemed present in person at the meeting. The chairperson of the meeting may establish reasonable rules as to conducting meetings by means other than face to face meetings at a common place of gathering.

Section 3.8 - Notice of, and Waiver of Notice for, Special Director Meetings

The corporation's secretary shall give either oral or written notice of any special director meeting at least 5 business days before the meeting. The notice shall include the meeting place, day and hour. If the meeting is to be held by conference telephone or other electronic methods, (regardless of whether it is regular or special), the secretary must provide instructions for participating in the telephone meeting.

Section 3.9 - Director Quorum

A majority of the number of directors shall constitute a quorum for the transaction of business at any board of director meeting.

Absent board members may not give their proxy to a board member in attendance at a board of director meeting.

Section 3; 10 - Directors, Manner of Acting

Required Number to Constitute Act. The act of a majority of the directors present at a meeting at which a quorum is present (when the vote is taken) shall be the act of the board of directors. If no quorum is present at a meeting of directors, any action taken must be submitted to the other members in written form and their vote returned and recorded before the action is binding.

Section 3.11 - Conduct of Board of Director Meetings

The president, or in the president's absence, the vice- president, or in their absence, any person chosen by the directors present shall call the meeting of the directors to order and shall act as the chairperson of the meeting. The chairperson, or the chairperson's designee, shall establish rules of the meeting that will freely facilitate debate and decision making. The chairperson will indicate who may speak when and when a vote will be taken. The secretary of the corporation shall act as the secretary of all meetings of the directors, but in the secretary's absence, the presiding officer may appoint any other person to act as the secretary of the meeting.

Section 3.12 - Director Committees

(a) Creation of Committees. The board of directors may create one or more committees and appoint members of the board to serve on them. Each committee must have 1 or more directors, who serves at the pleasure of the board of directors. Volunteers from the community may serve on these committees when appropriate.

(b) Selection of Members. To create a committee and appoint members to it, the board must acquire approval by the majority of all the existing directors when the action is taken. If a committee is created as a steering or advisory committee, their actions and suggestions must be approved by the Board of Directors to become a binding action for the corporation.

(c) Required Procedures. Committees shall keep regular minutes of their proceedings and report the same to the board of directors. The committees are subject to all the procedural rules governing the operation of the board itself.

(d) Authority. Each committee may exercise the specific board authority, which the board of directors confers upon the committee in the resolution creating the committee. Provided, however, a committee may not:

- (1) approve the dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets;
- (2) elect, appoint, or remove directors or fill vacancies on the board of directors or on any of its committees; or
- (3) adopt, amend, or repeal the articles or bylaws.

Section 3.13 - Compensation, Loans to, or Guarantees for Directors

(a) Director Compensation. The board of directors may, upon approval of the majority of that board, pay each director expenses, if any, of attendance at each board meeting or committee meeting of the board. The directors shall not be paid a salary or fee for attending the meeting. A director may not serve the corporation as an employee and receive compensation.

(b) Loans to or Guaranties for Directors. The corporation may not lend money to or guarantee the obligation of a director of the corporation.

ARTICLE IV. OFFICERS

Section 4.1 - Number of Officers

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer. The board of directors shall appoint each of these officers. The board may appoint other officers and assistant officers if it deems it necessary. If the board of directors specifically authorizes an officer to appoint one or more officers or assistant officers, the officer may do so. The same individual may simultaneously hold more than one office in the corporation.

Section 4.2 - Appointment and Term of Office

The board of directors shall appoint officers of the corporation for a term that the board determines. If the board does not specify a term, the officers shall hold office for one year or, within that year, until they resign, die or are removed by the Board of Directors.

A designation of a specified term does not grant to the officer any contract rights, and the board can remove the officer at any time prior to the termination of the designated term.

Section 4.3 - Removal of Officers

The board of directors may remove any officer or agent any time, with or without cause. The removal shall be without prejudice to the contract rights, if any, of the person removed. A boards appointment of an officer or agent shall not of itself create contract rights.

Section 4.4 - President

The president shall be the principal executive officer of the corporation. The president shall be subject to the control of the board of directors, and shall in general oversee, in good faith, the affairs of the corporation. The president shall, when present, preside at all meetings of the members and of the board of directors. The president may sign, with the secretary or any other proper officer of the corporation that the board has authorized, corporation deeds, mortgages, bonds, contracts, or other board authorized instruments.

Section 4.5 - The Vice-President

The vice-president shall perform, in good faith, the president's duties if the president is absent, dies, is unable or refuses to act. If the vice-president acts in the absence of the president, the vice-president shall have all presidential powers and be subject to all the restrictions upon the president. (if the vice-president is unable or refuses to act, then the secretary shall perform the presidential duties.) The vice-president shall perform any other duties that the president or board may assign to the vice-president.

Section 4.6 - The Secretary

The secretary shall in good faith: (1) create and maintain one or more books for the minutes of the proceedings of the board of directors; (2) provide that all notices are served in accordance with these bylaws or as required by law; (3) be custodian of the corporate records; (4) when requested or required, authenticate any records of the corporation; (5) keep a current register of the post office address of each director; and (6) in general perform all duties incident to the office of secretary and any other duties that the president or the board may assign to the secretary.

Section 4.7 - The Treasurer

The treasurer shall: (1) have charge and custody of and be responsible for all funds and securities of the corporation; (2) receive and give (or cause to be given) receipts for moneys due and payable to the corporation from any source, and deposit all moneys in the corporation's name in banks, trust companies, or other depositories that the board shall select; (3) submit (or cause to be submitted) the books and records to a Certified Public Accountant or other accountant for annual audit or review; and (4) in general perform all of the duties incident to the office of treasurer and any other duties that the president or board may assign to the treasurer. If required by the board of directors, the treasurer shall give a bond for the faithful performance of the treasurer's duties and as insurance against the misappropriation of funds. If a bond is required, it shall be in a sum and with the surety or sureties that the board of directors shall determine.

Section 4.8 - Loans to or Guarantees for Officers

The corporation may not lend money to or guarantee the obligation of an officer of the corporation.

ARTICLE V. NOTIFICATION OF THE SECRETARY OF STATE

Section 5.1 - Notification of Secretary of State

The president or secretary of the corporation shall notify the Secretary of State for the State of North Carolina when dissolution, indemnification, merger, removal of directors, and the sale of assets occur. The secretary shall deliver notice in the manner required by each event and cooperate with the Secretary of State in providing necessary information.

(a) Dissolution.

(1) In the event of dissolution, the chairman or secretary shall give the Secretary of State written notice that the corporation intends to dissolve. The notice must include a copy or summary of the plan of dissolution.

(2) The corporation shall not transfer or convey assets as part of the dissolution process until 20 days after the secretary has given the written notice the Secretary of State or until the Secretary of State has consented in writing to the dissolution.

(3) When the corporation has transferred or conveyed all or substantially all of its assets following approval of dissolution, the board shall deliver to the Secretary of State a list showing those, other than creditors to whom the corporation transferred or conveyed assets. The list must indicate the address of each person, other than creditors, who received assets, and an indication of what assets each received.

(b) Merger

The chairman or secretary of the corporation must give the Secretary of State written notice of a proposed merger of the corporation and include with the notice a copy of the proposed plan of merger, at least 20 days before consummation of any merger.

ARTICLE VI. CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

Section 6.1 - Contracts

The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instruments in the name of and on behalf of the corporation and such authorization may be general or confined to specific instruments.

Section 6.2 - Loans

The corporation shall not allow anyone to contract on behalf of it for indebtedness for borrowed money unless the board of directors authorizes such a contract by resolution. The corporation shall not allow anyone to issue evidence of the corporation's indebtedness unless the board of directors authorizes the issuance by resolution. The authorization may be general or specific.

Section 6.3 - Checks, Drafts, etc.

The board of directors shall authorize by resolution which officer(s) or agent(s) may sign and issue all corporation checks, drafts or other orders for payment of money, and notes or other evidence of indebtedness. The board of directors shall also determine by resolution the manner in which these documents will be signed and issued.

Section 6.4 - Deposits

The treasure of the corporation shall oversee the deposit of all funds of the corporation, in banks and other depositories; the board of directors shall authorize by board resolution the exact location of the banks and depositories.

ARTICLE VII. PROHIBITED TRANSACTIONS

Section 7.1 - Prohibited Transactions

(a) Prohibition Against Sharing in Corporation Earnings. No director, officer, employee, committee member, or person connected with the corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation; provided that this shall not prevent the corporation's payment to any person of reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as determined by the board of directors.

(b) Other Prohibitions. Neither the corporation, nor its directors, nor its officers have any power to cause the corporation to do any of the following with Related Parties:

- (1) make any substantial purchase of securities or other property, for more than adequate consideration in money or money's worth;
- (2) sell any substantial part of its assets or other property, for less than an adequate consideration in money or money's worth.

For the purpose of this subsection, Related Parties means any person who has made a substantial contribution to the corporation, or with a brother, sister, spouse, ancestor, or lineal descendant of the person giving, or with a corporation directly or indirectly controlled by the person giving.

Section 7.2 - Prohibited Activities.

Notwithstanding any other provisions of these bylaws, no director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an exempt organization under section 501(c) (3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may later be amended, or by an organization, contributions to which are deductible under section 170(d)(2) of the Internal Revenue Code of 1986 and regulations as they now exist or as they may later be amended.

ARTICLE VIII. AMENDMENTS

Section 8.1 - Amendments

These bylaws may be amended, altered, repealed or enhanced by an affirmative vote of a simple majority of the entire board of directors.