

**BYLAWS
OF
MINERS FOOTBALL ALUMNI ASSOCIATION, INC.**

ARTICLE I. OFFICE AND SEAL

Section 1. Offices. The principal office of Miners Football Alumni Association, Inc. (hereafter referred to as the "Corporation") is to be located at 13330 Rancho Verde Drive, Reno, Nevada 89521. The principal office of the Corporation may be changed to another location within or without the State of Nevada by an amendment to these Bylaws. From time to time, the Board of Directors of the Corporation (sometimes referred to as the "Board") may establish branch or subordinate offices within or without the State of Nevada.

Section 2. Seal. The Corporation may have a corporate seal. If the Corporation has a corporate seal, the seal shall have inscribed thereon the name of the Corporation, the year of its incorporation, and the words "Nevada" and "Seal."

ARTICLE II. DIRECTORS AND COMMITTEES

Section 1. Powers. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, the activities and affairs of the Corporation are to be conducted and all corporate powers shall be exercised by or under the direction of the Board. However, the Board may delegate the management of the activities of the Corporation to one (1) or more committees pursuant to Section 15. of this Article II.

Section 2. Number and Qualification of Directors. The Board is to consist of not less than three (3) members and not more than seven (7) members. The initial members of the Board shall consist of four (4) members, being W. Desmond Powers, Stephen C. Benna, Mike Evans, and Chris Healy. The initial members of the Board shall serve until the annual meeting of the Board that is held in the calendar year 2015. At the annual meeting of the Board held in 2015, and at each annual meeting of the Board thereafter, the number of Directors for the ensuing year shall be fixed by the Directors, and the number of Directors so designated shall then be elected by the existing Directors to hold office for a term of two (2) years and until their successors are elected and qualified. A member of the Board of Directors may serve unlimited consecutive terms. The number of Directors may be decreased or increased by resolution of the Directors at any annual or special meeting and, in case the number of Directors is increased at a special meeting, the additional Directors shall be elected as if elected at an annual meeting. All Directors of the Corporation must be natural persons.

Section 3. Election of Directors. Each vacancy on the Board is to be filled by a majority vote of the existing Directors.

Section 4. Vacancies, Removal, and Resignation. A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of a Director. Any person serving on the Board may be removed with or without cause by a two-thirds vote of the other Directors. In addition, a person serving on the Board is to be removed as Director, without further action of the Board, if the person has been declared to be incompetent by a court of competent jurisdiction, is convicted of a felony, fails to attend three (3) consecutive unexcused meetings of the Board, or has been found by a final order or judgment of a court of competent jurisdiction to have breached his or her duties to exercise his or her powers in good faith and with a view to the interests of the Corporation. Any person removed as a Director of the Corporation upon an event described in the preceding sentence may not be reappointed by the remaining Directors to fill the directorship left vacant by the removed Director.

Any Director may resign effective upon giving written notice to the President or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation; provided that no Director may resign if the Corporation would then be left without a Director in charge of its affairs. If the resignation is effective at a future time, a successor may be selected before that time, to take office when the resignation becomes effective.

Any vacancy in the Board described in this Section 4. is to be filled by a majority vote of the remaining Directors. However, if the remaining Directors fail to fill the vacancy, then the directorship position is to remain vacant until such time as the remaining Directors fill such position.

Section 5. Place of Meeting. Meetings of the Board shall be held at any place within or without the State of Nevada which has been designated from time to time by the President. In the absence of such designation, meetings shall be held at the principal office of the Corporation.

Section 6. Annual Meetings. An annual meeting of the Board is to be held at the principal office of the Corporation at 6:00 p.m. on the 15th of June of each calendar year. At the annual meeting, the Board shall meet for the purpose of organization, election of officers, and consideration of any other business that may properly be brought before the meeting. However, if that day is a holiday observed by the Corporation at its principal office, then said meeting shall be held at the same time on the next day thereafter ensuing which is a full business day. No notice of any kind to either old or new members of the Board for this annual meeting is necessary unless the meeting is to be held at a place other than the principal office of the Corporation, in which case notice of the place of the meeting shall be given as provided in Section 8. below.

Section 7. Regular Meetings. Regular meetings of the Board shall be held without call or notice on such dates as may be fixed by the Board or the President.

Section 8. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, any Vice President, the Secretary, or any two Directors. Special meetings of the Board shall be held upon ten (10) days' notice

by first-class mail or seventy-two (72) hours notice given personally by telephone (including a voice messaging system or other system or technology designed to record and communicate messages), facsimile, electronic mail, or other electronic 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 Director 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.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, 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 9. Quorum. A majority of the number of Directors fixed by the Code of Bylaws or resolution shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board unless the action of a greater number is required by law, the Articles of Incorporation, or the Code of Bylaws.

Section 10. Participation in Meetings by Conference Telephone. Members of the Board may participate in a Directors' meeting by means of a telephone conference or similar method of communication by which all persons participating at the meeting can hear each other. Participation in a Board meeting by means of a telephone conference or other similar methods of communication constitutes presence in person at that meeting.

Section 11. 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 12. 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 at another time and place is to be given to absent Directors.

Section 13. 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 14. Rights of Inspection. Each Director shall have the right, in accordance with the provisions of NRS Section 82.186, to inspect and copy all books, records, and documents of the Corporation.

Section 15. Committees. The Board may designate one (1) or more committees, which to the extent provided in the resolutions creating the committee or these Bylaws, may exercise powers of the Board in the management of the business and affairs of the Corporation, and may have the power to authorize the seal of the Corporation to be affixed to all papers on which the Corporation desires to place a seal. The Board may appoint, in the same manner, alternate members of any committee in the event that a member of a committee is unable to continue to serve on the committee, and the Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board, these Bylaws, 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 this Article II applicable to meetings and actions of the Board. Minutes shall be kept of each committee meeting. The committee is to have such name as is stated in these Bylaws or as may be determined from time to time by resolution adopted by the Board. Each committee must have at least one (1) Director serving on a committee. However, unless otherwise provided in these Bylaws or the Articles of Incorporation, the Board may appoint natural persons who are not Directors to serve on the committees. Notwithstanding anything contained in these Bylaws to the contrary, no committee may:

- a. Amend, alter or repeal these Bylaws;
- b. Elect, appoint or remove any member of a committee or any Director or officer of the Corporation;
- c. Amend or repeal the Articles of Incorporation, adopt a plan of merger or a plan of consolidation with another corporation or entity;
- d. Authorize the sale, lease, or exchange of all of the property and assets of the Corporation;
- e. Adopt a plan for the distribution of the assets of the Corporation; or
- f. Amend, alter, or repeal any resolution of the Board unless it provides by its terms that it may be amended.

Section 16. Fees and Compensation. Unless these Bylaws are amended, the Directors are not to receive any compensation. However, the Directors may be reimbursed for expenditures made on behalf of the Corporation.

ARTICLE III. OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board, a Chairperson of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3. of this Article III. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws.

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 III., 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. Any officer required to be elected by the Board must be approved by a majority vote of the Directors.

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 a majority vote of the Directors at any time or, in the case of an officer chosen by the President, such officer may be removed by the President.

Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. An officer's resignation shall take effect at the date notice of resignation is received by the addressee or at any later time specified in the resignation and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any office due to the 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. Chairperson of the Board. The Chairperson of the Board, if there is such an officer, shall, if present, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

Section 7. President. Subject to such powers, if any, as may be given by the Board to the Chairperson of the Board, if there is such an officer, the President is the general manager and chief executive officer of the Corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the Corporation. In the absence of the Chairperson of the Board, or if there is none, the President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 8. Vice Presidents. In the absence or disability of the President, the Vice President, and if more than one Vice President is appointed, the Vice Presidents in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 9. 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 meetings of the Board and committees, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office of the Corporation the original or a copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date, together with all other documents or information required to be retained at the principal office of the Corporation pursuant to NRS Section 82.181.

The Secretary 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 10. 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 to any Director.

The Treasurer shall deposit all moneys 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 shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and 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 11. Corporate Bank Accounts. Bank accounts in the name of the Corporation may be opened without the approval of the Board, if opened with the consent

of both the President and Treasurer of the Corporation. The Treasurer shall inform the Board of any bank account opened by the President and Treasurer of the Corporation pursuant to the authority granted in this paragraph at the next meeting of the Board.

Section 12. Transfers of Authority. In the absence of any officer of the Corporation, or for any other reason that the Board may consider sufficient, the Board may transfer the power or duties of that officer to any other officer or to any Director or employee of the Corporation, provided a two-thirds (2/3) vote of the full Board concurs.

ARTICLE IV. INDEMNIFICATION

Section 1. Indemnification other than Action in the Right of Corporation. The Corporation, to the extent allowed by applicable Nevada and federal law, may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the Corporation, by reason of the fact that he 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, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

Section 2. Indemnification Pertaining to Action in the Right of Corporation. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he 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, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the Corporation or for amounts paid in settlement to the Corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon

application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

Section 3. Expenses. To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1. and 2 above, or in defense of any claim, issue or matter therein, the Corporation shall indemnify him against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense.

Section 4. Required Approval Procedure. Any indemnification under Sections 1. and 2. above, unless ordered by a court or advanced pursuant to Section 5. below, must be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances. The determination must be made:

- a. by the Board by majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding;
- b. if a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding so orders, by independent legal counsel in a written opinion; or
- c. if a quorum consisting of Directors who were not parties to the action, suit or proceeding cannot be obtained, by independent legal counsel in a written opinion.

Section 5. Payment of Expenses. The expenses of officers and Directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the Director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation. The Corporation may require that such undertaking to repay by or on behalf of the Director or officer be secured in any manner deemed reasonable in the sole discretion of the Corporation's Board of Directors as a condition precedent to any payment under this Section. The provisions of this Section 5. do not affect any rights to advancement of expenses to which corporate personnel other than Directors or officers may be entitled under any contract or otherwise by law.

Section 6. Non-Exclusivity. The indemnification and advancement of expenses authorized in or ordered by a court pursuant to this Article IV:

- a. does not exclude any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation or any Bylaw of the Corporation, agreement, vote of disinterested Directors or otherwise, for either an action in his official capacity or an action in another capacity while holding his office, except that indemnification, unless ordered by a court pursuant to NRS Section 78.7502 or for the advancement of expenses made pursuant to Section 5.

above, may not be made to or on behalf of any Director or officer if a final adjudication establishes that his acts or omissions involved intentional misconduct, fraud or a knowing violation of the law and was material to the cause of action; or

b. continues for a person who has ceased to be a Director, officer, employee or agent and inures to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The Corporation may, to the extent permitted by applicable Nevada and federal law, purchase and maintain insurance or make other financial arrangements 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, employee or agent of another corporation, partnership, joint venture, trust or other enterprise for any liability asserted against him and liability and expenses incurred by him in his capacity as a Director, officer, employee or agent, or arising out of his status as such.

Section 8. Limitation on Indemnification. Notwithstanding any other provision of this Article IV or these Bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would (a) jeopardize or be inconsistent with the tax exempt status of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or (b) impose an excise tax under Code Section 4958 pertaining to "excess benefit" transactions.

ARTICLE V OTHER PROVISIONS

Section 1. Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by an officer or Director authorized by the Board shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the person(s) signing had no authority to execute the same. Any such instrument may be signed by (i) two officers of the Corporation who are separate persons, (ii) any officer and Director of the Corporation who are separate persons or (iii) any other person or persons in such manner as from time to time shall be determined by the Board, and, unless so authorized no officer, agent, Director or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board are each authorized to vote, consistent with the direction provided to such officer by the Board, any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein

granted may be exercised either by any such officer in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officer.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in Chapter 82 of the Nevada Revised Statutes applicable to Nevada Nonprofit Public Benefit Corporations are to govern the construction of these Bylaws.

Section 4. Amendments. These Bylaws may be amended or repealed only upon obtaining (a) a majority vote of the members of the Board of Directors.

Section 5. Tax-exempt Status. If the Internal Revenue Service does not approve the application for tax-exempt status for this Corporation, then the Board will make whatever changes to the Bylaws as may be deemed necessary by the Internal Revenue Service in order to comply with the requirements for tax-exempt status.

Section 6. Books and Records, Fiscal Year. The Corporation's books and records, together with all of the documents and papers pertaining to the business of the Corporation, shall be kept and maintained at the principal office of the Corporation. The fiscal year of the Corporation shall end on December 31 of each year, unless otherwise provided for by the Board, and the books and records of the Corporation shall be kept on such fiscal year basis and shall reflect all the transactions of the Corporation and be appropriate and adequate for the Corporation's business.

ARTICLE VI. CONFLICT OF INTEREST POLICY

Section 1. Purpose. The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

a. Interested Person. Any Director, principal officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(i) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

(ii) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

(iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

c. Compensation. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Subsection 3.(b) below, a person who has a financial interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists.

Section 3. Procedures.

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the meeting of the Board or the committee while the determination of a conflict of interest is discussed and voted upon. The remaining Directors or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest.

(i) An interested person may make a presentation at the meeting of the Board or the committee, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(ii) The Board or the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence the Board or the committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or

committee shall determine by a majority vote of the disinterested Directors or committee members whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy. If the Board or the committee has reasonable cause to believe a person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board or committee determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the Board and all committees with Board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation Matters.

a. A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each Director, principal officer, and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of these Bylaws and the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable, educational, and other exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7 above, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

**CERTIFICATE OF SECRETARY
OF
MINERS FOOTBALL ALUMNI ASSOCIATION, INC.**

(A Nevada Nonprofit Public Benefit Corporation)

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws comprised of 14 pages, including this page, constitute the Bylaws of said Corporation as duly adopted by the unanimous vote of the Board of Directors on _____, 2014.

Mike Evans, Secretary