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BYLAWS OF NEVADA INVENTORS ASSOCIATION, INC.

Article I - NAME AND LOCATION

Section 1. The name of this corporation, organized under the Nevada Nonprofit Corporation law, is Nevada Inventors Association, Inc. (hereinafter referred to as NIA).

Section 2. The principal offices of NIA shall be located in a place determined by the Board of Trustees.

Article II - PURPOSES

Section 1 NIA is a voluntary organization of persons interested in inventing and entrepreneurship.

Section 2. The purpose of NIA is to educate inventors and potential inventors through whatever means available, including regular meetings, classes, seminars, workshops, and evaluations, within NIA or in cooperation with other persons or organizations. The education of inventors, or potential inventors, may also include the publishing of written materials, such as a regularly published newsletter, flyers, notices, or letters.

Additional goals of NIA are to inform its members of private, civic, governmental, and public resources which may be of assistance to inventors; to promote a positive public image of inventors; to provide for its members a referral/resource directory; and to furnish assistance to its members, whenever possible, by directing their efforts toward the successful development of their inventions.

Article III- MEMBERSHIP

Section 1. Membership shall be available to all persons interested in the purpose of NIA. There shall be four classes of members: regular, life, business, and honorary.

Section 2. Regular membership is available to any person interested in inventing, or engaged in an activity that benefits inventors, who applies, and pays membership fees and dues as set by the Board of Trustees. Each regular member shall have one vote in NIA business.

Section 3. Life membership is available to any person otherwise qualified for regular membership, and who pays a onetime sum as determined by the Board of Trustees and applies for a life membership. Life members shall be members for life, with no further requirement for the payment of dues, and shall be afforded the full privileges and benefits that may be made available to any other member. Each life member shall have one vote in the NIA business.

Section 4. Business membership is available to any organization sharing interest in the purposes of NIA and who applies and pays membership dues as set by the Board of Trustees. Each business member shall have one vote.

Section 5. Honorary members shall be available to those people who have contributed to the betterment of inventors, either directly or indirectly, in a distinguished manner. Honorary members shall be nominated by the Board of Trustees and elected by a two-thirds vote of the members present at a regularly scheduled meeting or annual meeting.

Honorary members shall not be required to pay dues of any kind, or assessments, and shall be appointed for life. Honorary memberships may be revoked by a majority vote of the members present at a regularly scheduled meeting or annual meeting. Honorary members shall have no votes in NIA business. Honorary members shall not necessarily receive all benefits of membership.

Section 6. Annual membership dues shall be established by the Board of Trustees and ratified by a majority of the voting members present at the annual meeting. The dues for the first year are established in Appendix A.

Section 7. Application for membership will be accompanied by payment of annual dues. Thereafter dues will be payable on the anniversary date or as otherwise specified by the Board of Trustees.

Section 8. A member whose dues are more than sixty (60) days in arrears shall be dropped from the membership roster of NIA and all privileges of membership will be revoked.

Section 9. No dues will be refunded to any member whose membership terminates for any reason.

Section 10. The Board of Trustees, by affirmative vote of two-thirds of all members of the Board, may suspend or expel a member for cause after an appropriate hearing.

Section 11. Membership is not transferable or assignable.

Article IV - MEMBERSHIP MEETINGS

Section 1. The annual meeting of the members of NIA shall be held in September in each year at a time and place to be designated by the Trustees, for the purpose of electing Trustees and for the transaction of such other business as may come before the meeting. At such annual meeting, the President shall report on the business and activities of the corporation during the previous year. A nominating committee shall present nominations for Trustees. Other nominations shall be accepted from the floor.

Section 2. Special meetings of NIA may be called by the President of the Board of Trustees at any time.

Section 3. At any annual, special, or regular meeting of NIA, a quorum will consist of those voting members present, provided at least one-half of the members of the Board of Trustees are present.

Section 4. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 5. Where Trustees are to be elected by members, such election may be conducted by voice vote, ballot, written vote or in such a manner as the sitting Board of Trustees shall determine.

Section 6. The Board of Trustees may cancel any annual, regular or special meeting for cause.

Article V - BOARD OF TRUSTEES

Section 1. The governing body of NIA will be the Board of Trustees. The Board of Trustees will have control of, and be responsible for, the direction of the affairs of NIA, its Officers and its committees; will determine its policies or changes therein; will actively carry out its objectives; and will supervise the collection and disbursement of its funds. There shall be six (6) elected Trustees on the Board of Trustees. A Trustee may be any member in good standing, duly elected.

Section 2. The Trustees will serve until their successors are duly elected and qualified. Vacancies on the Board of Trustees occurring for whatever reason will be filled by persons appointed by the Board of Trustees for the unexpired portion of a term.

Section 3. The Board of Trustees will meet in conjunction with annual, regular and special meetings of the membership and will hold additional meetings at times and places to be determined by the President. Special meetings will be called by the Secretary at the direction of the President or the Board of Trustees.

Section 4. At any meeting of the Board of Trustees, a majority of the Trustees currently in office will constitute a quorum for the transaction of business; and any such business thus transacted will be valid provided it is affirmatively passed upon by a majority of those present.

Section 5. Voting rights of a Trustee will not be delegated to another or exercised by proxy.

Section 6. Action taken by a mail or written ballot, or some equivalent means of affirmation or negation of the members of the Board of Trustees, in which at least a majority of such Trustees indicate themselves in agreement, will constitute a valid action of the Board of Trustees, if reported at the next regular meeting of the Board of Trustees.

Section 7. The Board of Trustees shall elect a chairperson from among the Trustees who shall preside at the meetings of the Board of Trustees. In the absence of the chairperson, the Board of Trustees shall elect a temporary chairperson from among the Trustees for the purpose of presiding at a meeting of the Board of Trustees

Section 8. The Board of Trustees, in its discretion, may designate Advisory Trustees. Advisory Trustees may render advice and assistance to the Trustees, Officers, and members of NIA. Advisory Trustees shall have no vote in the Board of Trustees and shall not be counted as a member of the Board of Trustees for purposes of determining the size of the Board of Trustees.

Section 9. Trustees as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any Trustee from serving NIA in any other capacity and receiving compensation therefore.

Section 10. Any Trustee that fails to attend two consecutive NIA meetings may be removed at the discretion of the remaining Trustees of NIA.

Section 11. It shall be a duty of all Trustees to aid in the selection, preparation, and training of succeeding Trustees to ensure continuity and effective management.

Article VI - OFFICERS

Section 1 The Officers of NIA will be President, Vice President, Secretary, Treasurer and Sergeant-at-arms. Additional Officers can be designated at the discretion of the Board of Trustees. All Officers of NIA shall be elected by the members of the Board of Trustees. All officers may also serve as Trustee with full voting power as prescribed in Article V. All Officers must be voting members in good standing.

Section 2. Officers elected as prescribed in Article VII of these Bylaws will serve a term of one (1) year or until their successors are duly elected and qualified.

Section 3. Vacancies in elective Officers, arising from whatever reasons, will be filled by an election to be held by the Board of Trustees at its next meeting to complete the unexpired term of office.

Section 4. The Board of Trustees, by a two-thirds (2/3) vote of all its members, may remove any Officer from office.

Article VII - ELECTION OF OFFICERS AND TRUSTEES

Section 1. Sixty (60) days prior to the convening of each annual meeting the President will appoint a Nominating Committee of no fewer than three (3) members which fairly represents NIA's interests, to prepare a slate of candidates for Trustees to be elected and to be voted upon at said annual meeting. The Nominating Committee will be comprised of a Trustee from the Board of Trustees and two or more members who are not sitting members of the Board of Trustees. At the annual meeting, members may nominate other members from the floor provided the nominated member is present and accepts the nomination. Candidates for Trustee must be voting members of NIA in good standing.

Section 2. No fewer than thirty (30) days prior to such annual meeting, the Chairman of the Nominating Committee will make a report to the membership of at least one nominee for each of the Trustee and Officer positions available.

Section 3. Voting members will cast their ballots for the Trustees at the annual meeting.

Section 4. Counting of ballots will be by an Election Committee appointed for that purpose by the President.

Section 5. Officers will take office effective the first day of the first month following adjournment of the newly elected Trustees meeting.

Article VIII - DUTIES OF OFFICERS

Section 1. The President: It will be the duty of the President to preside at meetings of NIA; to perform specific duties which the Board may assign; and to discharge such duties as ordinarily pertain to the office of the President. The President will be an ex officer member of all committees.

Section 2. The Secretary: It will be the responsibility of the Secretary to manage the records of all meetings of NIA and of the Board; to keep NIA informed on matters as directed by the Board; and to report annually on all matters handled by his office. He will deliver all records, papers, and property of NIA to his successor within ten (10) days following the election of his successor.

Section 3. The Treasurer: It will be the responsibility of the Treasurer to deposit and pay out any monies of the corporation as authorized by the Board, to send out notice of dues and receive same; and to inform the board of those delinquent. An annual review of the Treasurer's records will be made at the close of the fiscal year and a written report submitted to the Board. The Treasurer will deliver all financial records, funds, and assets to his successor within ten (10) days following the election of his successor. The outgoing Treasurer will be responsible for filing all necessary reports pertaining to his term of office.

Section 4. The Sergeant-at-arms: It will be the responsibility of the Sergeant-at-arms to maintain order during meetings; to insure all attendees sign in on appropriate sign-in sheets, completely and legibly; to see that all breaks are taken on time as directed by the President and that attendees reconvene as scheduled, and other duties as directed by the president.

Section 5. It shall be a duty of all Officers to aid in the selection, preparation, and training of succeeding Officers to ensure continuity and effective management of NIA.

Article IX - COMMITTEES

Section 1. Newsletter Committee There shall be a standing committee of members, appointed by the President, to produce a NIA newsletter. The duties of the committee will include composing and compiling a newsletter, seeking advertising support of the newsletter, distributing the newsletter, and any other duties that may be determined by the President.

Section 2. Program Committee There shall be a standing committee of members, appointed by the President, to organize programs for NIA meets. The duties of the committee will include recruiting speakers and presenters, organizing activities, developing special events, and any other duties that may be determined by the President.

Section 3. The President may appoint, with the approval of the Board of Trustees, any other standing or ad hoc committees determined necessary to properly carry on the business of NIA. Ad hoc committees are to be used to achieve specific stated goals and make recommendations to the Board of Trustees. Members of each committee will be persons deemed best qualified to serve on the specified committee.

Article X - FINANCIAL MATTERS

Section 1. Contracts The Board of Trustees may authorize any Officer or Officers, agent or agents of NIA, in addition to the Officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of NIA, and such authority may be general or confined to specific instances.

Section 2 Checks and Drafts All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of NIA, shall be signed by such Officer or Officers, agent or agents of NIA and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or the President.

Section 3. Deposits All funds of NIA shall be deposited from time to time to the credit of NIA in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 4. Gifts The Board of Trustees may accept on behalf of NIA any contribution, gift, bequest, or devise for the general purpose or for any special purpose of NIA.

Article XI - MISCELLANEOUS PROVISIONS

Article 1. Rules of Procedure All meetings of the Membership, Board, and its Committees will be governed by the current edition of Robert's Rules of Order in all cases in which said rules are not inconsistent with the Articles of Incorporation and Bylaws.

Article 2. Books and Records The corporation will keep correct and complete books and records of accounts, and minutes of the proceedings of regular and special meetings of the membership and Board of Trustees. A complete copy of the books and records of the corporation will be maintained by the Secretary at the principal office of the corporation and any other of fines designated by the Board to include the names and addresses of members of the Board of Trustees, Officers, members, and committees.

Article XII - LIABILITY OF OFFICERS AND TRUSTEES

Section 1. Each Trustee or Officer, or former Trustee or Officer, of the corporation and his legal representative will be indemnified by the corporation against liabilities, expense, counsel fees, and costs reasonably incurred by him or his estate in connection with, or arising out of an action, suit, proceeding or claim in which he is made a party by reason of him being, or having been, such Trustee or Officer; and any person who, at the request of the corporation, served as Trustee or Officer of another corporation in which the corporation owned corporate stock, and his legal representatives, will in like manner be indemnified by the corporation provided that in neither case will the corporation indemnify such Trustee or Officer with respect to any matters as to which he will be finally

adjudged in any such action, suit or proceeding to have been liable for gross negligence or willful misconduct in the performance of his duties as such Trustee or Officer. The indemnification herein provided for, however, will apply also in respect of any amount paid in compromise of any such act on, suit, proceeding or claim asserted against such Trustee or Officer (including expenses, counsel fees, and costs reasonably incurred in connection therewith), provided the Board of Trustees of the corporation will have first approved such proposed compromise settlement and determined that the Trustee or Officer involved was not guilty of gross negligence or willful misconduct in relation to any such matters, the Board of Trustees may rely conclusively upon an opinion of the independent legal counsel selected by the Board of Trustees. Unless otherwise provided by law, any compromise settlement authorize herein will be effective without the approval of any court. The right to indemnification herein provided will not be exclusive of any other rights to which such Trustee or Officer may be lawfully entitled.

Article XIII - AMENDMENTS

Section 1. The Bylaws of NIA may be amended at any annual meeting, special meeting, or a meeting called for such purpose, by a majority of those voting members present, provided that at least three (3) members of the Board of Trustees are present. The proposed amendments will be circulated to the voting membership at least ten (10) days in advance of said meeting. The president and secretary will count the vote and promptly report the results.

Date of Adoption: _____

Date of Amendment: _____

ACCEPTED AND APPROVED:

President

Secretary
