

## AMENDED AND RESTATED

### BYLAWS OF SAFE EMBRACE

#### ARTICLE 1 Offices and Purpose

**Section 1.1 Business Offices.** The principal office of Safe Embrace, a Nevada nonprofit corporation (hereinafter called the “Corporation”), shall be the place established by the Board (as defined in Section 2.1). The Board may establish such other offices, either within or outside the State of Nevada, as the Board may designate or as the affairs of the Corporation may require from time to time.

**Section 1.2 Registered Office.** The registered office of the Corporation required by the Nevada Revised Statutes to be maintained in Nevada may be, but need not be, the same as the principal office if in Nevada, and the address of the registered office may be changed from time to time by the Board.

**Section 1.3 Purpose.** The Corporation’s purpose shall be charitable, religious, educational, and scientific purposes under section 501(c)(3) of United States Internal Revenue Code of 1986, as amended (the “Code”), or corresponding section of any future federal tax code. At all times in compliance with the purpose limitations of section 501(c)(3) of the Code. The Corporation’s purpose shall also be the elimination of domestic and sexual violence in the Reno-Sparks community.

#### ARTICLE 2 Board of Directors

**Section 2.1 General Powers.** The business and affairs of the Corporation shall be managed by its Board of Directors (“Board” or “Directors”), except as otherwise provided in the Nevada Revised Statutes, and the Articles of Incorporation or these Bylaws.

**Section 2.2 Number; Classification; Election; Tenure and Qualifications.** The number of Directors of the Corporation shall consist of at least six (6) Directors and no more than fifteen (15) Directors. Interested individuals will comply with, and shall be informed of, the following schedule for either applying to join the Board, or declaring their desire to be elected to an office, as provided Section 3.1:

(a) May/June – Declarations of intent for office positions are due to the Board; Applications for Board vacancies are due to the Board.

(b) July – A vote will occur at the Annual Meeting for the purpose of electing the Corporation’s officers and filling Board vacancies.

(c) August – A Board development and planning retreat will be held. The Regular Board Meeting held in June will be the official transition date for the Corporation’s officers and Directors.

All dates are approximate and are subject to change by the Board. Each Director elected at the Annual Meeting shall hold office for an initial period of three (3) years (beginning in June and ending three (3) years later in June) (“Initial Term”) or until his or her earlier death, resignation or removal by the Board. Upon completion of the Initial Term, the Director may be re-elected at the annual January meeting of the Board for an additional term of three (3) years. However, no individual may be elected to the Board for more than two (2) consecutive terms. An individual previously elected to the Board is eligible for reelection to the Board after an interim period off of the Board of not less than one (1) year. If the Annual Meeting of the Board is not held or the Directors are not elected at the annual meeting of the Board, the Directors may be elected at any meeting of the Board.

**Section 2.3 Removal.** Any Director may be removed by a two-thirds (2/3) majority vote of those Directors entitled to vote for the Director being removed whenever the Board determines that, in its judgment, the best interests of the Corporation will be served thereby, or a Director may also be removed by a majority vote of the Members at a meeting duly called for the purpose of removing the Director.

**Section 2.4 Vacancies.** Any Director may resign at any time by giving written notice to the Board Chairperson or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and the acceptance of such resignation shall not be necessary to make it effective. Any vacancy occurring in the Board may be filled by a new interim director appointed by the Board Chairperson. A Director appointed to fill a vacancy shall serve as interim director until a regular or special meeting of the Board is called for the purpose of electing a new director. The interim director may be elected to fill the vacancy. The Director elected at the regular or special meeting shall hold office until the expiration of his or her predecessor’s term, may be elected to successive terms as provided in Section 2.2, and shall serve until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal by the Board. For avoidance of doubt, a Director elected to fill a vacancy shall not be required to be off the Board of an interim period of one (1) year until such Director has served on the Board for greater than three (3) years.

**Section 2.5 Annual Meeting.** The annual meeting of the Board shall be held at the time and place determined by the Board, generally in the month of July (“Annual Meeting”), for the purpose of electing officers and directors and for the transaction of such other business as may come before the meeting. The Board may provide by resolution the time and place for the holding of additional regular meetings.

**Section 2.6 Regular Meetings.** Regular meetings of the Board shall be held at the times and places within or without the State of Nevada as may be designated from time to time by the Board for the consideration and transaction of any business that may properly be brought before the meeting.

**Section 2.7 Special Meetings of the Board.** Special Meetings of the Board may be called by the Board Chairperson, and shall be called by the Board Chairperson or the Secretary upon the request of any three (3) Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

**Section 2.8 Notice.** Notice of each special meeting of the Board stating the place, day and hour of the meeting shall be given to each Director at his or her address (if on file with the Corporation) at least three (3) days prior thereto by the mailing of written notice by first class, certified or registered mail, by personal delivery or by e-mail to the e-mail address provided by the Director to the Board (and the method of notice need not be the same to each Director). If mailed, such notice shall be deemed to be given one (1) day after deposited in the United States mail, with postage thereon prepaid. If delivery of notice is by e-

mail, notice shall be deemed to be given as of the date and time of the sent e-mail. Any Director may waive 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. The business to be transacted at, and the general purpose of, any meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

**Section 2.9 Presumption of Assent.** A Director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her abstention or dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written abstention or dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such abstention or dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to abstain or dissent shall not apply to a Director who affirmatively voted in favor of such action.

**Section 2.10 Quorum and Voting.** A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board, and the vote of a majority of the Directors present in person at a meeting at which a quorum is present shall be the act of the Board. If less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present. No Director may vote or act by proxy at any meeting of the Directors; however, an absent Director may vote on any issue presented at a meeting of the Board by submitting to the Secretary prior to such meeting, his or her vote in a writing signed by the Director and which clearly discloses the issue being voted upon.

**Section 2.11 Actions Requiring Two-Thirds Majority Vote.** Except as provided in Section 2.10, any action brought before the Board addressing the removal of a Director, dissolution of the Corporation, amendment of these Bylaws, or changes to the executive director employment or compensation shall require a two-thirds (2/3) majority vote of the quorum of Directors, and the vote of a two-thirds (2/3) majority vote of the Directors present in person at a meeting in which a quorum is present addressing these actions will be the act of the Board.

**Section 2.12 Compensation.** Directors shall not receive a fee or compensation for their services as a Director, except that they shall be entitled to reasonable expenses incurred while acting on behalf of the Corporation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

**Section 2.13 Authority of the Board and Establishment of Committees.**

(a) The power and authority to control, invest, and dispose of the assets, property and funds of the Corporation for purposes of conducting the Corporation's day-to-day business shall be vested exclusively in the Board. The day-to-day business of the Corporation shall consist of, but not be limited to, all activities necessary to operate any facilities owned or leased by the Corporation, the investment and management of the Corporation's assets, property and funds for purposes of preserving and producing reasonable income from such assets, property and funds, and such other day-to-day business matters as shall be consistent with the purposes of the Corporation, as set forth in the articles of incorporation and these Bylaws.

(b) In addition to the committees enumerated in these Bylaws, by one or more

resolutions, the Board may establish one or more committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority authorized by the Board, except as prohibited by statute. Each committee must have at all times one (1) Director who will serve as the committee chairperson. The remaining members of the committee may be members of the public who are not on the Board. The Board Chairperson shall select the Director that shall hold the position of committee chairperson annually. The Board Chairperson's selections must be approved by a majority of the Board. The committee chairperson shall be subject to the direction and supervision of the Board and shall provide the Board with timely updates of the committee's actions and direction. No Director may serve as the chairperson of a committee for more than three (3) consecutive years.

(c) The delegation of authority to any committee shall not operate to relieve the Board or any Director from any responsibility imposed by law. Rules governing procedures for meetings of any committee of the Board shall be as established by the Board, or in the absence thereof, by the committee itself. Any committee appointed by the Board under this Section 2.13 shall have the power and authority to delegate all or part of its duties to outside persons, as it deems necessary or advisable. Such delegation shall not, however, in any way operate to relieve any member of such committee from his or her responsibility to the Board or the Corporation.

**Section 2.14 Established Committees.** The following committees may be established by the Board and each committee chairperson shall be selected pursuant to section 2.13(b):

- (a) **Fundraising/Resource Development:** The function of this committee is to expand the Corporation's resource base and create strategies that develop stable sources of funding. Functional areas for resource development/fundraising include, but will not be limited to, planned giving and endowment, major gifts, leadership giving, funds from grants, special fundraising events, and gifts in kind. The committee will consist of a chair and such other members from the Board or from the community at large as the chair may desire to appoint.
- (b) **Public Relations (Marketing/Communications):** The function of this committee is to develop and implement ongoing plans that bring about public awareness of the Corporation's mission and goals and engage the community through relationship building, education and outreach, and brand management. The committee's plans will generate community support and commitment, engage and educate target audiences about the needs of the Corporation's clients, and provide clear action steps through which audiences can connect with and participate in the process. The committee will consist of a chair and such other members from the Board or from the community at large as the chair may desire to appoint.
- (c) **Program Oversight Committee:** This committee will review and provide input for programs that include program design, set standards of ethical and informed service provisions. This committee, alongside the Executive Director, reviews outcomes and using quality improvement indicators. This includes collaborating with the Board to ensure compliance and billing practices as they relate to HIPPA. This will involve establishing standards for conducting periodic peer review of clinical interventions as an entire committee and will be done alongside the Executive Director. The committee has the ability to seek outside and independent opinion by qualified and appropriately relevant clinical experienced professionals. The committee will consist of a chair and such other members from the Board or from the community as appropriate. This committee, like others, does not function in a sole manner, and does not practice within their clinical qualifications with Safe Embrace, but provides qualified insight as they relate to clinical programs.

- (d) **Board Recruitment/Nominating:** This committee shall, at a minimum, include a member of the Board, an officer chosen by the Executive Committee, and other community volunteers selected by the Board with knowledge of the community and its leaders. The committee will recruit and nominate potential new Board members to ensure that the Board is composed of qualified members who fairly represent the community the Corporation serves. When a vacancy occurs on the Board, this committee shall work with the Board Chairperson and recommend qualified individuals for appointment to fill the vacancy. Once each year, the committee shall present a slate of officers for election at the Annual Meeting. In addition, the committee will enforce the Board-member term limits as defined in these Bylaws.
- (e) **Finance:** This committee will support the Corporation's professional standards of management and stewardship by overseeing all administrative functions and policies including finance, investments, facilities, data security, and compliance with legal requirements. The committee chairperson of this committee shall be the Treasurer, and at least two Board members shall sit on the committee. The remaining committee members may include non-Board members or volunteers. This committee, like others, does not function in a sole manner, does not practice within their qualifications with Safe Embrace, but provides qualified insight related to financial/accounting matters. At a minimum, two committee members must have finance/accounting expertise. Key responsibilities include, but are not limited to, the following:
- Reviewing periodic financial reports and budgets prepared by the Executive Director and Corporation staff.
  - Making budget and financial-policy recommendations to the Board.
  - Establishing and reviewing internal financial-control policies to safeguard the assets of the Corporation.
  - Ensuring the Corporation has adequate insurance coverage for directors and officers, general liability, workers' compensation, and property and casualty.
  - Providing oversight of short and long-term strategic financial planning, investment policies, facility planning and maintenance, and data security and confidentiality policies.

**Section 2.15 Meetings by Telephone.** Members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

**Section 2.16 Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Directors or any committee thereof may be taken without a meeting if a consent in writing or consent authorized by a mark adopted by the signer via electronic communication, setting forth the action so taken, shall be signed or authorized by the number of Directors that would be required at a meeting to constitute the act of the Directors or a majority of committee members entitled to vote with respect to the subject matter thereof. Whenever action is taken by written consent, a meeting of Directors or of the committee members need not be called or notice given. The written consent may be signed in counterparts and must be filed with the minutes of the proceedings of the Directors or the committee.

**Section 2.17 Annual Reports.** The Treasurer shall submit, within ninety (90) days of the end of the Corporation's fiscal year, an annual report to the Board setting forth information pertaining to the Corporation's operations during the previous year.

### **ARTICLE 3**

#### **Officers and Agents**

**Section 3.1 Number and Qualification.** The officers of the Corporation shall be a Board Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. Each officer shall be a member of the Board. The Board may also elect or appoint such other officers, assistant officers and agents, including a president, one or more vice-presidents, assistant secretaries and assistant treasurers, as it may consider necessary. One person may hold more than one office at a time. All officers must be at least eighteen (18) years old.

**Section 3.2 Election and Term of Office.** The officers of the Corporation shall be elected by the Board at the Annual Meeting and shall serve for a term of two (2) years. If the election of officers cannot be held at the time set for the Annual Meeting, such election shall be held as soon as convenient thereafter. Each officer shall hold office until his or her successor shall have been duly elected and qualified or until his or her earlier death, resignation or removal.

**Section 3.3 Compensation.** Initially the officers of the Corporation shall not receive any compensation for their services. However, the compensation of the officers may be fixed from time to time by the Board; provided that the salaries shall be reasonable and given in return for services actually rendered to or for the Corporation, and no officer shall be prevented from receiving a salary by reason of the fact that he or she is also a Director of the Corporation.

**Section 3.4 Removal.** Any officer or agent may be removed by a majority vote of the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

**Section 3.5 Vacancies.** Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the Board Chairperson. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board for the unexpired portion of the term.

**Section 3.6 Authority and Duties of Officers.** The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board Chairperson, the Board or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) **Board Chairperson.** The Board Chairperson shall, subject to the direction and supervision of the Board, (i) be the chief executive officer of the Corporation and have general and active control of its affairs and business and general supervision of its officers, agents and employees; (ii) preside at all meetings of the Board; (iii) see that all orders and resolutions of the Board are carried into effect; (iv) with the advice and recommendations of the Board, appoint the chairpersons of each Board committee; and (v) perform all other duties incident to the office of Board Chairperson and as from time to time may be assigned to him or her by the Board. The Board Chairperson shall have all of the attendant duties of a president under chapter 82 of the Nevada Revised Statutes and, for purposes of NRS 82.193, shall be the equivalent thereof.

(b) Vice-Chairperson. The Vice Chairperson shall assist the Board Chairperson and shall perform such duties as may be assigned to them by the Board Chairperson or by the Board. The Vice-Person shall, at the request of the Board Chairperson, or in his or her absence or inability or refusal to act, perform the duties of the Board Chairperson and when so acting shall have all the powers of and be subject to all the restrictions upon the Board Chairperson. It is expected that the Vice-Chairperson will serve in the office of Board Chairperson directly following his or her term as Vice-Chairperson. The Vice-Chairperson shall also serve as the “Ethics Liaison” for the Corporation. In the Vice Chairperson’s capacity as Ethics Liaison, the Vice-Chairperson shall establish procedures for Board, staff, and community members to submit ethics complaints; and will annually distribute the Corporation’s Conflict of Interest Policy with the disclosure form to all Directors and staff and ensure that such forms are completed and returned.

(d) Secretary. The Secretary shall: (i) keep all minutes of the proceedings of the Board and any committees of the Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) be custodian of the corporate records and of the seal of the Corporation; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board Chairperson or by the Board. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.

(e) Treasurer. The treasurer shall: (i) be the principal financial officer of the Corporation and have the care and custody of all its funds, securities, evidences of indebtedness and other personal property and deposit the same in accordance with the instructions of the Board; (ii) receive and give receipts for moneys paid in on account of the Corporation, and pay, out of the funds on hand, all bills, payrolls and other just debts of the Corporation of whatever nature upon maturity; (iii) unless there is a controller, be the principal accounting officer of the Corporation and as such prescribe and maintain the methods and systems of accounting to be followed, keep complete books and records of account, prepare and file (or hire an independent certified public accountant to prepare and file) all local, state and federal income tax returns and related documents, prescribe and maintain an adequate system of internal audit, and prepare and furnish to the Board Chairperson and the Board statements of account showing the financial position of the Corporation and the results of its operations; (iv) upon request of the Board, make such reports to it as may be required at any time; (v) provide Board of Directors with monthly financial report at each regularly scheduled meeting of the Board of Directors; and (vi) perform all other duties as from time to time may be assigned to him or her by the Board Chairperson or the Board. Assistant treasurers, if any, shall have the same powers and duties, subject to supervision by the treasurer.

## **ARTICLE 4**

### **Indemnification**

**Section 4.1 Indemnification of Directors, Officers, Etc.** The Corporation hereby declares that any person who serves at its request as a director, officer, employee, committee chairperson, or member of any committee, or on behalf of the Corporation as a director or officer of another corporation, whether for profit or not for profit, shall be deemed the Corporation's agent for the purposes of this Article and shall be indemnified by the Corporation against expenses (including attorney fees), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such service, provided such person acted in

good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Except as provided in Section 4.3, termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which he or she reasonably believed to be in the best interests of the Corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe his or her conduct was unlawful.

**Section 4.2 Indemnification against Liability to Corporation.** No indemnification shall be made in respect of any claim, issue or matter as to which a person covered by Section 4.1 shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

**Section 4.3 Indemnification in Criminal Actions.** No indemnification shall be made in respect to any criminal action or proceeding as to which a person covered by Section 4.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

**Section 4.4 Other Indemnification.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under the articles of incorporation, any agreement, any other provision of these Bylaws, vote of the disinterested directors or otherwise, and any procedure provided for by any of the foregoing, both as to action in his or her official capacity and as to action in another capacity while holding such office.

**Section 4.5 Period of Indemnification.** Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these Bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the Corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

**Section 4.6 Insurance.** By action of the Board, notwithstanding any interest of the Directors in such action, the Corporation may, subject to Section 4.8, purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him or her and incurred by him or her in his or her capacity of or arising out of his or her status as an agent of the Corporation, whether or not the Corporation would have the power to indemnify him or her against such liability under applicable provisions of law. The Corporation may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the Corporation against any liability, including without limitation, any liability for the indemnifications provided in this Article.

**Section 4.7 Right to Impose Conditions to Indemnification.** The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Board may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the Corporation; (b) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; and (c) that the Corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings, and do everything necessary to assure such rights of subrogation to the Corporation.

**Section 4.8 Limitation on Indemnification.** Notwithstanding any other provision of these Bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE 5**

### **Executive Director**

**Section 5.1 Power to Employ.** The Board has the power to employ and, in accordance with applicable law, to terminate the employment of an Executive Director who shall be compensated upon the terms and conditions approved by a two-thirds (2/3) majority of the Board.

**Section 5.2 Executive Director Duties and Authority.** The Executive Director shall serve at the Board's discretion and shall carry out whatever tasks the Board from time to time resolves. Subject to such supervisory powers as are hereby vested in the Board, the Executive Director shall supervise, direct, manage and control the day-to-day business of the Corporation and shall have such other powers and duties as may be prescribed by the Board or by these Bylaws. The Executive Director may engage in negotiations involving commitments of the resources of the Corporation or the acceptance of money or resources by the Corporation in furtherance of the purposes of the Corporation as set out in the Articles of Incorporation and these Bylaws. The Executive Director shall generally be expected to attend all meetings of the Corporation's officers, the Board of Directors and the Corporations fundraising events.

## **ARTICLE 6**

### **Miscellaneous**

**Section 6.1 Accounts Books; Minutes; Etc.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board. The books of account may be audited annually by a certified public accountant and a copy of the complete audit, if conducted, shall be provided to each Director. Books shall be kept in accordance with sound accounting principles. All books and records of the Corporation may be inspected by any Director or by his or her accredited agent or attorney, for any proper purpose at any reasonable time.

**Section 6.2 Fiscal Year.** The fiscal year of the Corporation shall end on June 30.

**Section 6.3 Conveyances and Encumbrances.** Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by the Board, and such authorized persons shall have the power to execute and deliver any and all instruments of assignment, conveyance and disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

**Section 6.4 Designated Contributions.** The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

**Section 6.5 Conflicts of Interest.** If any person who is a Director or officer of the Corporation is aware that the Corporation is about to enter into any business transaction directly or indirectly with himself or herself, any member of his or her family, or any entity in which he or she has any legal, equitable or fiduciary interest or position, including without limitation as a Director, officer, shareholder, partner or beneficiary, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Corporation of his or her interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his or her knowledge that bear on the advisability of such transaction from the standpoint of the Corporation, and (c) not be entitled to vote on the decision to enter into such transaction.

**Section 6.6 Loans to Directors or Officers Prohibited.** No loans shall be made by the Corporation to any of its Directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

**Section 6.7 References to Internal Revenue Code.** All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

**Section 6.8 Amendments.** The power to alter, amend or repeal the articles of incorporation or bylaws and adopt new articles or bylaws shall be vested in the Board; any such action shall require a two-thirds (2/3) majority vote of the Board present at a meeting called for such purpose. Notice of any alteration, amendment or repeal of the articles or bylaws, or of the adoption of new articles or bylaws shall require ten (10) days prior notice.


**Section 6.9 Severability.** The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provision were omitted.

*[Officer Certification on the Following Page]*

CERTIFICATE OF ADOPTION

The undersigned certifies that he is the Secretary of Safe Embrace, a Nevada non-profit corporation, and that, as such, he is authorized to execute this certificate on behalf of said corporation, and further certifies that the foregoing Amended and Restated Bylaws of Safe Embrace were adopted by the Board of Directors.

DATED: this 29 day of May, 2018.

By:   
Matthew Maloy, Secretary