

CORPORATION BYLAWS OF

TXOKO ONA, INC.

ARTICLE I

Members

Section 1.

QUALIFICATION AND ELECTION OF MEMBERS:

Persons qualified for membership shall include all persons of Basque extraction or part Basque extraction and their spouses, whether of Basque extraction or not. Application for membership shall be made in writing on application blanks prepared and furnished by the organization. Such applications shall be approved by the Board of Directors or by a membership committee, if such committee be created by the Board of Directors. Once a person qualifies and becomes a member, they are a member as long as they continue in good standing. Once a member expires his membership, for whatever reason, they must qualify once again.

Section 2.

ANNUAL MEETING OF MEMBERS:

The annual meeting of the members for the election of directors and for the consideration of the reports of officers and the transaction of any other business pertaining to the affairs of the corporation shall be held prior to March 31 of each year at such place and hour as may be designated from time to time by the directors and stated in the call for such meeting.

Section 3.

QUORUM:

Twenty (20) members, but not exceeding a majority of the members, shall constitute a quorum for the election of directors and for the transaction of any and all businesses with every power of the members of the corporation to transact at such meeting.

Section 4.

DUES:

There shall be but one class of membership in such corporation and the membership fee shall be Thirty-Five dollars (\$35) per annum, per member due and payable on or before the 31st day of January of each year, save and except the first year's membership, shall be due and payable at the time of joining. If married, or if single with dependent children, dues shall be fifty (\$50) dollars per annum. The husband and wife shall be considered as individual members. Membership shall give to the members and their dependent children all the rights and privileges of the organization.

Provided that no child over the age of eighteen (18) years shall be considered a dependent and dependant children shall not be entitled to vote.

There will be an initiation fee of Ten dollars (\$10) assessed to each new member. The initiation fee shall be waived as to all persons who join prior to the first general membership meeting in January, 2001.

Section 5.

MEMBERS SHALL HAVE NO INTEREST IN ASSETS OF CORPORATION:

Membership in the corporation shall not entitle the member to any interest whatsoever in the assets of the corporation, except in case of dissolution of the corporation, but only to participate in the management of the affairs of corporation through meetings of the members legally called and held within the period covered by the membership.

In the question of dissolution, only the members by written vote or attendance at a special meeting will have a say in dissolution proceedings. Dissolution will have to have a fifty percent (50%) plus one (1) vote to proceed, at which time, all proceeds would be so directed as to allocation of funds.

Section 6.

NOTICE OF MEETINGS:

All meetings of the members shall be called upon not less than ten (10) days written or printed notice, mailed to the members at their last known address as shown on the books of the corporation.

Section 7.

SPECIAL MEETINGS.

Special meetings of the members may be called at any time by the president, or, in his absence, by the vice-president, and it shall be his duty to call such meetings when so directed by the board of directors. Upon failure of the president or vice-president to call such a meeting within five (5) days after so requested, such meeting shall be called by a majority of the Board of Directors. Notice of such special meeting shall be given by the secretary of the corporation, in the same manner as herein provided for the notice of the annual meeting. The notice of special meeting, in addition to stating the time and place of the meeting, shall also state the object and purpose of such meeting. Special meetings must also be called upon the written request of ten percent (10%) of the membership in good standing, which written request shall be filed with the secretary, and shall indicate clearly the purpose or purposes for which such meeting is called. Whereupon, the secretary must mail the notice of such meeting as hereinafter provided for special meetings otherwise called.

Section 8.

SUSPENSION:

The Board of Directors shall have the power to suspend summarily any member of the organization. Within three (3) days after such suspension, the secretary shall mail to such suspended member, at the address shown in the secretary's records, a written statement of the reason of such suspension. Such suspended member shall thereupon have the same right to be heard before the board or before a regular or special meeting of the organization, as hereinafter provided in case of an expelled member.

Section 9.

EXPULSION:

If any member shall be charged with conduct prejudicial to the welfare of the organization the Board of Directors, upon twenty-one (21) days notice to such member of the nature of the charges, and after such member shall have had an opportunity to appear before the board and explain or refute the same, may, by a vote of a majority of the members of the Board of Directors, expel such member from the organization, provided, however, that the action of the board in expelling a member may be reviewed at the next general meeting of the members, or at a special meeting called as herein above provided.

Voting at such meeting on the expulsion of a member shall be by ballot, and it shall require the vote of two-thirds (2/3) of those present to reverse the action of the Board of Directors in expelling a member.

ARTICLE II

Board

Section 1.

NUMBER AND POWERS:

The corporate powers of this corporation shall be vested in a board of five (5) directors, who shall be elected at the annual meeting of the members; provided however,

- (a) That the vacancies of the Board of Directors shall be filled by the remaining members of the board; and
- (b) That the directors shall be elected for a term of two (2) years and shall hold office for such term and until his successor is elected and qualified.
- (c) An alternate shall be elected to replace any of the five (5) board members that find it impossible to complete their term. The alternate would only fill the vacancy until the next annual meeting and election.

Section 2.

MEETINGS:

Regular meetings of the Board of Directors shall be held annually immediately succeeding the meeting of the membership herein above provided for, and in addition, other regular meetings may be held at such hour and place as the board may, from time to time, designate by resolution spread upon its minutes.

Section 3.

QUORUM:

A majority of the members of the board shall constitute a quorum for the transaction of any and all business of the said corporation.

Section 4.

SPECIAL MEETINGS:

Special meetings may be called by the president, or in his absence, by the vice-president, upon five (5) days written notice mailed to each director at his last known address.

Section 5.

POWERS OF THE BOARD:

The Board of Directors may fill any vacancy in its body by the election of a director, who shall hold office until the next annual meeting of the club. The Board of Directors shall have the power to elect and expel members as herein above provided; to make, alter, amend, and enforce rules regulating those of the club house, and facilities; to appoint such committees as it deems advisable, to prescribe their duties; to make, alter, amend and enforce rules for its own government; and to decide all questions not governed or determined by the Articles of Incorporation or these Bylaws.

The board has the power to authorize capital expenditures up to and including One-Thousand dollars (\$1,000). All expenditures over this amount must be approved at a special meeting.

All funds deposited or set aside with the title of "Endowment Funds" will require two-thirds (2/3) affirmative vote at a General Meeting or a Special Meeting called for the purpose of spending any "Endowment Funds". The interest earned on the "Endowment Funds" can be deposited to the General Account for operating expenses or reinvestment, the amount of the initial deposit would remain the protected amount.

ARTICLE III

Officers

Section 1.

NUMBER:

The officers of the corporation shall be: a president, one or more vice-presidents, a secretary and a treasurer. The president and vice-president or vice-presidents, shall be members of the board. The other officers shall be selected from the membership at large. The officers of the secretary and treasurer may be vested in one person. The officers shall be chosen at the first meeting of the Board of Directors following the annual meeting of the members, and they shall hold office for one (1) year, or until their successors are chosen and have qualified.

Section 2.

PRESIDENT:

The president of the Board of Directors shall preside at all meetings of the board and of the members. He shall sign all contracts, deeds, and other instruments ordered to be executed by the board.

Section 3.

VICE-PRESIDENT:

In the case of absence or disability of the president, his duties shall be performed by the vice-president, and in the absence or disability of both the president and vice-president, the duties shall be performed by the second vice-president, if there be one.

Section 4.

SECRETARY:

The secretary shall record all proceedings of the Board of Directors and of membership meetings. He shall have custody of the corporate seal and the book of the membership. He shall keep proper books of accounts, sign all checks in payment of bills, accounts and for salaries and discharge such other duties pertaining to his office as may from time to time be ordered by the board. He shall give notice of all meetings of the Board of Directors and of the membership required to be given under these bylaws or by the Board of Directors.

Section 5.

TREASURER:

The treasurer shall keep such books of account showing his receipts and disbursements as may be ordered by the board, and shall account for all funds of the corporation coming into his possession, and shall deposit the same in some bank designated by the board or directors. No funds shall be drawn out of the treasury or from the bank account, except in payment of bills, accounts, and salaries accrued and ordered paid by the Board of Directors, and then only on checks of the

corporation signed and countersigned as may be directed by the board. At each annual meeting of the membership, the treasurer shall submit, for the information of the members a complete statement of his accounts for the year. He shall discharge such other duties appertaining to his office as may from time to time be prescribed by the Board of Directors.

Section 6.

OTHER OFFICERS:

The board may appoint such other officers, employees and consultant as may from time to time seem necessary or desirable.

Section 7.

NOMINATING COMMITTEE:

A nominating committee of three (3) members shall be appointed by the president at least three (3) weeks prior to the annual meeting, and such committee shall report for nomination at least one (1) eligible member for election as there are vacancies to be filled plus one alternate. Such committee, shall deliver to the secretary its report in writing at least two (2) weeks prior to the annual meeting, and the secretary shall, at least ten (10) days prior to the annual meeting, mail to the membership, via regular mail, the names of the persons so reported by the nominating committee. Further nominations may be made from the floor of the annual meeting. Voting for directors shall be by ballot.

Section 8.

REMOVAL FROM OFFICE:

The club may remove any officer or director by a majority vote at a regular meeting or a special meeting called for that purpose.

A director or officer may resign, due to whatever reason, in writing to the president. If a director or officer has three (3) unexcused successive absences from scheduled board meetings, he/she will be replaced on the board without a regular or special member meeting.

ARTICLE IV

Committees

Section 1.

STANDING COMMITTEES:

The standing committees of the club shall be: Entertainment Committee, House Committee, Membership Committee, Finance Committee, and such other committees as the Board of Directors may desire to appoint. Each committee shall consist of one or more regular members, who shall be appointed by the president and shall serve during his pleasure. At least one member of such committee shall be a director. The sets of every committee shall be subject to the approval of the Board of Directors, to whom the committee shall report.

ARTICLE V

Visitors and Guests:

Section 1.

VISITORS:

Visitors and guests accompanied by members may be admitted to the club at any time that the club shall be opened, except on such occasions as the Board of Directors may designate as private or closed days or occasions, and the members are then prohibited from bringing guests.

Section 2.

DANCES AND ENTERTAINMENT:

The Board of Directors may designate certain dances or other events as public, for club members only, for Basques only or for members and their guests, and may make such rules and regulations concerning such dances and events as the board may deem necessary or desirable.

Section 3.

RESPONSIBILITY OF MEMBERS:

Any member inviting a guest shall be responsible to the club for their actions and conduct of such guests including any debts incurred by such guest. Each and every member shall, likewise, be responsible for the conduct of his or her dependent children.

Section 4.

OTHER RULES AND REGULATION:

The Board of Directors shall have the power to make such further rules and regulations governing guests and members as they shall deem proper.

ARTICLE VI

Txoko Ona, Inc., shall maintain cultural, social and economic ties with the Basque Country, its people, history, language and culture.

ARTICLE VII

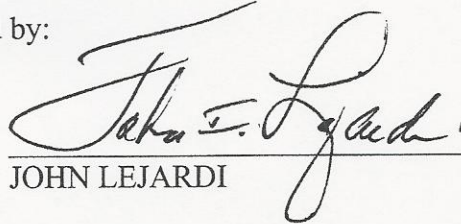
Section 1.

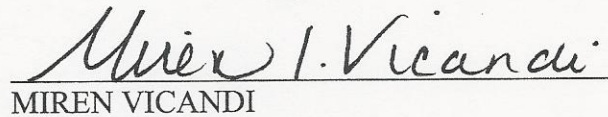
These By-Laws may be repealed or amended, or new By-Laws adopted at the annual meeting or any meeting of the members called for that purpose, by a vote representing two-thirds of the membership present at such meeting if there is a quorum, or the power to repeal and amend the By-

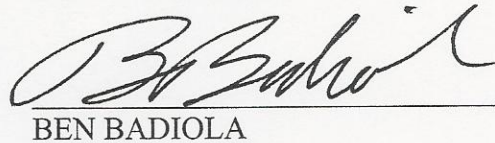
Laws may, by similar vote, be delegated to the Board of Directors, which power, however, maybe revoked by a similar vote at any regular meeting of the members.

The foregoing By-Laws were regularly adopted by the first meeting of members held this 14th day of January, 2001 at Homedale, Idaho, and were ratified at the meeting of the Board of Directors of said Corporation on the 14th day of January, 2001.

Signed by:


JOHN LEJARDI


MIREN VICANDI


BEN BADIOLA


TERESA RYSKA


DENNIS URI

**AMENDMENT TO ARTICLE 1, SECTION 4
OF
TXOKO ONA, INC.**

At the annual meeting of members held on the 3rd day of February, 2002 Motion was made to amend Article I, Section 4 of the Bylaws to provide that the annual dues are to be on or before the annual meeting each year rather than by the 31st of January.

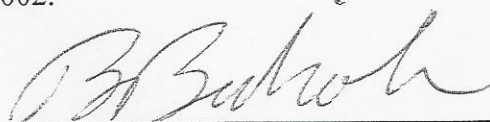
Upon Motion duly made and discussion, the membership, pursuant to Article VII, Section 1 of the Bylaws, unanimously adopted the following amendment to the Bylaws:

**ARTICLE I, SECTION 4
DUES**

There shall be but one class of membership in such corporation and the membership fee shall be Thirty-Five dollars (\$35) per annum, per member due and payable on or before the ~~31st day of January of annual meeting~~ each year, save and except the first year's membership, shall be due and payable at the time of joining. If married, or if single with dependent children, dues shall be fifty (\$50) dollars per annum. The husband and wife shall be considered as individual members. Membership shall give to the members and their dependent children all the rights and privileges of the organization. Provided that no child over the age of eighteen (18) years shall be considered a dependent and dependant children shall not be entitled to vote.

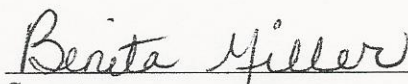
There will be an initiation fee of Ten dollars (\$10) assessed to each new member. The initiation fee shall be waived as to all persons who join prior to the first general membership meeting in January, 2001.

DATED This 4th day of February, 2002.



PRESIDENT

ATTEST BY:



Secretary

**AMENDMENT TO ARTICLE II, SECTION 5
OF THE BY-LAWS OF
TXOKO ONA, INC.**

At the annual meeting of members held on the 28th day of January, 2007, Motion was made to amend Article II, Section 5 of the By-laws to increase the cash expenditure of the Board from \$1,000 to \$5,000.

Upon Motion duly made and discussion, the membership, pursuant to Article VII, Section 1 of the Bylaws, adopted the following amendment to the Bylaws:

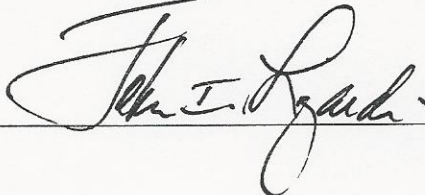
**ARTICLE II, SECTION 5
POWERS OF THE BOARD**

The Board of Directors may fill any vacancy in its body by the election of a director, who shall hold office until the next annual meeting of the club. The Board of Directors shall have the power to elect and expel members as herein above provided; to make, alter, amend, and enforce rules regulating those of the club house, and facilities; to appoint such committees as it deems advisable or prescribe their duties, to make, alter, amend and enforce rules for its own government; and to decide all questions not governed or determined by the Articles of Incorporation or these Bylaws.

The board has the power to authorize capital expenditures up to and including ~~One Thousand dollars (\$1,000)~~ Five Thousand dollars (\$5,000).

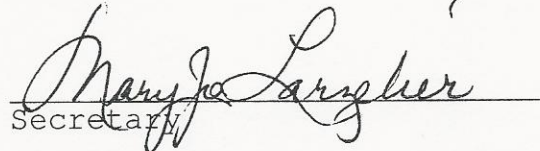
All funds deposited or set aside with the title of "Endowment Funds" will require two-thirds (2/3) affirmative vote at a General Meeting or a Special Meeting called for the purpose of spending any "Endowment Funds". The interest earned on the "Endowment Funds" can be deposited to the General Account for operating expenses or reinvestment, the amount of the initial deposit would remain the protected amount.

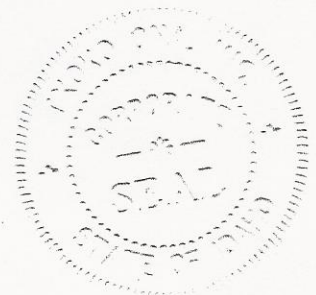
DATED This 12th day of February, 2007.



President

ATTEST:


Secretary



**AMENDMENT TO ARTICLE II, SECTION 1
OF THE BY-LAWS OF
TXOKO ONA, INC.**

At the annual meeting of members held on the 28th day of January, 2007, Motion was made to amend Article II, Section 1 of the By-laws to increase the number of Board of Directors from five (5) to seven (7).

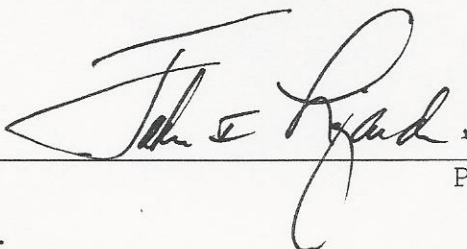
Upon Motion duly made and discussion, the membership, pursuant to Article VII, Section 1 of the Bylaws, adopted the following amendment to the Bylaws:

**ARTICLE II, SECTION 1
NUMBER AND POWERS**

The corporate powers of this corporation shall be vested in a board of ~~five (5)~~ seven (7) directors, who shall be elected at the annual meeting of the members; provided however,

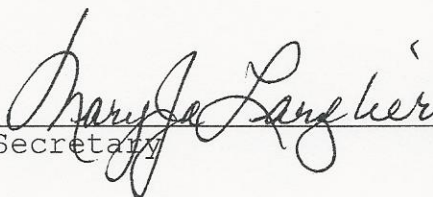
- (a) That the vacancies of the Board of Directors shall be filled by the remaining members of the board; and
- (b) That the directors shall be elected for a term of two (2) years and shall hold office for such term and until his successor is elected and qualified.
- (c) An alternate shall be elected to replace any of the ~~five (5)~~ seven (7) board members that find it impossible to complete their term. The alternate would only fill the vacancy until the next annual meeting and election.

DATED This 12th day of February, 2007.



President

ATTEST:



Secretary

