

**AMENDED AND RESTATED BYLAWS
OF
THE BURLESQUE HALL OF FAME, INC.
A California Nonprofit Public Benefit Corporation**

Approved by the Board, September 13, 2015

ARTICLE I

Section 1.1 Name. The name of the corporation is The Burlesque Hall of Fame, Inc., (“*BHoF*”). BHoF may establish such acronyms or abbreviations as may be appropriate for its business use and may also create logos, service marks, trademarks, and fictitious business names as may be appropriate to further its charitable purposes, mission, and goals.

**ARTICLE II
OFFICES**

Section 2.1 Principal Office. The mailing and street address of BHoF’s principal office is P.O. Box 580, Las Vegas, Nevada 89125. The Board of Directors may change this principal office to another location within Nevada or California.

Section 2.2 California Office. BHoF shall also maintain an office at 520 Fremont Street, #120. Las Vegas, NV 89101. The Board of Directors may change this office to another location within Nevada or California.

Section 2.3 Change of Address. The Board of Directors is granted full power and authority to change the principal office from one location to another within Nevada or California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment to the Bylaws.

Section 2.4 Other Offices. The Board of Directors may at any time establish one or more other offices at any place or places within Nevada or California; California being its Corporate Domicile and a Foreign Corporation of Nevada transacting business.

**ARTICLE III
BHOFF ’S MISSION**

Section 3.1 Mission. The objects and purposes of BHoF shall be as set forth in the corporation’s Articles of Incorporation, as it may be amended from time to time. The specific purposes of BHoF , and the business and objectives to be carried on promoted by it are to preserve and perpetuate the era of burlesque and exotic dancing by displaying artifacts of the genre – including; but not limited to, photographs, film, posters, costumes, accessories, and related memorabilia – in a museum setting. This corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law of the State of California, and a Foreign Corporation of Nevada, where it transacts business, and is organized for public and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding provision of any further U.S. Internal Revenue Code.

ARTICLE IV MEMBERS

Section 4.1 Members. The Corporation shall have no voting members within the meaning of the California Nonprofit Public Benefit Corporation Law.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable law, and subject to any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by or under the direction of, the Board of Directors, consistent with the specific purposes of the Corporation as set forth in Article IV of the Articles of Incorporation.

Section 5.2 Function of the Board. The Board of Directors oversees the management of BHoF and its business affairs but it does not manage BHoF. The Board shall select a well-qualified and ethical individual to serve as Executive Director and shall diligently supervise the Executive Director in his or her management of BHoF. The Board shall focus on long-term business objectives and not day-to-day management and empower the Executive Director to manage any staff with effective Board oversight. In addition, the Board shall perform the following specific functions, including, but not limited to, the following: Without prejudice to the general powers set forth in Section 1 of this Article, but subject to the same limitations, the Directors should have the power to:

- (a) implement procedures to educate each director of the Board on the business and governance of BHoF, evaluate each director's performance, and orient and familiarize new directors on the organization and its operations and business affairs;
- (b) select and remove the officers, employees, and agents of BHoF, prescribe powers and duties for them as may be consistent with applicable law, the Articles of Incorporation, and these Bylaws, fix their compensation, require security for faithful services, and adopt plans for management succession;
- (c) review and approve the strategic plan for BHoF and the annual operating plan, budget, business plan, and corporate performance;
- (d) set policy and provide guidance and strategic direction to management on significant issues facing BHoF;
- (e) review and approve significant corporate actions;
- (f) borrow money and incur indebtedness on behalf of BHoF and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities;
- (g) oversee the financial reporting process and legal and regulatory compliance matters for BHoF;

- (h) oversee effective corporate governance;
- (i) approve the capital structure, and develop financing strategies and borrowing commitments and long-range financial planning;
- (j) review and approve financial statements, annual reports, audit and control policies, and, upon the recommendation of the Audit Committee, select independent auditors;
- (k) monitor to determine whether the assets of BHoF are being properly protected;
- (l) review the compliance of BHoF with applicable statutes and regulations;
and
- (m) ensure that the Board and management are properly structured and prepared to act in the event of an unforeseen event with the Board.

Section 5.3 Qualifications. A director shall have the highest personal and professional integrity; the demonstrated ability and judgment to govern a nonprofit organization; and be effective, in coordination with the other directors, in serving the long-term interests of BHoF. Directors shall possess the highest personal values, judgment, and integrity, and have experience in the range of business, financial, legal and other business issues that face or may face BHoF. Directors should have a level of experience commensurate with that of serving on the Board of Directors of an organization like BHoF and should have knowledge or experience in one or more of the following areas – nonprofit finance, legal, marketing, fundraising, audit, management, communications or criteria as voted on by the Board.

Membership on the Board of Directors shall be open to all persons with a demonstrated commitment to advancing the interests of BHoF's nonprofit sector and will not be restricted on the basis of race, color, religion, age, national origin, gender, or sexual orientation. The Board of Directors shall strive to select a slate of candidates that is broadly representative of the State of California's Nonprofit Sector, as well as its Foreign Corporation of Nevada transacting business, any stakeholders, organizations or individuals providing services to or otherwise demonstrating a significant interest in or commitment to the nonprofit sector, as well as areas of the state and various non profit sectors including education, health, economic development social services, cultural entities, advocacy organizations and any other sector represented within this Corporation's membership.

Section 5.4 Number of Directors. The Board of Directors shall consist of nine (9) directors, with a maximum of fifteen (15).

Section 5.5 Interested Directors. No more than forty-nine percent of the persons serving on the Board of Directors may be "interested persons." An "interested person" is:

- (a) any person currently being compensated by the Corporation for services rendered to it within the previous twelve months, whether as a full or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as a director; or
- (b) any brother, sister, ancestor, descendant, spouse, significant other, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of

any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 5.6 Compensation of Directors. Directors shall receive no compensation for their services as directors but may receive reimbursement for their expenses of attending Board of Directors meetings as may be determined from time to time by the Board of Directors. A director shall be subject to all of the duties and obligations imposed by the Articles, these Bylaws or by law, whether or not that director receives any compensation from the Corporation. Nothing in this section shall preclude any director from serving the Corporation in any other capacity and receiving compensation for such other service subject to the requirements set forth in these Bylaws. No obligation, otherwise valid, to pay such compensation shall be voidable merely because the persons receiving the compensation participated in the decision to pay it, unless it was not just and reasonable as to the Corporation at the time it was authorized, ratified or approved.

Section 5.7 Election and Term of Office. Directors shall be elected for a term of two (2) year(s) or until a successor is elected. Directors shall be elected by the Board of Directors. The candidates receiving the highest number of votes shall be elected as directors. Any reduction in the number of directors authorized in the Articles of Incorporation or these Bylaws will not require the removal of any director prior to the expiration of such director's term of office. No amendment of the Articles of Incorporation or these Bylaws may extend the term of a director beyond the term for which the director was elected.

The Board of Directors shall be responsible for identifying prospective candidates for election to the Board of Directors and shall solicit nominations from Members. Each candidate that is representing a Member must be a designated representative of that Member. No later than forty-five (45) days before the Annual Meeting, the Members shall present to the Board of Directors for review a slate of candidates composed of representatives of Members and at-large candidates. A list of candidates on the slate, the term for which each is nominated, and relevant biographical information about each candidate shall be sent to the Members along with the notice of the Annual Meeting.

Section 5.8 Removal for Cause. The Board of Directors may declare vacant the office of a director upon the occurrence of (a) the direction being declared of unsound mind by a final order of court; (b) the director being convicted of a felony; (c) a final order or judgment of any court that the director breached any duty under Sections 5230-5239 of the California Nonprofit Public Benefit Corporation Law; or (d) the director failing to attend three (3) consecutive Board meetings without a reasonable excuse for such absence and prior written notice to the Board of the director's absence.

Section 5.9 Removal Without Cause. Subject to Section 5222(f) in accordance with the Corporations Code, the Board of Directors may also remove any Director without cause if the removal is approved by a majority of the Directors then in office.

Section 5.10 Resignation of Director. Any director may resign from the Board of Directors effective immediately upon giving written notice to the President of the Board, the Secretary of the Board, or the Board of Directors as a whole unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. Except upon notice to the Attorney General of the State of California, no director may resign where the Corporation would then be left without a duly elected director or directors in charge of its affairs.

Section 5.11 Vacancies Filled by the Board. (a) A vacancy or vacancies on the Board of Directors shall occur in the event of (i) the death or resignation of any director; (ii) the declaration by

resolution of the Board of Directors of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a final court order, found by final order or judgment of any court to have breached a duty under California Nonprofit Public Corporation Law; or (iii) an increase in the authorized number of directors.

(b) Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (i) the unanimous written consent of the directors then in office, (ii) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code Section 5211, or (iii) a sole remaining director.

(c) The Board shall remove and declare vacant the office of a Director who fails to attend, without excuse acceptable to the Board, two (2) consecutive meetings of the Board.

ARTICLE VI MEETINGS OF THE BOARD

Section 6.1 Place of Board Meetings. Meetings of the Board shall be held at the principal office of the Corporation or at such other place which has been designated in the notice of the meeting or by resolution of the Board.

Section 6.2 Regular Meeting. Regular meetings of the Board of Directors shall be held quarterly at a time and place designated by resolution of the Board. The first regular meeting in the Corporation's fiscal year shall be the annual meeting of the Board of Directors.

Section 6.3 Special Meetings. Special meetings of the Board of Directors may be called by the President or the Secretary or any two directors. A special meeting shall be held upon five (5) days written notice sent by first-class mail, postage prepaid, or upon 48 hours' notice delivered personally or by telephone. Notice of the special meeting need not be given to any director who signs a Waiver of Notice, 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 and who, before or the beginning of the meeting, does not protest the lack of notice to her or him. All such waivers, consents, and approvals shall be filed with the records of the Corporation or made a part of the minutes of the meeting of the Board.

Section 6.4 Quorum. A majority of the authorized directors in office immediately before a meeting begins shall constitute a quorum for the transaction of any business except adjournment. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of some of the directors, if any action taken or decision made is approved by at least a majority of the required quorum for such meeting, or a greater number required by law, the Articles or these Bylaws.

Section 6.5 Proxies. No director may vote or act by proxy at any meeting of the Board of Directors.

Section 6.6 Transactions of the Board of Directors. (a) Every action taken or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be an act of the Board of Directors, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporations Law, including, without limitation, those provisions relating to (i) approval of contracts or transaction in which a director has a direct or indirect material financial interest; (ii) approval of certain transactions between corporations having common directorships; (c) creation of and appointments to committees of the Board; or (d) indemnification of directors.

(b) No director may vote on any decision regarding whether any other corporation, institution, or other business entity that employs the director, or on which that director serves on its governing board, should enter, or should negotiate to enter, into a contract or other agreement with the Corporation in which that director will receive a personal financial gain or benefit.

Section 6.7 Contracts and Other Transactions with Directors and Officers. No director of the Corporation, nor any other corporation, firm, association, or other entity in which one or more of this Corporation's directors have a material financial interest, shall have an interest, directly or indirectly, in any contract or transaction with this Corporation unless (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully and fairly disclosed to the Board and noted by the Secretary in the minutes or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith a majority of the Board by a vote sufficient for that purpose counting the votes of the interested directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Corporation for its own benefit enters into the transaction which is fair and reasonable to the Corporation at the time in which the transaction is entered.

This section does not apply to a transaction that is part of an educational or charitable program of the Corporation if it (y) is approved or authorized by the Corporation in good faith and without unjustified favoritism and (z) results in a benefit to one or more directors or their families because they are in the class of person intended to be benefited by the educational or charitable program of this Corporation.

Section 6.8 Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 6.9 Waiver of Notice. Notice of a meeting need not be given to any director who either before or after the meeting signs a Waiver of Notice, a written consent to holding the meeting, or an approval of the minutes of the meeting. The Waiver of Notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the records of the Corporation or made a part of the minutes of the meeting of the Board. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to her or him.

Section 6.10 Adjourned Meetings. A majority of the directors present, whether or not a quorum is present, may adjourn any Board of Directors meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 6.11 Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes filed with the minutes of the proceedings of the Board. For purpose of this section only, "all members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 6.12 Meetings by Telephone or Other Telecommunications Device. Any meeting of the Board of Directors, or a committee thereof, may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this section shall constitute presence in person at the meeting if each of the following are satisfied:

(a) Each member participating in the meeting can communicate concurrently with all other members;

(b) Each member is provided the means of participating in all matters before the Board, without limitation, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation; and

(c) The Board has adopted and implemented a means of verifying both of the following:

(i) A person participating in the meeting is a director or other person entitled to participate in the Board meeting; and

(ii) All actions or votes by the Board are taken or cast only by the directors and not persons who are not directors.

ARTICLE VII OFFICERS

Section 7.1 Officers of the Corporation. (a) The Corporation shall have a Chair, President, Secretary and Treasurer and such other officers with such titles and duties as shall be stated in these Bylaws or determined by the Board of Directors and as may be necessary to enable such officer to sign instruments.

(b) Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 7.2 Election and Appointment. The officers of the Corporation shall be elected at the annual meeting of the Board of Directors. The officers shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

Section 7.3 Subordinate Officers. The Board may 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 other duties as are provided in these Bylaws or as the Board may determine from time to time.

Section 7.4 Removal. Without any prejudice to the rights, if any, of any officer under any employment contract, any officer may be removed, either with or without cause, by the Board at any regular or special meeting of the Board or, except in case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board.

Section 7.5 Resignations. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 7.6 Vacancies. A vacancy in any office because of the death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

ARTICLE VIII DUTIES OF OFFICERS

Section 8.1 Chair. The Corporation SHALL have a Chair who shall preside at Board meetings and exercise and perform such other powers and duties as the Board may assign from time to time. The Chair of the Board shall, in consultation with the President, recommend to the Board the composition of Board committees and their leadership. The Chair of the Board shall at least annually evaluate in writing in reasonable detail the performance of the Executive Director, in consultation with the Board of Directors, send such evaluation to the full Board, which shall determine his or her compensation. The Chair of the Board shall serve with the President and the Executive Director as one of the three chief spokespersons for the corporation and ensure that its mission, objectives and goals, and its needs, are effectively presented to the public. The Chair of the Board shall exercise and perform such other powers and duties as from time to time may be assigned by the Board. The Chair of the Board shall be selected from the Board of Directors to serve a term of two (2) years, which term may be extended to three (3) years in Extraordinary circumstances, as determined by a resolution of the Board of Directors prior to the expiration of the second year of the Chair's term. Unless otherwise determined by the Board of Directors, the Chair's term of office shall be preceded by a one (1) year term as Chair Elect. Upon expiration of his or her term of office, the Chair shall serve as Chair Emeritus and remain a Director for all purposes for a term of one (1) year.

Section 8.2 Chair Elect. In the absence or disability of the Chair of the Board, the Chair Elect (in those years when the position is filled) shall perform all the duties of the Chair and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Chair Elect shall have such other powers and perform such other duties as from time to time may be prescribed by the Board. The Chair Elect shall be elected by the Board in the second year of the Chair's term and shall serve until assuming his or her position as Chair of the Board.

Section 8.3 President. Subject to such powers as may be given by the Board to the Chair of the Board, the President shall serve as the Chief Executive Officer of the corporation and head of its management team, reporting to the Chair and Board and accepting responsibility for carrying out the policies adopted or approved by the Board. The President shall, in consultation with the Chair of the Board, formulate and recommend programs to the Board of Directors that will carry out the corporation's mission, objectives and goals and that will keep its functions faithful to the corporate charter. The President shall keep the Chair of the Board and the Board fully and currently informed of the financial and operating condition of the corporation, all important internal and external factors influencing it, and all significant plans and initiatives under consideration by the management team. The President shall assist the Chair of the Board to make the procedures and committee structure of the Board function effectively. The President shall, in consultation with the Chair of the Board, review and approve provisional agendas as developed by the Secretary for meetings of the Board and its committees so that they may fulfill their responsibilities effectively and resolve policy issues in a timely manner. The President shall ensure the development of the Executive Directors compensation and benefit plans, if any, as well as training and development programs for staff and volunteers. The President, the Chair and the Executive Director in consultation with him or her, shall serve as one of

the three chief spokespersons for the corporation and ensure that its mission, objectives and goals, and its needs, are effectively presented to the public. The President along with the Chair shall also have such other powers and duties as may be prescribed by the Board, and subject to the control of the Board, supervise, direct, and control the business affairs of the Corporation, including, but not limited to; (a) preside at all meetings of the Board of Directors in the absence of the Chair; (b) appoint the membership of any committees authorized by these Bylaws in consultation with the Board; and (c) serve as an ex officio member of any committee.

The President of the Board is hereby authorized to exercise any right to vote or execute a proxy to vote shares of stock or any bond, debentures, or other evidences of indebtedness of any other corporation or corporations owned or possessed by the Corporation. The President is also authorized to affix the signature of the Corporation to all deeds, conveyances, mortgages, leases, obligations, bonds, certificates, and other papers and instruments in writing which have been authorized by the Board or which, in the judgment of the President, should be executed on behalf of the Corporation; and subject to the direction of the Board, have general charge of the property of the Corporation and supervise and control all of its officers, agents, and employees.

Section 8.4 Secretary. The Secretary shall be selected from the Board of Directors. The Secretary shall keep or cause to be kept a book of minutes of all meetings, proceedings, and actions of the Board at the Corporation's principal office or such other place as the Board may direct. The minutes of meetings shall include the date, time, and place of that meeting ; whether the meeting was annual, regular, special, or adjourned, and, if special, how authorized; the notice given; the names of those present at Board and committee meetings, and the proceedings of such meetings. The Secretary shall also distribute the minutes of all meetings of the Board of Directors. Every director shall have the right at any reasonable time to inspect all corporate books, records and documents.

The Secretary shall keep or cause to be kept, at the Corporation's principal office in California, a conformed copy of the Articles of Incorporation, the Bylaws, and any amendments to the Articles or Bylaws duly adopted by the Board of Directors. The Secretary shall also authenticate records of the Corporation as necessary.

The Secretary shall keep or cause to be kept, at the Corporation's principal office in California or at such other place determined by resolution of the Board, a current list of directors, including the name and address of each director, a bio of each member, and any other information which the Board direct be kept with such list.

The Secretary shall give, or cause to be given, notice of al Board and committee meetings.

The Secretary shall perform such other duties as the Board of Directors or President may prescribe. In the absence of the Secretary, an Assistant Secretary may be appointed by the Board of Directors to perform such duties.

Section 8.5 Treasurer. The Treasurer shall be selected from the Board of Directors. The Treasurer shall be the Chief Financial Officer of the Corporation. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be sent such financial statements and reports to directors as are required to be given by law these Bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

The Treasurer shall (a) deposit, or cause to be deposited, all money and other valuables in the name of and to the credit of the Corporation with such depositories as the Board may designate; (b)

disburse the Corporation's funds as the Board may order; (c) provided to the President and the Board, as requested, an account of all transaction as the chief financial officer of the Corporation; and (d) have such other powers and perform such other duties as the Board or these Bylaws may require.

If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession of, or under the control of, the Treasurer upon her or his death, resignation, retirement, or removal from office.

Section 8.6 Executive Director. The Executive Director shall be the museum coordinator and the Executive Director of the Corporation, subject to the direction of the Board of Directors, shall be responsible for the general operation of the museum and all other matters directed by the Board of Directors.

Section 8.7 Loans to Directors and Officers. The Corporation shall not lend any money or property to or guarantee the obligation of any officer or director without the approval of the California Attorney General; provided, however, the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of her or his duties if that director or officer would be entitled to reimbursement for such expenses by the Corporation.

ARTICLE IX BOARD COMMITTEES

Section 9.1 Creation of Board Committees. The Board may by resolution adopted by a majority of the directors create one or more committees, each consisting of one or more directors and including staff and/or volunteers where deemed appropriate by the Board, to serve at the pleasure of the Board. Any such committee shall have all the authority of the Board to the extent provided in the Board resolution, except that no committee may:

- (a) fill vacancies on the Board or any committee of the Board;
- (b) fix compensation of the directors for serving on the Board or any committee;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the Board that by its express terms cannot be so amended or repealed;
- (e) create any other committees of the Board or appoint the members of committees of the Board; or
- (f) expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected.

Section 9.2 Executive Committee. The Executive Committee of the Board of Directors shall consist of the Board Chair, President, Treasurer, Secretary, and two (2) Board members designated by the President. The Executive Committee may act on behalf of the Board on all matters other than those set forth in Section 7.1.

Section 9.3 Term. The term for all standing and other committee members shall be two (2) years. A committee member shall remain on the committee until the committee member's successor is appointed, or until the committee member's earlier resignation, removal, incapacity, disability or death.

The term for all task force members shall be until their assignment is concluded but in any event shall not exceed a period of two (2) years.

Section 9.4 Committee Member Attendance. Committee members are expected to attend in person all regularly scheduled committee meetings of which they are a member. Each committee member must attend a minimum of at least one-half (1/2) of the committee meetings of which they are a member during any twelve-month (12) period.

Section 9.5 Resignation, Removal and Vacancies. A committee member's position on a committee may be declared vacant upon the committee member's resignation, removal, incapacity, disability or death. A committee member may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Committee members may be removed by the Board of Directors if they fail to attend in person more than one-half (1/2) of the regular committee meetings during any twelve-month (12) period, unless they are able to demonstrate to the directors of the Board that the presence of exigent circumstances caused and excused the absence(s). In such circumstances, the absent committee or task force member can be removed upon the affirmative vote of a majority of the voting power of the Board (excluding the vote of the absent committee member in question, if also a director). Committee members may also be removed for cause upon the affirmative vote of at least two-thirds (2/3) of the total voting power of the Board (excluding the voting power of the committee member in question, if also a director).

Any vacancy occurring in a committee shall be filled as set forth for the appointment of that committee. A committee member appointed to fill a vacancy shall be appointed for the unexpired term of such committee member's predecessor in office.

Section 9.6 Procedures. Each committee shall establish procedures for conducting its business and affairs.

Section 9.7 Open and Executive Meeting Sessions. All committee meetings shall customarily be open to the public. In the event that a committee chair, with the consent of a majority of the committee members in attendance, deems it appropriate: (i) to exclude non-committee members at an open meeting for any reason, then the chair may declare that the meeting is closed, or (ii) to convene an executive session to consider and discuss matters relating to personnel, nominations, discipline, budget, salary, litigation or other sensitive matter, then the chair may specifically designate and call an executive session.

Section 9.8 Minutes of Meetings. Each committee shall take minutes of its meetings.

Section 9.9 Compensation. Committee members shall not receive compensation for their services as committee members; however, committee members may be reimbursed for reasonably documented expenses incurred on behalf of BHoF.

ARTICLE X FISCAL MANAGEMENT

Section 10.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January of each year except that the first fiscal year shall begin as of the date on which the Corporation was incorporated.

Section 10.2 Books and Accounts. Books and accounts of the Corporation shall be kept under the direction of the Treasurer of the Corporation.

Section 10.3 Auditing. At the close of each year, the books and records of the Corporation shall be audited by an independent accounting firm selected by the Board

ARTICLE XI RECORDS, REPORTS AND INSPECTION RIGHTS

Section 11.1 Annual Report. The Board of Directors shall cause an annual report to be sent to the directors not later than 120 days after each close of the corporation's fiscal year. Such report shall contain in appropriate detail the following:

- (a) the assets and liabilities of the Corporation as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year; (d) the expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
- (e) any information required by the audit performed under Section 10.3. The report required by this section shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of the Treasurer or other authorized officer of the Corporation that such statement were prepared without from the books and records of the Corporation.

If the Corporation solicits contributions in writing from 500 or more persons, it need not send the report otherwise required by this section if it does all of the following: (x) includes with any written material used to solicit contributions a written statement its latest annual report will be mailed upon request and that such request may be sent to the Corporation at a name and address set forth in the state (the term "annual report" refers to the report required by this section); (y) promptly mails a copy of its latest annual report to any person who requests a copy thereof; and (z) causes its annual report to be published not later than 120 days after the close of the its fiscal year in a newspaper of general circulation in the county in which its principal office is located.

Section 11.2 Annual Statement of Certain Transactions and Indemnifications.

Notwithstanding any provision in the Articles of Incorporation or the Bylaws to the contrary, the Corporation shall furnish annually to the directors a statement of any transaction or indemnification of a kind described below if any such transaction or indemnification took place. This section shall be satisfied by including the required information in the annual report or by mailing or delivery to the directors. This required statement shall be provided within 120 days after the close of the corporation's fiscal year. Except as provided below, a "covered transaction" under this section is a transaction in which the Corporation or an affiliate was a party and in which any director or officer of the Corporation had a direct or indirect material financial interest.

The statement required by this section shall briefly describe:

(a) any covered transaction during the previous fiscal year involving Fifty Thousand Dollars (\$50,000) or more or was of a number of covered transactions involving the same interested person and which transactions in the aggregate involved Fifty Thousand Dollars (\$50,000) or more; and

(b) the names of the interested persons involved in such transaction, stating such person's relationship to the Corporation; the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided that in the case of a transaction with a partnership where such person is a partner, only the interest of the partnership need be stated.

The statement required by this section shall also describe briefly the amount and circumstances of any indemnification or advances totaling Ten Thousand Dollars (\$10,000) or more that is paid during the fiscal year to any officer or director pursuant to Section 5238 of the California Nonprofit Public Benefit Corporation Law, provided that no such report need be made in the case of an indemnification approved by the directors as provided for in Section 5238(e) of that statute.

ARTICLE XII INSURANCE

Section 12.1 Right to Purchase Insurance. The Corporation shall have power to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and on behalf of any director, officer, employee, agent, or other person to the extent that power has been or may be granted by the California Nonprofit Public Benefit Corporation Law and Statute.

ARTICLE XIII INDEMNIFICATION

Section 13.1 Right of Indemnity. To the fullest extent permitted by law, the Corporation shall indemnify its directors, officers, and employees, and other persons described in Section 5238(a) of the California Nonprofit Corporation Law, including persons formerly occupying such positions, against all judgments, expenses, fines, settlements, and any other amounts actually and reasonably incurred by them in connection with or resulting from any "proceeding" as defined in that statute and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that section. As used in this section, the term "expenses" shall have the same meaning as set forth in the above statute.

Upon written request to the Board or by any person seeking indemnification under Corporations Code Section 5238(b) or (c), the Board shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section

5238(b) or (c) has been met and, if so, the Board shall authorize indemnification. In the event that the Board is disqualified from authorizing indemnification because a majority of directors are parties to the proceeding, then authorization may be made by a majority vote of a quorum of directors who are not parties to such proceeding.

To the fullest extent permitted by law, and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the Corporation before final disposition of the proceeding upon receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE XIV CODE OF ETHICS AND CONFLICT OF INTEREST POLICY

Section 14.1 Code of Ethics. BHoF shall adopt a Code of Ethics and conflict of interest policy for directors of the Board, officers, committees, task forces, members, employees, any other individuals who are associated with BHoF. The Code of Ethics shall be approved by the Board of Directors.

ARTICLE XV BYLAWS

Section 15.1 Adoption. These Bylaws of the Corporation shall be adopted by the Board and may be amended only as provided here.

Section 15.2 Inspection of Bylaws. The Corporation Bylaws shall be kept at its principal place of business in California the original or a copy of these Bylaws, as they may be amended from time to time, and certified by the Secretary. The Bylaws shall be open for inspection by any director at all reasonable times during office hours.

Section 15.3 Amendments. The Bylaws of the Corporation may be amended, altered, or repealed, and new Bylaws adopted by the Board of Directors at any regular or special meeting. The full text of the proposed amendment, alteration, or repeal shall be provided to each director of the Corporation at least three (3) days prior to the meeting at which the proposed amendment, alteration, or repeal will be presented to the Board of Directors for action. Any such change in the Bylaws shall require the affirmative vote of two-thirds (2/3's) of the Board of Directors.

Section 15.4 Interpretation. Unless defined differently here or unless the context requires a different meaning, terms used in these Bylaws shall have the same meaning as may be given to them in the California Nonprofit Public Benefit Corporation Law, as amended from time to time. To the extent possible, these Bylaws shall be constructed as supplemental to all laws applicable to the same subject matter and shall be fully complied with unless such compliance shall be illegal.

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ARTICLE XVI
APPLICATION OF LAW

Section 16.1 Application of Law. a) Application of the law of the State of California. In matters not addressed by these Bylaws, this corporation shall be governed in accordance with the State of California Corporation Code for Nonprofit Public Benefit Corporations, Sections 5110-6910.

Original Bylaws adopted by the Board: October 26, 1999

*These Bylaws adopted as amended: **September 13, 2015***

**CERTIFICATE OF SECRETARY
OF
THE BURLESQUE HALL OF FAME, INC.
a California Nonprofit Public Benefit Corporation**

I hereby certify that I am the duly elected and acting Secretary of The Burlesque Hall of Fame, Inc. comprising 16 pages, constitute the current By-Laws of that corporation as adopted by the Board of Directors thereon on September 13, 2015.

DATED: 9/13/15


Secretary