

Bylaws

Article 1: Name and offices

- A) Nene Hutke, Inc
- B) 2885 Duffell-Martin Road, Comer, Georgia 30629

Article 2: Membership

Members of the Corporation shall consist of persons set forth in Articles of Incorporation and the Nene Hutke Ceremonial Square Ground Document, hereinafter known as the Nene Hutke Document, a copy of which is attached to these bylaws.

Article 3: Directors

- A) Election and Term of Office: Business and Property of Corporation shall be managed and controlled by a Board of Directors or until the election and qualifications of their respective successors. Permanent directors serve in perpetuity and elected directors shall hold office for a four-year term or until their respective successors are elected. A director may vote for him or herself.
- B) Number: There shall be five directors which are the members of the Elders' Council as described in the Nene Hutke document; three of the directors are permanent directors, two of which are always the President and Secretary of the Corporation.
- C) Eligibility: Anyone who meets requirements for Elders' Council as set forth in the Nene Hutke Document shall be eligible to be an elected director.
- D) Rights of Director: Rights of Director to vote in matters related to the Corporation cease on the termination of his/her directorship. No director shall be entitled to share in distribution of corporate assets upon dissolution of Corporation.
- E) Resignation: Director may resign at anytime by giving written notice to the Secretary of the Corporation.
- F) Removal of Directors: Directors may be removed as described in the Nene Hutke Document.
- G) Vacancies: Are filled as detailed in the Nene Hutke Document.
- H) Powers: All corporate powers except as provided in these bylaws and/or the Nene Hutke Document and the laws of Georgia shall be vested in and exercised by the Board of Directors. Board of Directors may delegate to committees of their members or to officers of the Corporation such powers as they see fit as long as this does not violate the Nene Hutke Document.
- I) Contracts and Services: Directors may make contracts, enter into transactions, or act on behalf of the Corporation as authorized by Board provided that no contract or act on behalf of corporation violates proscription of Articles of Incorporation against use of Corporation funds for private benefit; and provided that no contract or transaction, or act would result in violation of or denial of tax exemption under Internal Revenue Code and its Regulations as they currently exist or may

hereinafter be amended; and provided they do not violate the Nene Hutke Document.

- J) Compensation and Expenses: Directors shall receive no compensation.
- K) Annual Meeting: An annual meeting of directors shall be held at the principal office of the corporation, or at another predetermined site, prior to February 1st of each year.
- L) Notice of annual meeting: Notice shall be served in person, by mail, or electronic communication two weeks (14 working days) prior to meeting. If mailed, it shall be directed to address as it appears in the Books of the Corporation.
- M) Annual Report: Board of Directors shall present at annual Meeting a report, verified by the President, Treasurer and Secretary, that said report has been certified by a Certified Public Accountant (CPA) paid by the Corporation and showing the following :
 1. Assets and liabilities of the Corporation as of the end of the fiscal year immediately preceding the annual meeting.
 2. Principal changes in assets.
 3. Revenue or receipts of Corporation, both unrestricted and restricted to a particular purpose, for the year immediately preceding date of report.
 4. Expenses or disbursements of Corporation, for both general and restricted purposes during the year immediately preceding the date of the report.
 5. Statement of place where names and addresses of current directors may be found.
 6. Accomplishments of previous year and proposed projects for the coming year.
- N) Special Meetings: These may be called by any permanent Board Member as defined in the Nene Hutke Document.
- O) Notice of Special Meetings: Notice of date, starting time, place, and purpose shall be provided by mail or by electronic communications two weeks prior to meeting to the usual addresses of directors.
- P) Chairman: At all meetings, one of the three permanent board members, or in their absence, a chairman chosen by the directors present, shall preside.
- Q) Quorum: At all meetings of the Board of Directors, four directors shall be necessary and sufficient to constitute a quorum, with three affirmative votes necessary to pass a motion, except in cases where the full board must be present as detailed in the Nene Hutke Document.
- R) Voting: At every meeting of the Directors, each director shall be entitled to vote in person and each director shall be entitled to one (1) vote.
- S) Method of Meeting: Unless proscribed by Articles of Incorporation, current or amended state law, or Internal Revenue Service Rules and Regulations governing tax exempt status of 501(c)3 corporations; all meetings, except annual meetings which must take place in person, may take place by teleconference or electronic communication.

Article 4: Officers

- A) Number: Officers of corporation shall be President, Secretary, and Treasurer. There will be a minimum of three (3) officers.
- B) Election, Term of Office, and Qualifications. All officers serve in perpetuity or until they resign or until removed. President and Secretary are removed as detailed in Nene Hutke Document; Treasurer is removed by three out of five votes of the Board of Directors. Such removal does not affect any other office or duty of that person as delineated in the Nene Hutke Document; vacancies shall be filled by majority vote of Board of Directors unless otherwise provided for in Nene Hutke Document.
- C) President: If present, President shall preside at all meetings of Board of Directors and shall exercise general charge and supervision of Corporation and shall do and perform other duties as may be assigned by Board of Directors as long as this supervision or these duties do not conflict with the Nene Hutke Document whose provisions shall supersede any powers or duties granted to President.
- D) Secretary: Secretary shall have charge of books, documents, and papers as the law, Board of Directors, or Nene Hutke document determine to be required for the proper functioning of the Corporation and shall attend required meetings and keep minutes of Corporation; shall maintain records of names and addresses of Board of Directors and may sign with President in name and on behalf of Corporation any contracts authorized by Board of Directors so long as these contracts do not violate law, these bylaws, or the Nene Hutke Document.
- E) Treasurer: Treasurer shall have recording and custody of all funds, property, and securities of Corporation, subject to regulations imposed by Board of Directors; this person may be required to be bonded at Corporation's expense in such sum as Board of Directors may require; when necessary or proper, Treasurer may endorse on behalf of the Corporation for collection of checks, notes, and other obligations and shall deposit same to the credit of the Corporation for collection of checks, notes, and other obligations of the Corporation at such bank, or banks or depository as the Board of Directors may designate; shall sign all receipt and vouchers together with such officer or officers, if any, as shall be designated by Board of Directors, except in cases where the signing and execution thereof shall be expressly designated by the Bylaws or by the Board of Directors or by the Nene Hutke Document to some other officer or agent of the Corporation; shall make such payments as may be necessary or proper to be made on behalf of the Corporation; shall enter regularly on the books of the Corporation to be kept by this person all monies and obligations received and paid or incurred on account of the corporation; and shall exhibit such books at all reasonable times to any director on application at the office of the Corporation or other agreed upon site.
- F) `Salaries: Officers of Board of Directors shall receive no compensation, other than reasonable reimbursement of expenses.
- G) Removal: Any officer may be removed by at least four votes out of five of the Board of Directors and/or per provisions of the Nene Hutke Document if applicable.

- H) Vacancies: Vacancies of any seat of Board of Directors shall be filled according to provisions of the Nene Hutke Document; vacancies in office of President, Secretary, or Treasurer for any reason shall be filled by majority vote of the Board of Directors.

Article 5: Agents, Representatives, and Employees

Board of Directors may appoint agents with powers to perform such acts and duties on behalf of the Corporation as board of Directors see fit so far as these act or duties may be consistent with these Bylaws, permitted by law, or consistent with provisions of the Nene Hutke Document.

Article 6: Contracts

Board of Directors, except as in these Bylaws provided, and as long as consistent with provisions of the Nene Hutke Document, may authorize any officer or employee to enter into any contract or execute and deliver any instrument in the name of the corporation and such authority may be general or confined to a specific instance. Unless authorized by Board of Directors and consistent with provisions of the Nene Hutke Document, no officer or agent or employee shall have power or authority to bind the Corporation by any contract or engagement, pledge its credit or render it liable pecuniarily or in principle.

Article 7: Committees

- A) Executive committee: Executive committee shall be composed of President, Secretary, and Treasurer, with President serving as chair. Executive committee shall be responsible for oversight and management of Corporation as long as such oversight or management of corporation shall not violate provisions of the Nene Hutke Document; and shall be responsible for preparing annual report.
- B) Ad Hoc Task Force Committee: One or more ad hoc committees may be appointed by Board of Directors as described by Nene Hutke Document. Members of any such committee serve at the pleasure of the Board of directors.

Article 8: Fiscal Year

Fiscal year of Corporation shall begin on January 1st of each year and end on December 31st of the same year.

Article 9: Prohibition of Sharing in Corporation Earnings

No director, officer of, employee of, or member of a committee or person connected with the corporation or any private individual shall receive at anytime any of the earnings or pecuniary profit from the operations of this Corporation; however, this shall not prevent payment to any such person for reasonable compensation or expenses involved in execution of services rendered to or for Corporation in effecting any of its purposes; no such person or persons shall be entitled to share in distribution of any of the Corporation

upon the dissolution or winding up of the affairs of Corporation whether voluntary or involuntary. The assets of the Corporation, after all debts have been satisfied, then remaining in the hands of Board of Directors shall be distributed exclusively to one or more organizations consistent with the provisions of Section 501(c)3 of Internal Revenue Code as they now exist or may hereinafter be amended.

Article 10: Investment

Corporation shall have the right to retain all or part of any securities or property acquired in whatever manner and to invest or reinvest any funds held by it provided that such is consistent with these bylaws, Nene Hutke Document and is not a prohibited transaction or would result in denial of tax exemption under Section 501(c)3 of Internal Revenue Code as they now exist or may hereinafter be amended.

Article 11: Amendments

Board of Directors shall have the power to make, alter, amend, or repeal Bylaws of corporation by affirmative vote of majority of board of directors providing that such action does not violate provisions nor infringe upon the Nene Hutke Document.

Article 12: Exempt Activities

Notwithstanding any other provisions of these Bylaws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of Corporation not permitted to be taken on by an organization exempt under 501(c)3 of the Internal Revenue code as they now exist or may be amended.

Article 13: Preeminence of Nene Hutke Document

No director, officer, representative, employee, or committee member may violate, supersede, alter, or amend any provision of the Nene Hutke Document; nor may any provision of the Bylaws, nor any amendments to these Bylaws supersede, alter, violate, or infringe upon any provision of the Nene Hutke Document; except for, and limited to, a provision of the Nene Hutke Document which violates current amended law or any provisions of 501(c)3 Internal Revenue Code as it now exists or may be amended.

Article 14: Increase in elected Members of Board

At the discretion of the then existent Board of Directors, the number of elected directors may be increased from two to four by majority vote of the then existent Board of Directors. Should number of elected directors be increased to four, a quorum shall then be five directors with four affirmative votes necessary to pass a motion.

Amendments to Bylaws of Nene Hutke, Inc**Amendment 1) Selling of Goods**

- A) The selling of any goods to Nene Hutke, Inc or on behalf of Nene Hutke, Inc by Officers, Directors of the Board, Members, Employees, or family of aforementioned persons that would result in monetary gain of aforementioned must be approved by majority vote of the Board of Directors.**
- B) If goods of an Officer, Director of the Board, or a family member of either are under consideration for sale by Nene Hutke, Inc or on behalf of Nene Hutke, Inc, that Officer or Director shall recuse themselves from voting upon the approval of said selling of goods and shall not be present when the issue is under consideration or put to a called vote.**
- C) The selling of traditional regalia items or of printed material or sound or video recordings in any medium which are concerned with Muskogee cultural, historical, or religious matters by or on behalf of Nene Hutke, Inc must be first approved by Heritage Council prior to consideration by Board of Directors.**
- D) For goods sold upon consignment by Nene Hutke, Inc, Nene Hutke, Inc shall receive a minimum of 10 percent of sale price plus shipping and processing costs.**
- E) For non-consignment goods sold by Nene Hutke, Inc, Nene Hutke, Inc shall determine the sale price of said goods. Approval for the sale of non-consignment goods must be approved by at least four votes of the current five member Board of Directors or five votes should Board of Directors be increased to seven members.**
- F) Use of Nene Hutke, Inc logo on any goods, whether for sale by Nene Hutke, Inc or for sale by any private person, member, wholesaler, or retailer must be approved by Board of Directors.**

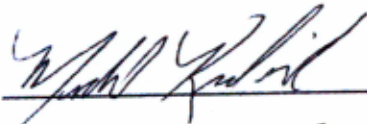
Amendment 2) Conflict of Interest

- A) Officers, Directors of the Board, or Employees must promptly inform Board of Directors of any potential conflict of interest.**
- B) Officers, Directors of the Board, Employees or Authorized Agents of Nene Hutke, Inc shall not enter into any contract for goods or services on behalf of Nene Hutke, Inc nor provide goods or services of Nene Hutke, Inc (except those of purely religious, spiritual, or ceremonial nature) that would benefit said Officer, Director, Employee, Authorized Agent or family member of aforementioned persons without prior approval of the Board of Directors.**
- C) An Officer or Director of the Board must recuse themselves from voting upon any issue that would constitute a conflict of interest. Said Officer or Director shall not be present when said issue is under consideration or put to a called vote. Board of Directors shall attempt to find an alternative solution to issue which does not create a conflict of interest. However, Board of Directors shall resolve issue in the best interests of Nene Hutke, Inc. Should this resolution result in a conflict of interest, this conflict will be disclosed in the Official Minutes of the Meeting of the Board of Directors with an explanation of the Boards decision to allow said conflict.**

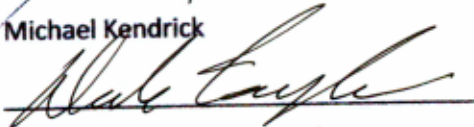
Amendment 3) Copyright

- A) Copyright for items written for Nene Hutke, Inc by individual members and/or employees of Nene Hutke, Inc shall belong to the author(s), his heirs, estate, or assignees and said author, his heirs, estate, or assignees shall retain right to publish, adapt, and disseminate said work without prior approval of Nene Hutke, Inc provided that the publication does not imply any official sanction, approval or connection to Nene Hutke, Inc.
- B) By posting material as Nene Hutke on the Nene Hutke Facebook page, or as Nene Hutke on Nene Hutke website or writing material for pamphlets, brochures, or books specifically for Nene Hutke, Inc; the author explicitly grants Nene Hutke, Inc royalty free rights to publish, adapt, or disseminate said material providing that attribution is made.

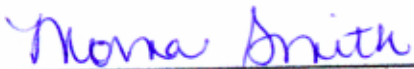
The foregoing Amendments to the Bylaws of Nene Hutke, Inc were adopted by the Board of Directors this 22 day of January, 2012.



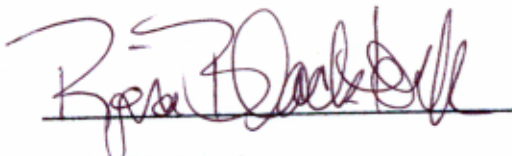
Michael Kendrick



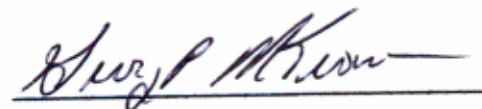
Dale Taylor



Morna Smith



Regina Blackstock



George McKeown