Bylaws — Alta Group Corporation

1. Board of Directors

- Composition: Company executives, and appointees of Class A shareholder.
- Voting: Each director = 1 vote; CEO has **tie-breaking vote** and **absolute veto**.
- Quorum: Minimum 50% of board members present.
- Duties: Strategic oversight, major corporate decisions, supervision of subsidiaries and divisions. The Board of Directors shall oversee all registered subsidiaries or divisions of Alta Group Corporation, including Citadel Bank, which is wholly owned by Alta Group. The Board may provide operational guidance and coordinate activities for subsidiaries or divisions.
- Meetings: Quarterly or as called by CEO.
- Removal/Appointments: Only Class A shareholders (12700k) may add or remove directors.

2. Officers

- CEO/President: 12700k (permanent until retirement/incapacity)
- CFO: Razorsharpbread
- Subsidiary CEOs: Appointed by board; Subsidiary CEOs report operationally to the Alta Group CEO
- Officers serve until resignation, removal by Class A, or successor elected

3. Dividends

- Declared at the discretion of the board
- Class B receives dividends only if board approves

4. Corporate Governance

- Conflicts of interest: Directors/officers must disclose conflicts; business judgment rule applies

- Fiduciary duties: Duty of care and loyalty to corporation and shareholders

5. Indemnification of Officers

Section 1. Indemnification Generally. Alta Group Corporation shall indemnify and hold harmless any officer or director of the corporation as provided in applicable law and this article.

6. Amendment of Bylaws

- Only Class A shareholder may approve changes to the bylaws

- Board may recommend amendments but cannot enforce them without Class A approval