

Bylaws of The Geek Group, Inc.

Effective January 8, 2008

I. Definitions and Interpretation

“Director” means any person appointed to the board of directors at the discretion of the President.

“Employee” means any person appointed, with or without compensation, to perform specified tasks for the corporation or any department thereof by the President or a majority vote of the board of directors.

“Meeting” includes meetings conducted by teleconference, videoconference, or e-mail.

“Member” means any person whose application for membership is approved by the President or a majority vote of the board of directors.

“Writing” includes fax and e-mail as well as handwritten or typed paper copies.

The singular shall include the plural and the masculine shall include the feminine.

II. Appointment of Directors and Term of Office.

A director may be nominated by any current director or member. Nomination may be by writing or orally to the President.

Upon receiving a nomination, the President may present the nominee to the board of directors for advice or opinion. The board of directors may hold a vote regarding the nominee; however, the President shall make the final determination as to who shall be appointed as a director. In no case will the President wait longer than ten (10) business days to announce his decision to the nominee and to the board of directors. Appointment to the board of directors is effective immediately upon the President’s announcement of such an appointment.

All directors shall perform their fiduciary duties to the corporation in good faith. Failure to do so will constitute grounds for immediate termination.

Any director shall have the power to terminate any member or employee at any time, with or without cause.

All directors shall serve until they resign or are terminated by the board of directors. A director wishing to resign shall notify the board by writing. Resignation is effective immediately upon receipt of written resignation by the board.

III. Termination of Directors

Any director may be terminated at any time, with or without cause. The board of directors may hold a vote regarding the termination of any member; however, the President shall make the final determination as to who shall be terminated. In no case may the President be terminated without a unanimous vote of the entire board of directors.

Termination shall be effective immediately upon the close of the director's meeting at which the termination is voted, and the terminated board member shall have ten (10) business days in which to return all records and property retained in his capacity or pursuant to his status as a director to the board of directors.

IV. Meetings of Directors

A regular meeting of the board of directors shall be held at least three times per year, at such times and places as the board of directors may decide. A regular meeting may be held with or without notice. It may be held by teleconference or e-mail, provided that all board members are given an opportunity to attend. The board of directors may conduct any and all lawful business during a regular meeting.

A special meeting of the board of directors shall only be held upon ten (10) business days' written notice to all board members. Such notice shall specify the time and place of the special meeting and the particular business to be transacted.

V. Employees

Employees, including volunteers, may be hired or appointed by the President or by a majority vote of the board of directors. An employee shall have the power to conduct any lawful business on behalf of the corporation that is necessary and proper to carrying out the employee's regular appointed tasks, as well as any other powers expressly granted by the board of directors.

Employees requiring access to company documents, records, or property in order to perform their normal duties in their current employment capacity shall not have their membership, if any, terminated for accessing or possessing such documents, records, or property. However, if an employee is demoted, he shall return all documents, records, and property not pertaining to his new employment capacity to the board of directors immediately. Failure to do so will result in termination.

All employees, including volunteers, serve on an "at-will" basis and may be terminated or demoted at any time, with or without cause, by any person having the capacity to do so. Employees will return any company documents, records, and property in their possession to the board of directors or to their supervisor immediately upon termination.

VI. Membership

Membership is effective upon the approval of a written application for membership by the President or by a majority vote of the board of directors. A member shall be notified within a reasonable time after his membership is approved.

An approval of membership confers no voting, supervisory, property, or other powers, rights, privileges, or benefits on the accepted member apart from permission to participate in official company events and access company facilities. Such permission is subject to reasonable restrictions to promote health, safety, and the charitable purposes of the organization. Such permission may be revoked at any time by any director or any employee with express power to do so, but revocation of permission alone shall not constitute termination of membership.

Members shall not have immediate right of access to the corporation's documents or records, except the

membership list. Members seeking access to any other information must inform the board of directors in writing with at least thirty (3) days' advance notice. Failure to so notify the board will result in automatic denial of access. Any member found to be in possession of any corporate documents or records for which he does not have board authorization must remit all documents or records in his possession to the board immediately, and his membership will be terminated.

Membership may be terminated at any time, with or without cause, by the President or by a majority vote of the board of directors. Members are not entitled to notice of membership termination.