

BY-LAWS OF SOYLENT PHOENIX

A NONPROFIT, TAX-EXEMPT CORPORATION

ARTICLE I

REGISTERED AGENT AND REGISTERED OFFICE; OFFICE LOCATIONS

Section 1.01 Name; Registered Agent and Registered Office. The name of the organization is Soylent Phoenix (the "Organization"). The registered agent and registered office of the Organization in the State of Oregon shall be as set forth in the Statement of Agent of Process for Unincorporated Non-Profit Association, as it may be amended.

Section 1.02 Principal and Other Offices. The Board Members of the Organization (the "Board" or "Board Members") shall determine (and may change) the location of the Organization's principal office in its reasonable discretion; the Board may also cause the Organization to have such other offices within or without the State of Oregon or the United States as it deems appropriate, in its reasonable and good faith discretion.

ARTICLE II

PURPOSE

Section 2.01 The purposes of the Organization shall be those set forth in the Statement of Agent of Process for Unincorporated Non-Profit Association (the "Statement"), as it may be amended.

ARTICLE III

MEMBERS

Section 3.01 Membership; Classes of Membership. Membership in the Organization shall be available on such bases and terms, and subject to such qualifications and criteria, as the Board determines, in its reasonable and good faith discretion.

Section 3.02 Meetings. The annual meeting of the Board Members (the "Annual Meeting of the Board Members") for the election of Board Members and delivery of a financial statement, shall be held each year at the place (including by electronic means such as a website providing conference services), time, and date, as may be fixed by the Board. Special meetings of the Board Members shall be held whenever necessary and called by resolution of the Board or the Secretary. The Secretary or another officer tasked with such role shall, upon receiving written demand or resolution, promptly give notice of such meeting as provided in Section 3.03, or, if the Secretary fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice. The Chairman of the Board (the "Chairman") shall preside at the meetings of the Members, or in the absence of the Chairman, an acting Chairman shall be chosen by and from among the Members present. The Secretary of the Organization or another officer designated for such role shall act as secretary at all meetings of the Members, or, in the absence of the Secretary or the appropriate designated officer, an acting Secretary shall be chosen by the Members present.

Section 3.03 Notice of Meetings. Written notice of the place, date, and hour of any meeting shall be given to each Board Member entitled to vote at such meeting by mailing the notice by first class mail with postage prepaid, by personal delivery, or by email not less than ten

(10) nor more than fifty (50) days before the date of the meeting. When such preference is provided, each Board Member's preferred method of notice shall be used. Notice of any meeting other than the Annual Meeting of the Board Members shall indicate the person or persons calling the meeting, and notice of any special meeting shall also indicate the purpose(s) for which it is called. Board Members may waive the prior notice requirement expressly or by attending the meeting (other than for the purpose of contesting appropriate notice and calling thereof).

Section 3.04 Quorum. At all meetings of Board Members, all Board Members eligible to vote, present in person or by proxy, shall constitute a quorum for the transaction of business. In the absence of a quorum, the Board Members present in person shall adjourn the meeting from that time until a quorum is present. Notice of the new meeting is not required if the time and place for the new meeting is announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 3.05 Voting. Directors (or "Voting Members") shall be Board Members who are entitled to vote at any meeting of the Board. Except as otherwise provided by statute or these by-laws, the vote of all of the Directors shall be the act of the Voting Members. At any meeting of the Board Members, each Voting Member present, in person or by proxy, shall be entitled to one (1) vote. The record date of eligibility of voting rights shall be set by the Board no less than one (1) day before the date of the meeting. At all elections of Board Members, the voting may but need not be by ballot and a plurality of the votes of the Voting Members present in person or represented by proxy at the meeting and entitled to vote on the election of Board Members shall elect.

Section 3.06 Proxy. Every Voting Member entitled to express consent or dissent without a meeting may authorize another person or persons to act for such Voting Member by proxy. Every proxy must be in writing and signed by the Voting Member or the Voting Member's duly authorized agent, or by email setting forth information from which it can be reasonably determined that the proxy was authorized by such Voting Member. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Voting Member executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary of the Organization or, upon the absence of a Secretary, the presiding Board Member appointed to act as secretary of the meeting. Authorization for a proxy shall be valid only for a singular meeting identified directly in the proxy authorization. Each natural person or persons shall only be able to represent a single proxy vote per issue.

Section 3.07 Action without a Meeting. Action may be taken without a meeting on written consent (which can be solicited by the Organization to all Voting Members and returned by the Voting Members in electronic form, such as email) setting forth the action to be taken, signed by such Voting Members as would be required to take the relevant action at a meeting. Such consent may be written or electronic. If consent is electronic it must be able to be reasonably determined to have been sent by the Voting Member. In the event action is taken by written consent, the Voting Members not voting thereon shall be given prompt notice of actions taken by written consent without a meeting. The request of such consent

shall be made publicly before the request is made as a Meta posting on the Organization's official Website or on an earmarked journal entry from an account earmarked for such publications. The results of such a request shall be similarly published as a Meta posting on the Organization's official Website or on an earmarked journal entry from an account earmarked for such publications.

Section 3.08 Community Members. Community Members shall have their own distinct voting rights for substantive management, governance, or control rights over the Organization. The Board Members may elect to call a meeting of the Community Members, in its discretion, on such terms as it deems fit. The Board may further seek the informal, non-binding guidance of the Community Members in connection with any issue, topic, or decision to be made, or may form a temporary or ongoing advisory board with respect to an issue, topic, or decision to be made, or to ensure an independent decision in the case of a decision or transaction involving a conflict of interest affecting one or more Board members. Formal voting exercised by the Community Members under the provisions provided for them in the by-laws, or in instances of voting specifically requested by the Board Members, shall be considered binding and the results of such a vote shall have higher precedence and authority than any other voting class.

ARTICLE IV

Community Members

Section 4.01 Definition. The Community Members shall consist of registered users of the Organization's official Website who maintain an active account in good standing of the site policy. Each unique natural person who qualifies is entitled to one vote as a Community Member. The Secretary shall be responsible for overseeing the maintenance of such a record of users and for determining who qualifies for eligibility as a Community Member during voting by the community members.

Section 4.02 Voting Procedures. The election of or replacement for any Board Members shall be conducted by a vote of the Community Members. Any natural person willing and legally able shall be eligible for election. Elections shall use proportional ranked choice voting using the Droop quota for voting calculations. In cases of election or positions being voted on, the community members shall be given a period of one week before any voting to submit names to be voted on. Community Members shall be given a period of voting of four weeks for any vote before them. A super-majority of the Directors may vote to change an individual case of the communities' voting period duration but may not do so if the duration would be less than one-hundred and sixty eight (168) hours. The total vote of the Community Members shall be the number of votes cast by all eligible Community Members for each vote. Voting for changes to the by-laws may be accomplished by a simple vote requiring the super-majority of the total vote of the Community Members. All other voting shall require a simple majority of the total vote as its quota. Changes to the by-laws may be made only through a Community Member vote.

Section 4.03 Vote Qualification. Community Members shall be considered eligible for a vote if they qualify under the definition of a Community Member as defined in Section 4.01 for a period of not less than thirty (30) days prior to the start of the voting period. The topic of a vote may be proposed by any Community Member. For such a proposal to be considered by a vote of the community it must be either (a) sponsored by any Board

Member or (b) have the approval of a minimum of 10% of the active users of the website in the last weekly report as recorded by the Organization's platform. Technical measures may be used to ensure the integrity of the voting. The Secretary shall oversee that these criteria and measures are used to maintain a list of valid voting Community Members for each vote as appropriate.

ARTICLE V BOARD MEMBERS

Section 5.01 Board Powers and Number. The affairs and property of the Organization shall be managed by or under the direction of the Board Members, subject to applicable law and in accordance with the purposes and limitations set forth in the Statement and herein. The initial number of Voting Members shall be three (3). The numbers of Board Members may be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Entire Voting Board and no decrease shall shorten the term of any Board Member then in office. As used in these by-laws, the term "Entire Board" shall mean the total number of Directors which the Organization would have if there were no vacancies on the Board, plus any non-voting Officers who may be part of the Board. The initial board shall consist of three (3) Directors consisting of the President, Secretary, and Treasurer.

Section 5.02 Election and Term of Office. The initial Board Members shall be the persons named in the Statement (see above) and shall serve until the first Annual Meeting of the Board Members. Thereafter, to become a Member, a person shall be nominated and elected by the community members as detailed in Section 4.02 at a meeting of Board Members for the purpose of the annual election of Board Members. Board Members shall hold office for a term of one (1) years, and each shall serve for such term and until the election and qualification of a successor, or until such Member's death, resignation, or removal. Board Members may be elected to any number of consecutive terms.

Section 5.03 Qualification for Board Members. Each Board Member must be a natural person and shall be at least 18 years of age. The Board may set such other qualifications for members as it deems necessary or appropriate, in its good faith discretion. Should a Member no longer be a Board Member, he or she shall be immediately removed as a Board Member, receiving no compensation for his or her membership interest. Removal from the Board does not automatically disqualify a person from seeking a Board position in the future.

Section 5.04 Newly Created Memberships and Vacancies. Newly created memberships resulting from an increase in the authorized number of Board Members, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a Board Member, may be filled by holding community election for the available position(s) as specified in Section 4.02. Each Board Member so elected shall serve until the next Annual Meeting of the Board Members or until such Member's successor is elected or appointed and qualified.

Section 5.05 Removal. Any Board Member may be removed at any time by a vote of a majority of Board Members (excluding from the numerator and denominator the

Member(s) to be removed). Removal by voting of the Community Members need not be with cause.

Section 5.06 Resignation. Any Board Member may resign from the Board at any time by giving prior written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a Member. As set forth above, resignation as a Member shall terminate the former Board Member's status.

Section 5.07 Meetings. The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Special meetings of the Board may be held at any time upon the call of the President or as determined by the Board in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

Section 5.08 Notice of Meetings. Notice of a meeting may be sent by mail, telephone, facsimile transmission, telegraph, courier service, electronic mail or hand delivery, directed to each Board Member at his or her address or contact information as it appears in the records of the President. Each Board Member's preferred method of communication shall be used if one has been provided to the Organization. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when postmarked in the mail with prepaid postage thereon. Notice of any regular meeting for which the time and place is not fixed by the Board must be given to each Member not less than three (3) days before such meeting. Notice of a special meeting of the Board must be given to each Member not less than three (3) days before such meeting, provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight hours before the time at which such meeting is to be held if given personally, by telephone, by facsimile transmission or by electronic mail, unless the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible. Notice of a regular or special meeting need not be given to a Member who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her. The community members shall be notified of all meetings in the form of a Meta article to the Organization's official Website or to a specific journal earmarked for that specific purpose. The notification to the community members shall be made at least three days in advance of the meeting.

Section 5.09 Quorum. At each meeting of the Board, the presence of a majority of the Directors shall constitute a quorum for the transaction of business or any specified item of business. If a quorum is not present at any meeting of the Board, a majority of the Directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any Board Members who were not present at the time of the adjournment.

Section 5.10 Voting. Except as otherwise provided by statute or these by-laws, the vote of a majority of the Directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

Section 5.11 Meeting by Remote Communication. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, internet-based meeting forum, internet relay chat (IRC), or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear or read and or otherwise materially participate with each other at the same time and each Member can participate in all matters before the board, including, without limitation, the ability to propose, object to, and Directors may vote upon a specific action to be taken by the Board or committee. The preferred method of remote communication for meetings shall be a publicly visible and accessible IRC service. In the event that the preferring method is unavailable, the board shall use free and open alternatives when such alternatives are recommended or visible for all official business to remain inclusive and transparent to the Community Members.

Section 5.12 Action without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee. Additionally, the community shall be informed of any such actions by publication in an agreed place which provides access to all community members.

Section 5.13 Board Member Compensation. Generally, the Organization shall not pay compensation to Board Members for services rendered to the Organization in their capacity as Members, except that Members may be reimbursed for reasonable expenses incurred in the performance of their duties to the Organization. However, the Board may determine to compensate one or more of the Members for their services as such, in its discretion. In addition, a Member may receive compensation, in the Board's discretion, for the performance of services provided to the Organization in any capacity separate from his or her responsibilities as a Member such as, without limitation, service as a Board Member of the Organization.

Section 5.14 Staff Delegation. The Board shall create and ratify a staff policy detailing the structure, description, operations, and policies of a staff group. The staff group shall consist of one or more teams as determined by the staff policy each with its own team leader. The team leaders and five (5) Community Representatives shall be collectively referred to as the ("Management Group") as defined in the Organization's policy statement, and they shall provide operational direction to the Board. The Management Group shall be responsible for the daily operations of the Organization's official Website as outlined in the staff policy. Board Members are ineligible to be concurrently serving the role of a Board Member and that of a team leader / member of the Management Group. The membership of a Board Member on the staff team shall be at the sole discretion of the team leader and

is otherwise fully encumbered by the duties, responsibilities, and qualifications of the staff policy.

ARTICLE VI COMMITTEES

Section 6.01 Executive Committee and Other committees of the Board. The Board, by resolution adopted by a majority of the Entire Board, may designate from among the Board Members an Executive Committee and other committees of the Board consisting of three (3) or more Board Members. Each Committee of the Board shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have the ability to address those matters prohibited to be addressed by the Entire Board under the relevant statute or state laws.

Section 6.02 Quorum and Action by Committee. Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board.

Section 6.03 Alternate Members. The Board may designate one (1) or more Members as alternate members of any committee, who may replace any absent or disqualified member or members at any meeting of such committee.

Section 6.04 Reporting. The official business and meetings and resolutions of the committee shall be documented and made publicly available for official record. Notifications of meetings shall be given to the community a minimum of 72 hours in advance of the meeting, however reasonable effort shall be made to post these meetings as soon as they are scheduled, and shall be made in the form of a Meta article to the Organization's official Website or to a specific journal earmarked for the committees use.

ARTICLE VII OFFICERS, EMPLOYEES, AND AGENTS

Section 7.01 Officers. The officers of the Organization shall consist at least of a President, a Secretary, and a Treasurer. The Board may from time to time create vacancies for such other officers, including one or more Vice Presidents, as it may determine. All officers shall be elected by the Community Members from slates of candidates eligible and willing to serve, the composition of which may be determined by the Board or the President or such other Officer to whom the Board delegates such task. While the President, Secretary, and Treasurer shall be Board Members, any other officer may but need not be a Board Member or a Community Member.

Section 7.02 Election, Term of Office, and Qualifications. The officers of the Organization shall be elected annually by a majority vote of the Directors at the annual meeting of the Board, and each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. Except as may otherwise be provided in the resolution of the Board choosing an officer, no officer need be

a Board Member. One person may hold, and perform the duties of, more than one office, except that the same person may not hold the offices of President and Secretary. All officers shall be subject to the supervision and direction of the Board. The Board may set such qualification requirements for officers as it deems appropriate.

Section 7.03 Removal. Any officer elected or appointed by the Directors may be removed at any time, with or without cause, by a vote of a majority of the Voting Members.

Section 7.04 Resignations. Any officer may resign at any time by giving at least ten (10) days' written notice in any form, electronic or otherwise, delivered to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective.

Section 7.05 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by Community Member voting.

Section 7.06 President. The President shall preside at all meetings of the Board and Board Members. He or she shall have the general powers and duties of supervision and management of the Organization which usually pertain to his or her office, and shall keep the Board fully informed of the activities of the Organization. The President shall perform all such other duties as are properly required of him or her by the Board. He or she has the power to sign and execute alone in the name of the Organization all contracts authorized either generally or specifically by the Board, but only with clear and explicit agreement of the Community as under Section 8.01, unless the Board shall specifically require an additional signature.

Section 7.07 Section Vacant.

Section 7.08 Secretary. The Secretary shall record and keep the minutes of all meetings of the Board (or Community Members, if so called) in books or electronic records kept for that purpose. He or she shall see that all notices and reports are given and served as required by law or these by-laws. He or she shall affix the corporate seal (if required) to and sign such instruments as require the seal and his or her signature and shall perform all duties as usually pertain to his or her office or as are properly required of him or her by the Board. All records of official meetings, actions, minutes shall be published on a publicly available and accessible platform for the community to read. The location shall be posted permanently in an appropriate location on the Organization's official Website.

Section 7.09 Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Organization and shall keep full and accurate accounts of all moneys received and paid by him or her on account of the Organization. The Treasurer shall exhibit at all reasonable times the Organization's books of account and records to any of the Members of the Organization upon request at the office of the Organization. He or she shall render a detailed statement to the Board of the condition of the finances of the Organization at the annual meeting of the Board and shall perform such other duties as usually pertain to his or her office or as are properly required of him or her by the Board. The Treasurer shall be responsible for producing a yearly balance sheet and profit and loss statement reflecting the true status of the business as reported to the IRS. This report shall be made publicly visible and accessible to the Community Members in a place notified to the Community Members via the Organization's official Website or appropriate

postings. Personal identifying information may be scrubbed from these reports but the services, role, and function or service such rendered shall not be obfuscated.

Section 7.10 Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, but only with the clear and explicit agreement of the Community, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 7.11 Compensation. Any officer, employee, or agent of the Organization is authorized to receive reasonable compensation for services rendered to the Organization when authorized by a majority of the Entire Board, in its discretion.

ARTICLE VIII

EXECUTION OF INSTRUMENTS

Section 8.01 Contracts and Instruments. The Board, subject to the provisions of Section 9.01, may, but only with the clear and explicit agreement of the Community, authorize any officer or agent of the Organization to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Organization. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity unless called upon by the terms of such instrument. Any contract under consideration by the board and/or executed by the board shall be disclosed to the community members and the discussion of such shall be open to the public and recorded and published for public viewing.

Section 8.02 Tax Status-Related Filings. The Board, subject to the provisions of Section 9.01, may authorize any officer or other agent to make, complete, and file (or cause to be filed) any document with any government agency, including the Internal Revenue Service and any filings necessary to cause the Organization to become or to remain tax-exempt under the Internal Revenue Code.

Section 8.03 Deposits. The funds of the Organization shall be deposited in its name with such banks, trust companies, or other depositories as the Board or any officer, to whom the Board has delegated such power, may from time to time designate.

ARTICLE IX

INDEMNIFICATION AND INSURANCE

Section 9.01 Indemnification. The Organization may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding with any third-party by reason of the fact that he or she, his or her testator or intestate, was a Member or officer of the Organization, against judgments, fines, amounts paid in settlement, and reasonable expenses, including reasonable attorneys' fees. No indemnification may be made to or on behalf of any such person if, in the determination of the Board (excluding the affected Member(s)), (a) his or her acts were committed in bad faith or were the result of his or her willful misconduct or active and

deliberate dishonesty and were material to such action or proceeding, or (b) he or she personally gained or sought to gain a financial or other benefit or other advantage or opportunity to which he or she was not entitled in connection with his or her actions or inactions in connection with service to the Organization.

Section 9.02 Insurance. The Organization shall have the power, but not the obligation, to purchase and maintain insurance to indemnify the Organization for any obligation which it incurs as a result of its indemnification of Members and officers pursuant to Section 8.01 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 8.01 above.

Section 9.03 Indemnification Agreements. The Board may cause the Organization to enter into agreements which provide for the contractual indemnification of Members, officers, employees, or third parties, including agents, service providers, consultants, tax advisors, and others. The Board may approve a form of such contract including indemnification (such as a form of employment agreement, consulting agreement, etc.) with implementation and execution of such agreements delegated to one or more officers.

ARTICLE X

INTERESTED PARTY TRANSACTIONS

Section 10.01 Conflict of Interest Policy. The Board may determine to adopt a Conflict of Interest Policy governing situations where it faces a financial or other conflict or seeks to engage in an interested party transaction. For purposes of these by-laws, an "interested party transaction" is any contract or other transaction between the Organization and (a) any present Member or any individual who has served as a Member in the five (5) years preceding the transaction ("past Member"), (b) any family member of a present or past Member, (c) any Organization, partnership, trust, or other entity in which a present or past member is a member, officer, or holder of a financial interest, (d) any present officer or any individual who has served as an officer in the five (5) years preceding the transaction ("past officer"), (e) any family member of a present or past officer, or (f) any corporation, partnership, trust, or other entity in which a present or past officer is a Member, officer, or holder of a financial interest. If such a policy is adopted, in any instance where the Organization proposes to enter into an interested party transaction, it shall follow the procedures and rules set forth in the Organization's Conflict of Interest Policy.

Section 10.02 Approval other than Pursuant to Conflict of Inter Organization's interest Policy. If the Board does not or has not yet developed a Conflict of Interest Policy, the Board may approve an interested party transaction with the consent or approval of a majority of the Members that are not involved in the interested party transaction on a determination that the transaction (a) is in the best interests of the Organization, (b) is fair to the Organization and reasonable in its terms, (c) is in alignment with or not opposed to the Organization's mission and charitable objectives, and (d) does not create an appearance of impropriety that might impair Member or public confidence in, or the reputation of, the Organization (even absent any actual conflict or wrongdoing). The Board shall make a written record of its decision-making process in connection with an interested party transaction.

ARTICLE XI AMENDMENTS

Section 11.01 These by-laws may be altered, amended, or repealed by the affirmative vote of the majority of the Directors present at any meeting of the Board at which a quorum is present, except a two-thirds vote of the Directors shall be required for any amendment to add or remove a provision of these by-laws requiring a greater proportion of Board Members to constitute quorum or a greater proportion of votes necessary for the transaction of business. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein. If these by-laws are altered, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of Board Members the by-laws so adopted, amended, or repealed, together with a concise statement of the changes made. Any such change under this section shall still be required to meet the requirements of Section 4.02 requiring a community vote to adopt such changes.

ARTICLE XII NON-DISCRIMINATION

Section 12.01 In all of its dealings, neither the Organization nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

ARTICLE XIII REFERENCE TO THE STATEMENT OF AGENT OF PROCESS FOR UNINCORPORATED NON-PROFIT ASSOCIATION

Section 13.01 References in these by-laws to the Statement shall include all amendments thereto or changes thereof as of the relevant time unless specifically otherwise stated by these by-laws. In the event of a conflict between the Statement and these by-laws, the Statement shall govern.

ARTICLE XIV GENERAL PROVISIONS

Section 14.01 Fiscal Year. The fiscal year of the Organization shall be the calendar year unless otherwise provided by the Board.

Section 14.02 Seal. The Organization is not required to have a corporate seal. Should it determine to use a seal, the corporate seal shall have inscribed thereon the name of the Organization, the year of its organization, and such other terms as are required. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 14.03 Books and Records. The Organization shall keep at the office of the Organization (as defined in Article I Section 1.01) correct and complete books and records of the activities and transactions of the Organization, including the minute book, which shall contain a copy of the Statement, a copy of these by-laws and all prior versions thereof (if and as applicable), all resolutions and written consents of the Directors, and all

minutes of meetings of the Members and meetings of the Board and committees thereof. Books and records may be in written or electronic form.

Section 14.04 Records Retention and Destruction Policy. The Organization may adopt such record-keeping policies and procedures as necessary for its business, regulatory, and tax-exempt status.

Section 14.05 Annual Returns; Necessary Filings. The Entire Board shall review the Organization's annual filing(s) with the Internal Revenue Service prior to it being filed. The Board may delegate to one or more Officers the preparation of filings and reports related to the Organization's tax-exempt status or any other matter, subject to the Board's oversight, and may employ consultants or advisers, including legal or tax counsel, in connection with the preparation and/or review of such material(s).

Section 14.06 Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.