

**Bylaws**

**of Freeside Technology**

**Spaces, Inc.**

**Article 1**

## **Name and Offices**

### **Section 1. Name**

The name of this Corporation is Freeside Technology Spaces, Inc.

### **Section 2. Principle Office**

The principle office of the Corporation is located in Fulton County, State of Georgia. The address is 675 Metropolitan Parkway, SW. Suite #6066, Atlanta, Ga. 30310

### **Section 3. Change of Address**

The designation of the county or state of the Corporation's principal office may be changed by amendment of these bylaws. The Board of Directors may change the principal office from one location to another, and such changes of address shall not be deemed, nor require, an amendment of these bylaws.

### **Section 4. Other Offices**

The Corporation may also have offices at such other places, within or without its state of

Incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

## **Article 2**

### **Nonprofit Purposes**

#### **Section 1. IRC Section 501(c)(3) Purposes**

This Corporation is organized exclusively for the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

#### **Section 2. Specific Objectives and Purposes**

The specific and primary purpose of the Corporation is to engage in scientific research as

well as charitable educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code, including but not limited to:

(a) To provide work space, storage, and other resources for projects related to technology and artistic expression;

(b) Through talks, workshops, collaborative projects, and other activities, to encourage research, knowledge exchange, learning, and mentoring in a safe, clean space;

(c) To develop, support the development of, and provide resources for the development of free and open source software and hardware.

## **Article 3**

### **Directors**

#### Section 1. Number, Records, and Founding Directors

The corporation shall have six (6) Directors and collectively they shall be known as the Board of Directors.

Directors shall have their names and electronic mail addresses filed at the principle office of the Corporation.

#### Section 2. Qualifications

Directors shall be of the age of majority in this state. Directors are required to be members in the Corporation.

#### Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

#### Section 4. Duties

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation;
- (c) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these bylaws;
- (e) Register their electronic mail addresses with the Secretary of the Corporation, and notices of meetings electronically mailed to them at such addresses shall be valid notices thereof.
- (f) Remain loyal to the best interests of the Corporation.

#### Section 5. Term of Office

The Board of Directors will be made up of six (6) Directors serving overlapping one year terms, with elections held twice a year. Directors shall hold office for a period of one year from their election and until his or her successor is elected and qualifies.

The first regular election held after the adoption of these bylaws will elect a President and six (6) Directors. The elected President will serve until their replacement is elected at the next regular November election. The three (3) Directors receiving the most votes will serve for a period of one year, and the three (3) receiving the least will serve until the next regular election. In the case of any ties the length of term for those Directors will be determined by draw of random lot.

#### Section 6. Compensation

Directors shall serve without compensation.

#### Section 7. Place Of Meetings

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

#### Section 8. Annual Regular Meetings

Regular meetings of the Board of Directors may be held at such time and at such place as may be determined by the Board of Directors. At least one regular meeting must be conducted every six months.

## Section 9. Special Meetings

Special meetings of the board of directors may be called by the chairperson of the Board, the President, by any two Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

## Section 10. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

(a) Regular Meetings. At least thirty calendar days prior notice shall be given by the Secretary of the corporation to each Director of each regular meeting of the board. Notice shall be given by electronic mail. Notice shall be sent to the director at his or her email address shown in the corporation's records.

(b) Special Meetings. At least three business days prior notice shall be given by the Secretary of the Corporation to each director of each special meeting of the board. Notice shall be given by electronic mail. Notice shall be sent to the Director at his or her email address shown in the Corporation's records. For all special meetings, the notice shall state the nature of the business to be transacted by the Board.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this Corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

## Section 11. Quorum for Meetings

At all meetings of the Board of Directors, a majority of directors in office at any time shall constitute a quorum for the transaction of business.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

## Section 12. Majority Action as Board Action

The act of a majority of the voting Directors present at a meeting where there is a quorum present shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by these Bylaws. Each Director shall have one equal vote.

### Section 13. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the Corporation or, in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the chairperson shall appoint another person to act as secretary of the meeting.

Directors may participate in a meeting through use of conference telephone, electronic video communication, electronic chat, or other communications equipment so long as all of the following apply:

- (a) each Director participating in the meeting can communicate with all of the other directors concurrently;
- (b) each Director is provided with the means of participating in all matters under consideration, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation;
- (c) the Secretary, or person appointed as secretary, verifies that (1) a person communicating by telephone, electronic video screen, or other communications method is a director, and (2) all motions, votes, or other actions required to be made by a director were actually made by that director and not by someone who is not entitled to participate.

### Section 14. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the Chairperson of the Board, the President, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Directors may be removed by majority vote of the Board of Directors for missing two consecutive meetings of the Board.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the Board of Directors.

A person selected to fill a vacancy on the Board shall hold office until the next regular election of the Board of Directors or until his or her death, resignation, or removal from

office. If time remains in the original term of the vacant seat at the next regular election of the Board of Directors, that vacancy will be filled by election for the remainder of the original term.

#### Section 15. Nonliability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

#### Section 16. Indemnification by Corporation of Directors and Officers

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state and where the Board of Directors deems indemnification is reasonable.

#### Section 17. Insurance For Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

## **Article 4**

### **Officers**

#### Section 1. Designation Of Officers

The Officers of the Corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have one or more vice presidents, assistant secretaries, assistant treasurers, and other such Officers as may be determined from time to time by the Board of Directors.

## Section 2. Qualifications

Any person who is age of majority may serve as Officer of this Corporation, as long as they are a member in good standing.

## Section 3. Election and Term of Office

The Office of President shall be elected by the members, at any regular or special meeting of the members, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Any member has the right to nominate a person for President. Members have the right to nominate themselves. Only nominated candidates may unnominate themselves. If only one person is nominated to run for President accepts such nomination, he or she shall run unopposed. If no person is nominated, the person holding the office may choose to continue in his or her position, or choose to appoint a successor.

All other Officers are appointed by act of the Board of Directors from qualified candidates, and serve at the pleasure of the Board.

## Section 4. Removal and Resignation

Any Officer may be removed, either with or without cause, by act of the Board of Directors, at any time. Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the Corporation.

## Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

## Section 6. Duties of President

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the Officers. He or she shall perform all duties incident to his or her office



and such other duties as may be required by law, by the articles of incorporation or by these bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and, if this Corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation or by these bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### Section 7. Duties of Secretary

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the Corporation.

Keep at the principal office of the Corporation a membership book containing the name and electronic mail address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the articles of incorporation or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### Section 8. Duties Of Treasurer

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the articles of incorporation of the Corporation or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### Section 9. Compensation

Officers shall serve without compensation.

## **Article 5**

### **Committees**

#### Section 1. Executive Committee

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of three (3) Directors and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the Corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular

minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

#### Section 2. Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board.

#### Section 3. Meetings and Action of Committees

Meetings and action of Committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary to substitute the Committee and its members for the Board of Directors and its members, except that the time for Regular and Special Meetings of Committees may be fixed by resolution of the Board of Directors or by the Committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of Committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

## **Article 6**

### **Execution of Instruments, Deposits, and Funds**

#### Section 1. Execution of Instruments

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as

otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer.

### Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

### Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

## **Article 7**

### **Corporate Records, Seal, and Reports**

#### Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of Directors, Committees of the Board and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A record of its members, indicating their names and electronic mail addresses the termination date of any membership;
- (d) A copy of the Corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members of the Corporation at all reasonable times during office hours.

#### Section 2. Corporate Seal

The Board of Directors may adopt, use, and at will alter, a Corporate Seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to Corporate instruments, however, shall not affect the validity of any such instrument.

### Section 3. Directors' Inspection Rights

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 and shall have such other rights to inspect the books, records, and properties of this

Corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

### Section 4. Members' Inspection Rights

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members, their electronic mail addresses, and voting rights, at reasonable times, upon written demand on the Secretary of the Corporation, which demand shall state the purpose for which the inspection rights are requested.
- (b) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or Committees of the Board, upon written demand on the Secretary of the Corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

### Section 5. Right To Copy And Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

### Section 6. Periodic Reports

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members of this Corporation, to be so prepared and delivered within the time limits set by law.

## **Article**

## **IRS 501(c)(3) Tax Exemption Provisions**

### **Section 1. Limitations on Activities**

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

### **Section 2. Prohibition Against Private Inurement**

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, Directors, or trustees, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

### **Section 3. Distribution of Assets**

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **Amendment of Bylaws**

### **Section 1. Amendment**

Subject to the power of the directors of this Corporation to adopt, amend, or repeal the bylaws of this corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by unanimous approval of the Board of Directors.

## **Article 10**

### **Construction and Terms**

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this Corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

## **Article**

# 11

## **Memb ers**

### Section 1. Determination and Rights of Members

The Corporation shall have only one class of members. No member shall hold more than one membership in the Corporation. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of this Corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions.

### Section 2. Qualifications of Members

The qualifications for membership in this Corporation are as follows:

Must be of the age of majority or have the approval in writing from their legal parent or guardian.

The Board of Directors may adopt policies that further restrict the Qualification of Membership in this Corporation, provided these restrictions are not in conflict with the articles of incorporation, nonprofit purpose, or provisions of law.

### Section 3. Admission of Members

The Board of Directors will adopt and maintain a policy that defines the process by which an individual is admitted as a member of this Corporation. This policy will be consistent with these bylaws, the nonprofit purpose, and provisions of law.

If the Board has not adopted a policy that defines the Admission Process, the following process will apply:

Each prospective member shall be approved by majority of the Board. Approval via electronic mail is sufficient; a special meeting is not required.

### Section 4. Fees and Dues

The monthly dues payable to the Corporation by members, if any, shall be set by the Board of Directors.

### Section 5. Number Of Members

The Board of Directors may limit the number of members.

### Section 6. Membership Book

The Corporation shall keep a membership book containing the name and electronic mail



address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the Corporation's principal office.

#### Section 7. Nonliability of Members

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

#### Section 8. Nontransferability of Memberships

No member may transfer a membership or any right arising from membership. All rights of membership cease upon the member's death, resignation, or removal by the Board of Directors.

#### Section 9. Member Code of

Conduct We do not engage in illegal activity. We require honesty and integrity.

We respect each individual's perspectives and property. We responsibly conserve the group's resources.

#### Section 10. Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

(a) Upon his or her notice of such termination delivered to the President, Treasurer, or Secretary of the Corporation personally or by electronic mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(b) Upon failure to pay established dues and being given notice pursuant to a Delinquent Dues policy adopted by the Board of Directors. If the Board has not adopted such a policy, membership will be terminated thirty (30) days after a written notification of delinquency is personally or electronically delivered to such member by the Treasurer of the Corporation. (c)

After providing the member with reasonable written notice, upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation.

The Board of Directors may adopt additional policies that define events and processes for termination of membership. These policies must be in line with these bylaws, the articles of incorporation, and provisions of law.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

# **Article 12**

## **Meetings of Members**

### **Section 1. Place of Meetings**

Meetings of members shall be held at the principal office of the Corporation or at such other place or places as may be designated from time to time by resolution of the Board of Directors.

### **Section 2. Regular Meetings**

A regular meeting of members shall be held on the first Tuesday of May, at 7:00 P. M., for the purpose of electing open Directors seats, President, and transacting other business as may be opened for member vote by the Board of Directors.

A regular meeting of members shall be held on the first Tuesday of November, at 7:00 P. M., for the purpose of electing open Directors seats, and transacting other business as may be opened for member vote by the Board of Directors.

For election of Directors and President, the candidates receiving the highest number of votes shall be elected. Each voting member shall cast one vote, (a) in person by secret ballot at the meeting, (b) by e-mail or facsimile transmission received prior to the meeting in a manner set forth by the Board of Directors, and (c) by any combination of the above mentioned methods as determined by the Board of Directors. When there is only one nominee for an office, such member may be elected by voice vote. The Secretary of the corporation will tally the votes.

The day of a regular meeting may be moved by the Board of Directors up to thirty (30) days earlier or fifteen (15) days later than the date specified, provided notice is given to members sixty (60) days prior to the change.

### **Section 3. Special Meetings of Members**

Special meetings of the members shall be called by the Board of Directors, the chairperson of the Board, or the President of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members.

#### Section 4. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than three (3) nor more than thirty (30) days before the date of the meeting, either personally or by electronic mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when sent via electronic mail addressed to the member at his or her electronic mail address as it appears on the records of the corporation. Personal notification includes notification by telephone or in person.

The notice of any meeting of members at which Directors are to be elected shall also state the names of all those who are nominees or candidates for election to the Board at the time notice is given.

Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

#### Section 5. Quorum for Meetings

A quorum shall consist of one third of the voting members of the Corporation.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

#### Section 6. Quorum Action As Membership Action

Every act or decision done or made by a quorum of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the articles of incorporation, these bylaws, or provisions of law require a greater number.

#### Section 7. Voting Rights

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors and President, however, shall be as defined by these bylaws.

#### Section 8. Action by Written Ballot

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each

member entitled to vote on the matter. The ballot shall:

- (a) set forth the proposed action;
- (b) provide an opportunity to specify approval or disapproval of each proposal;
- (c) indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors or President, state the percentage of approvals necessary to pass the measure submitted; and
- (d) shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

#### Section 9. Conduct of Meetings

Meetings of members shall be presided over by the chairperson of the Board, or, if there is no chairperson or, in his or her absence, by the President of the Corporation or, in his or her absence, by a chairperson chosen by a majority of the voting members present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by these bylaws, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation or with provisions of law.