

**BY-LAWS
OF
ALADYR, INC**
(A Florida Not-for-Profit Corporation)

**ARTICLE I
NAME AND OFFICES**

Section 1.01 The name of the organization is **ALADYR, INC** (the "**Corporation**").

Section 1.02 The "Principal Office" of the Corporation shall mean: **7901 4th St N STE 300, St. Petersburg, FL 33702**, provided that the Board shall have the power to change the location of the Principal Office. The Corporation may also have other offices within and without the State of Florida as the Board of Directors (the "Board") may from time to time determine or the business of the Corporation may require.

**ARTICLE II
PURPOSES AND PERMITTED ACTIVITIES**

Section 2.01 The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable or educational, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law ("Section 501(c)(3)"). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws.

The specific purposes of the Corporation are to promote the development, dissemination, and integration of proper knowledge on water treatment technologies, thanks to the provision of information exchange spaces that foster the development of strategic alliances for the sector and the support of projects and initiatives aimed at guaranteeing access to drinking water under sustainability and social welfare standards. In order to fulfill its purpose, the Corporation may perform any and all actions tending to:

- a) Support members with public and private organizations linked to the purposes of the Corporation, facilitating connection networks, knowledge exchange, and access to valuable contacts and delivering certificates and audits reports.**
- b) Support ALADYR's members in gathering timely information on technology trends. Generate networking spaces for ALADYR's members.**
- c) Support training and education of the water industry through seminars, webinars, workshops or others.**

- d) **Support the municipal, industrial and academic sectors with new knowledge related with the water treatment, as well as professional progress through meetings, seminars and the like.**
- e) **Settle relevant information for our target audience, facilitating access to knowledge, and seeking to adapt its contents to multiply and disseminate it.**
- f) **Collaborate with other NGOs to promote knowledge about water treatment or other activities aligned with ALADYR objectives.**
- g) **Promote the integration of children and youths in our actions, sharing knowledge about water treatment.**
- h) **Support trade associations, guild associations, labor unions, and other exempt organizations that conduct activities related to development, dissemination and integration of proper knowledge on sustainable and efficient water management.**

Section 2.02 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 set forth hereof.

Section 2.03 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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.

Section 2.04 Notwithstanding any other provision of these articles, the Corporation shall not carry on any other 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.05 Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE III MEMBERS

Section 3.01 Membership. Membership in the Corporation shall be open to all persons interested in the Corporation's purposes with a legal age who are related to companies or organizations involved in water management processes such as suppliers, assemblers, engineering

consultants, end users, public entities, research centers, as well as university students with related careers. Final approval for the admission of new members shall be by a majority vote of the Board of Directors. No person or entity may become a member, if its membership would in any way frustrate, negate, or violate the Corporation's educational and charitable purposes, as set forth in Article 2 of these Bylaws and defined by Section 501(c)(3) of the Internal Revenue Code. No person or entity that may have made slanderous or false statements about the name of the Corporation or to have used the name of the Corporation in a proven way to discredit it may become a member.

Section 3.02 Membership Dues. The Board may establish such other criteria for Membership such as a schedule of dues as it deems appropriate.

Section 3.03 Classes of Membership. The Corporation shall have three (3) classes of Members: (1) natural persons, (2) legal entities, and (3) universities and guild associations.

Section 3.04 Meetings. The annual meeting of the Members (the "**Annual Meeting of the Members**") for the transaction of any business as may come before the Members, shall be held each year at the place, time, and date as may be fixed by the Board, or, if not so fixed, as may be determined by the President of the Board. The Board may, in its sole discretion, determine that the Annual Meeting of the Members be held solely by means of electronic communication, as more fully set forth in Section 3.07.

Section 3.05 Election of Directors. The election of Directors (the "**Election of Directors**") shall be every four years. The voting process for the Election of Directors will last between fifteen (15) and thirty (30) continuous days ("**Election Period**") for which online communications will be issued with the intention of informing the Members about the active voting process. Voting calls will be made during this period to the last email address of the member shown on the records of the Corporation. Members shall vote through electronic means as detailed in the voting calls. In the event of a vote submitted after the completion of the Election Period, such vote will be considered invalid and null. The Members may not appoint a proxy to exercise their right to vote. The announcement of the elected Board of Directors shall be in the month of October, upon the votes of a majority of the Members entitled to vote, provided that during the Election Period there is a plurality of votes and a quorum of one third of the Members is met. The Board of Directors shall be entitled to amend the voting process for the Election of Directors upon a majority vote.

Section 3.06 Special Meetings. Special meetings of the Members shall be held whenever called by resolution of the Board, the Executive Director, if any, or by a written demand to the Secretary of ten percent (10%) of the Members eligible to vote. The Secretary upon receiving written demand or resolution shall promptly give notice of such meeting or if the Secretary fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice. The President of the Corporation shall preside at the meetings of the Members, or in the

absence of the President, an acting President shall be chosen by the Members present. The Secretary of the Corporation shall act as Secretary at all meetings of the Members, or in the absence of the Secretary, an acting Secretary shall be chosen by the Members present.

Section 3.07 Electronic Communication. If the Board, in its sole discretion, determines that any meeting of the Members be held solely by means of electronic communication, the platform or service of such meeting shall be the place of the meeting. If the meeting is to be held at a physical location, the Board may, in its sole discretion, authorize members not physically present, in person or by proxy, at such meeting to participate in the proceedings of such meeting and/or vote or grant proxies with respect to matters submitted to the members at such meeting by means of electronic communication. A Member participating in a members' meeting by such means is deemed to be present in person at the meeting.

Section 3.08 Notice of Meetings. Written notice of the place, date, and hour of any meeting shall be given to each Member entitled to vote at such meeting by mailing the notice by first class mail with postage prepaid, personal delivery, fax, or email not less than sixty (60) nor more than one hundred and twenty (120) days before the date of the meeting. Notice of any meeting other than the Annual Meeting of the Members shall indicate the person or persons calling the meeting and notice of any special meeting shall also indicate the purpose for which it is called. Notice may be served by email, phone call and social media of the Corporation at least once a week for three successive weeks before the meeting and by prominently displaying the notice on the Corporation's webpage from the date of publication through the date of the meeting.

Section 3.09 Quorum. At all meetings of Members, ten percent (10%) or one hundred (100) Members eligible to vote, whichever is less, shall constitute a quorum for the transaction of business. In the absence of a quorum, the 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. Any one or more Members may participate in a meeting of the Members by means of a conference telephone, video conference, 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 each other at the same time and each Member can participate in all matters before the Members, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Members.

Section 3.10 Voting. Except as otherwise provided by statute or these by-laws, the vote of a majority of the Members present at the time of a vote, if a quorum is present at such time, shall be the act of the Members. At any meeting of the Members, each Member present belonging to class 1, in person, shall be entitled to one (1) vote, while each Member present belonging to class 2 shall be entitled to the amount of votes in accordance with the number of representatives

appointed to the Corporation but in no event shall represent more than 10% of the total votes of the list of current Members of the Corporation. Members belonging to class 3 shall not be entitled to vote. The record eligibility of voting rights shall be set by the Board 3 days before the date of the meeting.

Section 3.11 Action Without a Meeting. Action may be taken without a meeting on written consent, setting forth the action to be taken. 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 Member.

Section 3.12 Duties of the Members. For all the associates of the Corporation some basic duties are defined to be fulfilled within their membership:

- (a) Keep their address updated, and in the case of legal entities, the information of the three (03) representatives before the Corporation.
- (b) Pay membership renewal fees in a timely manner.
- (c) Promote the practices and purposes of the Corporation.

Section 3.13 Prohibitions to Members. Due to the nature of the Corporation and in compliance with its transparency and respect for all its Members, the following prohibitions are established for all its Members and those involved:

- (a) Use the name of the Corporation, in any type of event, without prior authorization from the executive committee of the Corporation. This authorization must be requested via e-mail.
- (b) Defamation of the Corporation.
- (c) Receipt of income, financial or related amounts, on behalf of the Corporation.
- (d) Preventing the attendance or intervention of the active Members in the Annual Meeting of the Members.
- (e) Discriminate, while acting as a Member of the Corporation, against natural or legal persons, on the grounds of political or religious creed, sex, race, nationality or geographical origin, class or economic capacity.

Section 3.14 Exclusion of Members. Membership shall be lost in the following cases: a) By resignation of the Member, made in writing and under the signature of its legal representative with sufficient power of attorney in the case of legal entities, b) by loss of legal personality in the case of Members who are legal entities, c) by expulsion decreed by the Board of Directors, due to default in the payment of membership renewal, after two (02) months of the renewal date has expired, d) by expulsion decreed by the Board of Directors, due to any cause or action taken by the Member and deemed contrary to the purposes of the Corporation, pursuant to a procedure that is fair and reasonable and is carried out in good faith.

Section 3.15 Contribution by Members. Members shall contribute to the financing of the Corporation's costs in the following manner: (i) payment of annual memberships; (ii) payment of sponsorships to events of the Corporation; (iii) payment to inscriptions to events; and (iv) other payments related to the purpose of the Corporation. Contributions by Members must be used exclusively for the achievement of the purposes of the Corporation provided in these By-laws.

Section 3.16 Actions Requiring Votes of Members. The following corporate actions may not be taken without the approval of the Members:

- (a) A majority of the votes cast at a meeting of the Members is required for:
 - i. A petition for judicial dissolution.
- (b) Two-thirds of the votes cast at a meeting of the Members is required for:
 - i. Disposing of all, or substantially all, of the assets of the Corporation,
 - ii. Approval of a plan of merger,
 - iii. Authorization of a plan of non-judicial dissolution, or
 - iv. Revocation of a voluntary dissolution proceeding.

provided, however, that the affirmative votes cast in favor of any action described in this subsection (b) shall be at least equal to the minimum votes necessary to constitute a quorum. Abstentions from voting or blank votes cast by ballot shall not be counted toward the number of votes.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01 Powers and Number. The affairs and property of the Corporation shall be managed by or under the direction of the Board of Directors (the "**Board**") subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation and herein. The number of directors shall be at least three (3) but no more than fifteen (15). At least eleven (11) directors shall be a class 2 Member, and maximum of four (4) may be a class 1 Member. Within the specified limits, the numbers of directors can 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 Board and no decrease shall shorten the term of any director then in office. As used in these by-laws, the term "**Entire Board**" shall mean the total number of directors entitled to vote which the Corporation would have if there were no vacancies on the Board.

Section 4.02 Election and Term of Office. To become a director, a person shall belong to class 2 or class 1 of the Members for one consecutive year prior to nomination as a director and

elected in accordance to Section 3.05. **Directors shall hold office for a term of four (4) years** and each shall serve for such term and until the election and qualification of a successor, or until such director's death, resignation, or removal. Directors may be reelected indefinitely, except for those who are appointed as members of the Executive Committee detailed in Section 5.01, which may be elected only for two consecutive periods.

Section 4.03 Qualification for Directors. Each director shall be at least 30 years of age, have at least five (5) years of proven experience in the water/effluent treatment sector with references from entities in Latin America, submit three (3) letters of recommendation issued by any member of the Corporation or non-member companies/organizations related to water management and be a class 2 or class 1 Member of the Corporation for one consecutive year prior to nomination as a director. For the consecutive year, the accumulated time by the Member within the Corporation will be taken into account.

Section 4.04 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the authorized number of directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a director, may be filled at any meeting of the Board by the vote of the majority of the directors then in office, although less than a quorum, or by a sole remaining director. Each director so elected shall serve until the next Meeting of the Members or until such director's successor is elected or appointed and qualified.

Section 4.05 Removal. Any director may be removed at any time for non-compliance with these By-laws or for behavior not aligned with Corporation's policies or for force majeure causes that reflect behaviors that are not moral. The removal will be made by a majority of the Entire Board. Said removal vote must be taken by secret ballot, in accordance with a process that the Board of Directors will determine at the appropriate time.

Section 4.06 Resignation. Any director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. 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 director.

Section 4.07 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 4.08 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 director at his or her address or contact information as it appears on the records of the

President. 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 deposited in the United States 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 director not less than fifteen (15) days before such meeting. Notice of a special meeting of the Board must be given to each director not less than ten (10) 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 director 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.

Section 4.09 Quorum. At each meeting of the Board, the presence of a majority of the Entire Board 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 directors who were not present at the time of the adjournment.

Section 4.10 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 4.11 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, 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 each other at the same time and each director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

Section 4.12 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 written 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.

Section 4.13 Proxy. Every director entitled to vote at a meeting of Directors or to express consent or dissent without a meeting may authorize another director to act for such Director by proxy. Every proxy must be in writing and signed by the Director or the Director's duly authorized officer, director, employee, or agent, or by email setting forth information from which it can be reasonably determined that the proxy was authorized by such Director. 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 Director executing it, except as otherwise provided by law. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary of the Corporation or, upon the absence of a Secretary, the presiding Director appointed to act as secretary of the meeting.

Section 4.14 Compensation. The Corporation shall not pay compensation to directors for services rendered to the Corporation in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. A director may receive reasonable compensation for the performance of services provided to the Corporation in any capacity separate from his or her responsibilities as a director when so authorized by a majority of the directors then in office and in accordance with Section 10.01 of these by-laws.

Section 4.15 By-Laws. The initial by-laws shall be adopted by the current Board of Directors of the Corporation. Prior to the adoption, the proposed by-laws are to be circulated to the Directors with the notice of the meeting before the meeting to adopt the by-laws. A majority of the votes cast at the meeting of Directors to adopt the by-laws shall be the act of the Directors.

ARTICLE V COMMITTEES

Section 5.01 Executive Committee and Other Committees of the Board. The Board, by resolution adopted by a simple majority of the Entire Board, may designate from among the directors an Executive Committee and other committees of the Board, including but not limited to, financial committee, legal and regulatory committee, consisting of four (4) or more directors. 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 authority as to the following matters:

- (a) The filling of vacancies on the Board or in any committee.
- (b) The amendment or repeal of the by-laws, or the adoption of new by-laws.
- (c) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable.

Section 5.02 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. A majority of all of the members of the Executive Committee shall make financial and management decisions, but, shall at all time, inform said decisions to the Board.

Section 5.03 Alternate Members. The Board may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member or members at any meeting of such committee.

ARTICLE VI OFFICERS, EMPLOYEES, AND AGENTS

Section 6.01 Officers. The officers of the Corporation shall consist at least of a President, a Secretary, and a Treasurer. The Board may from time to time appoint such other officers, including one or more Vice Presidents, as it may determine. All officers shall be chosen by the Board from slates of candidates eligible and willing to serve belonging to the current Board. Any two or more offices may be held by the same person.

Section 6.02 Election, Term of Office, and Qualifications. The officers of the Corporation shall be elected every four years by a majority vote of the Board 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. One person may hold, and perform the duties of, for a maximum of two (2) consecutive terms, 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.

Section 6.03 Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the Entire Board.

Section 6.04 Resignations. Any officer may resign at any time by giving twenty (20) days written notice 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 6.05 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

Section 6.06 President. The President shall preside at all meetings of the Board and Members. He or she shall have the general powers and duties of supervision and management of

the Corporation which usually pertain to his or her office and shall keep the Board fully informed of the activities of the Corporation. 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 Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.

Section 6.07 Vice President. Each Vice President may be designated by such title as the Board may determine, and each such Vice President in such order of seniority as may be determined by the Board, shall, in the absence or disability of the President perform the duties and exercise the powers of the President. Each Vice President also shall have such powers and perform such duties as usually pertain to his or her office or as are properly required of him or her by the Board.

Section 6.08 Secretary. The Secretary shall record and keep the minutes of all meetings of the Board and Members in books 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 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.

Section 6.09 Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall keep full and accurate accounts of all moneys received and paid by him or her on account of the Corporation. The Treasurer shall exhibit at all reasonable times the Corporation's books of account and records to any of the directors of the Corporation upon request at the office of the Corporation. He or she shall render a detailed statement to the Board of the condition of the finances of the Corporation 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.

Section 6.10 Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, 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 6.11 Compensation. Any officer, employee, or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Entire Board, and only when so authorized and in accordance with Section 10.01 of these by-laws. No compensation shall be given to any member of the Board for his/her position as Director, as set forth in Section 4.14.

ARTICLE VII

EXECUTION OF INSTRUMENTS

Section 7.01 Contracts and Instruments. The Board, subject to the provisions of Section 10.01 and Section 10.02, may authorize any officer or agent of the Corporation 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 evidence of indebtedness in the name of and on behalf of the Corporation. 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.

Section 7.02 Deposits. The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

Section 7.03 Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

Section 8.01 Indemnification. The Corporation 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 by reason of the fact that he or she, his or her testator or intestate, was a director or officer of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 8.02 Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors 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.

ARTICLE IX GENERAL PROVISIONS

Section 9.01 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of April and end on the last day of March in each year, provided that the Board shall have the power to change such date at any time.

Section 9.02 Records Retention and Destruction Policy. The Corporation shall keep correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Articles of Incorporation, a copy of these by-laws, all resolutions of the Board, and all minutes of meetings of the Members and meetings of the Board and committees thereof. In any instance where the Corporation faces issues related to document retention, it shall follow the procedures and rules set out in the Records Retention and Destruction Policy attached hereto as Exhibit A and incorporated into these bylaws by reference. .

Section 9.03 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.

ARTICLE X

INTERESTED PARTY AND CONFLICT OF INTEREST TRANSACTIONS

Section 10.01 For purposes of these by-laws, an "**Interested Party Transaction**" is any contract or other transaction between the Corporation and (a) any present director or any individual who has served as a director in the five years preceding the transaction (a "**past director**"), (b) any family member of a present or past director, (c) any corporation, partnership, trust, or other entity in which a present or past director is a director, officer, or holder of a financial interest, (d) any present officer or any individual who has served as an officer in the five years preceding the transaction (a "**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 director, officer, or holder of a financial interest.

Section 10.02 For purposes of these by-laws, a "**Conflict of Interest Transaction**" is a transaction with the Corporation in which a Director or Officer has a material direct or indirect interest. For purposes of this Section, and without limiting the interests that may result in a **Conflict of Interest Transaction**, a Director or Officer has a direct or indirect interest in a transaction if (1) another entity in which he or she has a material financial interest or in which he or she is a general partner is a party to the transaction; or (2) another entity of which he or she is a director, officer, or trustee or in which he or she holds another position is a party to the transaction and the transaction is or should be considered by the Board. A **Conflict-of-Interest Transaction** can be voided by a majority (more than 50%) vote of the Directors at any meeting of the Directors. A **Conflict-of-Interest Transaction** is acceptable, or may be ratified by the Board, if either of the following is true:

- a) The material facts of the COI transaction and the Director's or Officer's material direct or indirect interest is disclosed or known to the Board, and a majority (more than 50%) of the non-interested Directors on the Board vote to ratify the **Conflict-of-Interest Transaction**; or

- b) The **Conflict-of-Interest Transaction** is fair to the Corporation.

For the purposes of this Section, a quorum for a vote regarding a **Conflict-of-Interest Transaction** shall exist if a majority (more than 50%) of Directors who are entitled to vote on the **Conflict-of-Interest Transaction** (i.e. non-interested Directors) are present. Further, if a **Conflict-of-Interest Transaction** is made and/or approved by a Committee, the vote regarding whether to void or ratify the **Conflict-of-Interest Transaction** shall include all non-interested Directors, as opposed to just the non-interested Directors on the Committee.

ARTICLE XI AMENDMENTS

Section 11.01 These by-laws may be altered, amended, or repealed by the affirmative vote of the majority of the Entire Board then in office at any meeting of the Board at which a quorum is present, except a two-thirds vote of the Entire Board shall be required for any amendment to add or remove a provision of these by-laws requiring a greater proportion of directors 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 directors the by-laws so adopted, amended, or repealed, together with a concise statement of the changes made.

ARTICLE XII NON-DISCRIMINATION

Section 12.01 In all of its dealings, neither the Corporation 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 DISSOLUTION

Section 13.01 Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XIV
REFERENCE TO ARTICLES OF INCORPORATION

Section 14.01 References in these by-laws to the Articles of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these by-laws. In the event of a conflict between the Articles of Incorporation and these by-laws, the Articles of Incorporation shall govern.