EarthScope Consortium Inc.

A Delaware Nonstock

Corporation Bylaws

Article I

Name

Section 1. Name: The name of the corporation is the EarthScope Consortium Inc. (the "Corporation").

Article II

Member Institutions

Section 1. Voting Members: Educational and research institutions chartered in the United States, with a commitment to research in geophysics and related fields, including single or multiple campuses of multi-campus university systems, may become voting members of the Corporation ("**Voting Members**"). An institution applying for voting membership in the Corporation must be qualified as an educational or research institution based on its mission, vision, or governing documents. Qualified institutions may be admitted by the affirmative vote of two-thirds of the entire Board of Directors. The rights and privileges of Voting Members with respect to participation in the scientific activities of the Corporation will be according to policies established by the Board of Directors. Each Voting Member is required to appoint one individual as its designated representative ("**Member Representative**") to represent the interests of that Member, to receive notices to Voting Members sent by the Corporation, and to vote on behalf of that Voting Member on each matter submitted to a vote of the Voting Members. The EarthScope Consortium recommends that each Voting Member also designate an alternate Member Representative although doing so is not a requirement of membership. Each Member Representative must be the holder of a permanent appointment to the Voting Member institution, with major responsibilities in the Earth sciences, in a department, program or other organizational unit of the Voting Member institution they are to represent. Appointment of the Member Representative shall be made by a senior officer of the Voting Member at or above the level of Department Head. Membership requires payment of a one-time membership fee, as determined by the Board of Directors per Article IX. Fee waivers may be granted by the Board of Directors.

Section 2. Associate Members: Educational and research institutions in the United States or foreign countries that do not otherwise qualify for voting membership, government entities that are engaged in geophysical research and development, and other organizations in foreign countries that are engaged in geophysical research and development, may be admitted as nonvoting "**Associate Members"** by the affirmative vote of two-thirds of the Board of Directors. Associate Members may appoint a representative to attend meetings of the Corporation's Members. The rights and privileges of Associate Members with respect to participation in the scientific activities of the Corporation will be according to policies established by the Board of Directors. Membership may require payment of a one-time membership fee, as determined by the Board of Directors.

Section 3. Resignation: Any Voting Member or Associate Member may resign at any time by giving written notice to the Chair, President/CEO, or Secretary of the Corporation. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein. Any resigning Voting Member or Associate Member shall remain liable for any unpaid portion of any membership fees, assessments, or charges levied before the effective date of the resignation. Membership fees, assessments, or charges previously paid shall not be refundable.

Section 4. Disciplinary Action: Any Voting Member or Associate Member may be placed on probation, or have its membership suspended or terminated by a two-thirds vote of the Board of Directors. Voting Members must demonstrate their participation in the Consortium in one or more of the following ways: by voting in member elections; participating in governance or advisory bodies; or affirming their intention to be active as a member. Associate Members are required only to affirm their intention to remain a member at least every other year. If members fail to meet these participation requirements or otherwise act in any way deemed by the Board of Directors to be detrimental to the Corporation or its reputation, the Board of Directors shall provide the Member a warning and an opportunity to address a deficiency. If a Member does not respond, the Board of Directors may suspend or terminate a membership through a vote. Voting Members and Associate Members whose memberships have been terminated shall remain liable for any unpaid portion of any membership fees, assessments, or charges levied before the effective date of the termination. Voting Members or Associate Members who have been placed on probation or suspended may apply to the Board of Directors for reinstatement by a two-thirds vote of the Board of Directors.

Article III

Meetings of the Members

Section 1. Place of Members' Meetings: Meetings of the Members shall be held remotely or at such place, within or outside the State of Delaware, as the Board of Directors designates. If authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may adopt, the Member Representatives who are not physically present at a meeting of the Voting Members may, by means of remote communication, participate in a meeting and create a quorum of the Voting Members and be deemed present in person and vote at such meeting, whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (a) the Corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a Member Representative, (b) the Corporation shall implement reasonable measures to provide such Member Representatives a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Voting Members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (c) if any Member Representative votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Corporation.

Section 2. Annual Meeting: A Meeting of Members shall be convened at least once per annum. The annual meeting of the Members shall be held at such date, place, and time as may be fixed by resolution of the Board of Directors.

Section 3. Special Meetings: A special meeting of the Members may be called only by the CEO, the Chair, the Executive Committee, the Board of Directors, or at the request in writing of at least twenty-five percent (25%) of the Voting Members. No notice of a special meeting need be given to members if each Voting Member entitled to vote at such meeting waives notice thereof in writing in accordance with the requirements of Section 4 of this Article III.

Section 4. Notice or Waiver of Notice: Written or printed notice, stating the place, date, and time of the meeting, shall be prepared and delivered by the Corporation not less than ten days nor more than sixty days before the date of the meeting. Such notice shall be delivered, by mail, email, or internet posting, to each Voting Member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered two days following the notice being deposited in the United States mail with postage thereon prepaid, addressed to the Voting Member at its address as it appears on the records of the Corporation. When emailed or posted, notices shall be deemed to be delivered when transmitted and addressed to the Voting Member in accordance with the instructions given by the Voting Member in its consent. Whenever notice is required to be given under any provision of these Bylaws, a written waiver, signed by the Voting Member entitled to notice, or a waiver by electronic transmission by the Voting Member entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of the Member Representative of the Voting Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member Representative of the Voting Member attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Members need be specified in any written waiver of notice or any waiver of electronic transmission unless so required by law, the Certificate of Incorporation, or the Bylaws.

<u>Section 5. Presiding Officer of Meetings:</u> The Chair of the Board of Directors, or in the absence of the Chair, the Vice Chair of the Board of Directors, shall preside at all meetings of the members. In the absence of the Chair and the Vice Chair, the CEO shall preside at such meetings.

<u>Section 6. Secretary of Meetings:</u> The Secretary of the Corporation shall act as secretary of all meetings of the Members, ensuring that an appropriate corporate record of all meetings is created and retained. The Secretary may delegate recording responsibilities to appropriate staff or request support for meeting records. In the absence of the Secretary, the presiding officer of the meeting shall appoint any other person to act as secretary of the meeting.

<u>Section 7. Quorum and Adjournment:</u> Except as otherwise provided by law or by the Certificate of Incorporation, a majority of the Voting Members, represented in person, remotely (per Section 1. Article III) or by proxy (Section 8, Article III), shall constitute a quorum at a meeting of Members. The chair of the meeting or a majority of the Voting Members so represented may adjourn the meeting from time to time, whether or not there is such a quorum. At any adjourned meeting at which a quorum is present any business may be transacted which might have been transacted at the original meeting.

<u>Section 8. Proxies:</u> Each Member Representative entitled to vote at a meeting of the Voting Members may authorize another person or persons to act for such Voting Member by proxy. Every proxy must be designated in writing and signed by the Member Representative or designated by email setting forth information from which it can be reasonably determined that the proxy was authorized by such Member Representative. No proxy shall be valid after the expiration of three (3) years from the date following original designation unless otherwise provided in the proxy designation. If a Member Representative is not present and has not designated a proxy, the Alternate Representative specified by the Voting Member may vote on behalf of that Member. For the purposes of conducting meetings, all proxies shall be delivered to the Secretary or, upon the absence of the Secretary, the person appointed to act as secretary of the meeting.

<u>Section 9. Voting:</u> Unless otherwise provided by law or by the Certificate of Incorporation, and subject to the other provisions of these Bylaws, each Voting Member shall be entitled to one equal vote on each matter. If authorized by the Board of Directors, any requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either be set forth or be submitted with information from which it can be determined that the electronic transmission was

authorized by the Voting Member representative or proxy holder.

Section 10. Required Vote: Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, all matters other than the election of Directors submitted to the Voting Members at any meeting shall be decided by the affirmative vote of a majority of the Voting Members present in person or represented by proxy at the meeting and entitled to vote thereon. Voting Member votes with respect to extraordinary actions such as merger, consolidation, conversion, sale, lease or exchange of all or substantially all assets of the Corporation and dissolution shall be governed by the relevant provisions of the Delaware General Corporation Law.

Section 11. Election of Directors: The annual election of new Directors shall be by written ballot. This ballot may be conducted electronically, by in-person voting, or by mail, at the discretion of the Board of Directors once per year with results announced at the annual meeting. Directors nominated by the Nominating Committee shall be elected by a plurality of the votes of the Voting Members entitled to vote on the election of Directors. For elections of Directors to be valid, ballots must be submitted by a majority of the Voting Members.

Section 12. Action Without a Meeting: Notwithstanding anything to the contrary contained in these Bylaws, whenever Voting Members are required or permitted to take any action by vote, such action may be taken without a meeting by use of a consent or consents, setting forth the action so taken, signed and dated by Voting Members. For such actions to be valid, such consents must constitute not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Voting Members having a right to vote thereon were present and voted. Such consents must be received by the Secretary of the Corporation by certified or registered mail (return receipt requested), or other electronic transmission such as email within no fewer than ten and no more than sixty days (as determined by the Board) of the date the earliest dated consent is received by the Secretary. All Voting Members shall be promptly notified in writing of any action taken.

Article IV

Board of Directors

Section 1. Powers: Full power in the management of the affairs of the Corporation is vested in the Board of Directors. To this end and without limitation of the foregoing or of the powers expressly conferred by these Bylaws, the Board of Directors shall have power to authorize action on behalf of the Corporation, make such rules or regulations for its management, create such additional offices or special committees and select, employ or remove the CEO as it shall deem to be in the best interests of the Corporation. The Board of Directors shall have the power to fill vacancies in, and change the membership of, such committees as are constituted by it.

Section 2. Composition: There shall be twelve Directors, all of whom are elected by the Voting Members. At least nine of the Directors must be affiliated with a Voting Member institution but need not be Member Representatives. The other three Directors may be from the scientific community at-large and need not be affiliated with a Member. There shall not be more than one Director on the Board from the same member or non-member institution.

Section 3. Election and Term of Office: Directors shall be elected by the Voting Members annually for staggered three-year terms starting January 1 annually. Four Directors shall be elected to three-year terms each year. No Director may be reelected to a second consecutive term; provided, however, that any current Director other than the current Chair or Chair-Elect may be elected as the next Chair-Elect, thus extending his or her continual service as a Director beyond the normal three-year term limit. The terms of newly elected Directors shall commence no later than sixty days after their election. Each Director shall continue in office until a successor is chosen and qualifies or until death, resignation or removal.

Section 4. Resignation: Any Director may resign at any time by giving written notice to the Chair, CEO, or Secretary of the Corporation. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein.

Section 5. Removal: Any Director may be removed with or without cause by a majority of the Voting Members. Any Director may be removed for cause by the affirmative vote of two-thirds of the Board of Directors with ratification by a majority of the Voting Members.

Section 6. Vacancies: Any vacancy occurring in the Board of Directors by reason of the death, resignation, removal or disqualification of a Director may be filled by the vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors; provided, however, that the provisions of Section 2 of this Article IV must be satisfied. Any Director so elected shall serve on an interim basis only, until the next annual meeting of the Members. At the next annual meeting of the Members, the Voting Members shall elect someone to serve for the remainder of the unexpired term of the vacating Director.

Article V

Meetings of the Board of Directors

Section 1. Regular Meetings: The Board of Directors may, by resolution, provide the time and place for the holding of regular meetings without notice other than such resolution. It is expected that the Board of Directors will have at least two regular meetings annually. These meetings may be held in accordance with Section 8 of this Article V.

Section 2. Special Meetings: Special meetings of the Board of Directors shall be called at the request of the Chair, the CEO, or a majority of the Directors.

Section 3. Place of Meetings: The Chair or the CEO shall designate the place and type (in-person or virtual) of any special meeting, which may be held either within or outside the State of Delaware and which shall be specified in the notice of meeting or waiver of notice thereof; provided, however, that the Board shall have at least two meetings each year.

Section 4. Notice of Meetings: Notice of any special meeting shall be given to each Director at least seven days before such meeting. Such notice shall be delivered by email, a designated Board communication platform, or first class mail (postage prepaid). If mailed, such notice shall be deemed adequately delivered when deposited in the United States mail so addressed, with postage thereon prepaid. When emailed, notices shall be deemed to be delivered when transmitted and addressed to the Director in accordance with the instructions given by the Director. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the Board of Directors need be specified in the notice of such meeting. A meeting may be held at any time without notice if all the Directors are present (except as otherwise provided by law) or if those not present waive notice of the meeting in writing, either before or after such meeting.

Section 5. Quorum: Except as may be otherwise expressly required by law, the Certificate of Incorporation or these Bylaws, at all meetings of the Board of Directors a majority of the Directors then serving shall constitute a quorum. At all meetings of any committee of the Board of Directors, or of any committee of the Corporation established by the Board of Directors, a majority of the members of that committee shall constitute a quorum. If a quorum is not present, a majority of the Directors or committee members present may adjourn the meeting without notice other than by announcement at said meeting, until a quorum is present. At any duly adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 6. Voting: Each Director shall be entitled to one equal vote. Except as otherwise expressly required by law, the Certificate of Incorporation or these Bylaws, all matters shall be decided by the affirmative vote of a majority of the Directors present at the time of the vote, if a quorum is then present. Unless specified otherwise, all votes will be decided by a simple majority of the Directors present.

Section 7. Action Without a Meeting: Any action required or permitted to be taken by the Board of Directors, or any committee of the Board of Directors, may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board of Directors or the applicable committee.

Section 8. 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.

Article VI

Officers

Section 1. Officers and Qualifications: The officers of the Corporation shall consist of a Chair (Article VI, Section 2), a Vice Chair/Chair-Elect (Article VI, Sections 3 & 7), a CEO (Article VI, Section 4), a Secretary (Article VI, Section 5), a Treasurer (Article VI, Section 6), and such other officers as the Board of Directors may from time to time establish and appoint. All officers named above other than the CEO shall be Directors. The CEO will participate in meetings of the Directors (except executive sessions of the Board) but is not a Director elected by the Voting Members. The Chair is elected by the Voting Members and serves as Chair Elect during their first year on the Board (Article VI, Section 8). All other officers of the Board of Directors are appointed by the Board of Directors.

Section 2. Chair: The Chair of the Board of Directors shall, when present, preside at all meetings of the Board of Directors and the Members and shall perform such other duties and exercise such other powers as shall from time to time be assigned by the Board of Directors.

Section 3. Vice Chair: The Vice Chair of the Board of Directors shall preside, in the absence of the Chair, at all meetings of the Board of Directors and the Members and shall perform such other duties and exercise such other powers as shall from time to time be assigned by the Board of Directors. When the Chair-Elect position is filled, the Chair-Elect shall automatically serve as the Vice Chair.

Section 4. CEO: Except as otherwise provided by the Board of Directors, the CEO shall be the chief executive officer of the Corporation, and unless authority is given by these Bylaws or the Board of Directors to other officers or agents to do so, the CEO shall execute all contracts and agreements on behalf of the Corporation. It shall be their duty, insofar as the facilities and funds furnished to them by the Corporation permit, to see that the orders and votes of the Board of Directors and the purposes of the Corporation are carried out. In the absence of the Chair or the Vice Chair of the Board of Directors, the CEO shall preside at meetings of the Board of Directors and the Members. The CEO may appoint advisory committees or panels to assist in carrying out the business of the Corporation. The CEO shall be hired by the Board of Directors.

Section 5. Secretary: The Secretary shall oversee the taking and keeping of the minutes of the meetings of the Members, the Board of Directors and the Executive Committee of the Board of Directors; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; oversee the custody of the corporate records; and oversee the maintenance of a register of the address and other contact information of each Voting Member which shall be furnished to the Secretary or the Secretary's designee by such Voting Member. The Secretary shall have such other duties as are customary to the position of Secretary in a corporation of this type and as shall from time to time be assigned by the Board of Directors. The Secretary may delegate notetaking and record-keeping to staff assigned to support governance bodies and Member meetings.

Section 6. Treasurer: The Treasurer, subject to the control of the Board of Directors, shall oversee the collection and receipt, and shall have charge and custody of, the funds and securities of the Corporation. The Treasurer shall work with, appropriately delegate to, and obtain the assistance of, the Chief Administrative Officer in carrying out these responsibilities. All books, records, and vouchers shall be open for the inspection of any Director or Voting Member, subject to federal law and regulations of competent federal authorities governing access to classified information. The Treasurer shall render to the Board of Directors such reports as it shall request. At least once a year, and whenever requested by vote of the Board of Directors, the Treasurer shall render a full and detailed account of all receipts and expenditures and submit a schedule showing all property and investments of the Corporation and the changes, if any, since the Treasurer's last report. The Treasurer shall have such other duties as are customary to the position of Treasurer in a corporation of this type and as shall from time to time be assigned by the Board of Directors.

Section 7. Chair Elect: The Chair Elect of the Board of Directors shall become the Chair of the Board of Directors at the conclusion of the Chair's term. The Chair Elect shall also perform such other duties and exercise such other powers as shall from time to time be assigned by the Board of Directors.

Section 8. Election and Term of Office: The Chair-Elect of the Board of Directors shall be elected by the Voting Members in even-numbered years, and shall serve one year as Chair-Elect and then two years as Chair. The term of the Chair shall be two years. All other officers of the Corporation shall be elected by the Board of Directors for one-year terms. The Vice Chair, Secretary and Treasurer may be elected to successive terms as long as their terms as Directors have not expired.

Section 9. Resignation: Any officer may resign at any time by giving written notice to the Chair, the Vice Chair, the President or Secretary of the Corporation. Such resignation shall take effect at the time of receipt of the notice, or at any later time specified therein.

Section 10. Vacancies: A vacancy in the office of Chair shall be automatically filled by the Chair-Elect then in office; or, if there is no Chair-Elect then in office, by the Vice Chair. Any vacancy in any other office may be filled for the unexpired portion of the term of such office by the Board of Directors.

Section 11. Removal: Any officer who is a Director and who is removed under Section 5 of Article IV above shall also cease to be an officer. Any officer other than the Chair or the Chair-Elect may be removed as an officer at any time with or without cause by a majority vote of the entire Board of Directors.

Article VII

Committees

Section 1. Board Committees in General: The Board of Directors may create such Board Committees as may be deemed desirable, the members of which shall be appointed, except as otherwise specifically provided otherwise in these Bylaws, by the Chair of the Board from among the Directors. Each such committee shall have only the lawful powers specifically delegated to it by these Bylaws or by the Board. The Board may at any time remove any Board Committee member with or without cause and/or fill any vacancy in any such committee.

Section 2. Executive Committee: The Executive Committee shall be a Board Committee and shall consist of the Chair, the Vice Chair or Chair-Elect, the Treasurer, and the Secretary, all of whom serve as *ex officio* voting members of the Executive Committee, and the CEO, who shall be a non-voting member of the Executive Committee.

The Executive Committee shall meet as often as it deems necessary. Meetings shall be called at the discretion of the Chair, the CEO, or upon the written request, filed with the Secretary, of two or more of the other members of the Executive Committee. Half-plus-one of the voting members of the Executive Committee shall constitute a quorum and the vote of a majority of those present shall be required to decide any question and take any action which may properly come before the meeting, with the Chair casting the deciding vote in the case of a tie. Notice of a meeting of the Executive Committee shall be given, whenever possible, three days prior to the meeting and shall state the date, time and place of the meeting, but need not, unless otherwise required by law, state the purpose or purposes thereof. Notice may be given in person, by telephone, electronic mail, or other form of wire or wireless communication, or by overnight mail delivery.

The Executive Committee shall have and may exercise all the powers vested in the Board of Directors during the intervals between meetings of the Board of Directors to the extent permitted by law, and shall perform such other duties as may be directed from time to time by the Board of Directors. The Executive Committee is prohibited from (i) terminating an officer of the Corporation; (ii) filling vacancies in the Board of Directors or any committee thereof; (iii) amending the Bylaws; or (iv) making any recommendations to the Members with respect to extraordinary actions under the Delaware General Corporation Law.

Section 3. Budget and Finance Committee: The Budget and Finance Committee shall be composed of the Treasurer and at least two other members with experience in non-profit budgets and finance. As stipulated in section VI section 1, the Treasurer must be a Board Director but other committee members need not be, nor need they be Member Representatives. It shall be responsible for overseeing corporate financial management functions, including the budget, investment and debt policies and transactions, and recommending to the Board of Directors changes in financial management policies. The Budget and Finance Committee shall not have authority to exercise any powers on behalf of the Board of Directors but rather shall advise and recommend actions to the Board.

Section 4. Membership Committee: The Membership Committee shall be composed of Directors only, but shall be an advisory committee. It shall develop policies for recommendation to the Board for the recruitment and admission of new Members, for the suspension or expulsion of existing Members, and for application for reinstatement of expelled Members. It shall review applications for admission of new Members and make recommendations to the Board of Directors as to whether a prospective new member should be admitted. The Membership Committee shall not have authority to exercise any powers on behalf of the Board of Directors.

Section 5. Nominating Committee: The Nominating Committee shall consist of five members. The Chair shall be an ex-officio member. The other four Nominating Committee members must be from a Member or Associate Member Institutions, and shall be appointed by the Board of Directors to staggered terms of two years each. The Nominating Committee shall prepare a slate of one or more nominees for each Director position to be filled, for election per Article IV. The Nominating Committee should strive to identify at least two nominees for each Director position. The slate must comply with the provisions of Section 2 of Article IV. The Nominating Committee shall solicit the Directors and the Voting Members for the names of suggested nominees and may propose names of nominees themselves, all using the permanent nomination portal. Notwithstanding the above, a candidate shall be placed on the slate by the Nominating Committee upon receipt by that Committee, at least 70 days before the election, of written nominations signed by at least ten percent of the Voting Members. The Nominating Committee shall also nominate to the Board a slate of their own successors, though the Board retains the right to appoint Nominating Committee members not on this slate.

Article VIII

Non-Discrimination

Section 1. Non-Discrimination: 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 orientation, gender identity, mental or physical handicap, or any other category protected by state or federal law.

Article IX

Fees and Dues

Section 1. Initial Membership Fee: Each new Voting Member and Associate Member shall be required, at the discretion of the Board of Directors, to pay an initial membership fee. The initial membership fee may be set or changed from time to time and on a case-by-case basis by action of the Board of Directors without the requirement of amending this Bylaw. Waivers for initial or subsequent fees may be provided as long as they are consistently applied.

Section 2. Fees and Assessments: In addition to the initial membership fee, every Voting Member and Associate Member shall pay such fees or assessments, annual or otherwise, as may be authorized from time to time by the Board of Directors; provided, however, that all such fees and assessments shall be levied equally on all of the members in each category (categories being “Voting Members” and “Associate Members”). Any member that fails to pay any fees or assessments within sixty days after such fees or assessments are due shall be automatically removed from membership, but may be reinstated upon paying all overdue fees and assessments and meeting such other reinstatement requirements as may be required by the Board of Directors. No dues, fees or assessments already paid shall be refundable.

Article X

Compensation

Section 1. Compensation: The Board of Directors shall have the power to fix the compensation and fees payable to the CEO for services rendered to the Corporation. No Director shall be paid any compensation for serving as a Director. All Directors may be reimbursed for the actual expenses incurred in performing duties required by their roles or assigned to them by the Board of Directors.

Section 2. Dividends: The Corporation shall not pay dividends or distribute any part of its income or profit to its Members, Directors, or officers (except for the regular compensation of the CEO, whose compensation is defined by Article X, Section 1).

Article XI

Indemnification

Section 1. Indemnification: The Corporation shall indemnify anyone who is or was serving as a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent allowed by the Delaware General Corporation Law. No indemnification may be made to or on behalf of any such person if (a) their acts were committed in bad faith or were the result of their active and deliberate dishonesty and were material to such action or proceeding, or (b) they personally gained in fact a financial profit or other advantage to which they were not legally entitled.

Section 2. Insurance: The Board shall cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

Section 3. Non-exclusivity; Survival; Amendments: The rights conferred on any person by this Article XI shall not be exclusive of any other right that such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, Bylaws, agreement, vote of disinterested Directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding office. The Corporation is specifically authorized to enter into individual contracts with any or all of its Directors, officers, employees or agents respecting indemnification and advances to the fullest extent not prohibited by law. The rights conferred on any person by this Article XI shall continue as to a person who has ceased to be a Director, officer, employee or other agent and shall endure to the benefit of the heirs, executors and administrators of such a person. Any repeal or modification of this Article XI shall only be prospective, and no repeal or modification hereof shall adversely affect the rights in effect under this Article XI at the time of the alleged occurrence of any action or omission to act that is the cause of any proceeding against any Director, officer, employee or agent of the Corporation. If this Article XI or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, the Corporation shall indemnify each Director or officer or other agent to the fullest extent permitted (a) by any applicable portion of this Article XI that shall not have been invalidated or (b) by any other applicable law.

Section 4. Other Rights Preserved: The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those persons involved may be entitled under any agreement, vote of Members or disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

Article XII

Fiscal Year

Section 1. Fiscal Year: The fiscal year of the Corporation shall begin on July 1 and end on the following June 30.

Article XIII

Books and Records

Section 1. Books and Records: The Corporation shall keep online or at the office of the Corporation 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 Certificate of Incorporation, a copy of these Bylaws, all resolutions of the Board of Directors, and all minutes of meetings of the members and meetings of the Board of Directors and committees thereof.

Article XIV

Amendments to the Bylaws

Section 1. Amendments: All Bylaws of the Corporation shall be subject to amendment or repeal, and new Bylaws may be made, by an affirmative vote of at least seven members of the Board of Directors. The Voting Members shall have the authority, by the affirmative vote of a majority of the Voting Members, to ratify, modify, or repeal in any respect any action taken by the Board of Directors under this Section.