



Bylaws

I. PURPOSE AND OFFICES

Section 1. Purpose. The purpose of Coalition for Home Equity Partnership (the “Corporation”) shall be to operate as a business league and engage in any lawful act or activity for which a nonstock corporation may be organized under the Virginia Nonstock Corporation Act and as permitted under Section 501(c)(6) of the Internal Revenue Code, including to promote the common interest of its membership in establishing appropriate standards for and otherwise promoting accountability, trust, and transparency in consumer financial tools and products.

Section 2. Principal Office. The Corporation may have such offices within or without the Commonwealth of Virginia, as the Board of Directors may designate or as the business of the Corporation may from time to time require. The initial principal office of the Corporation shall be located at:

10432 Balls Ford Rd., Suite 300
Manassas, VA 20109

Section 3. Registered Office. The registered office of the Corporation is:

CT Corporation System
4701 Cox Rd, Suite 285
Glen Allen, VA 23060
Henrico County

II. MEMBERS

Section 1. Membership Generally. The Corporation shall have three classes of membership: Executive Board Members, Premier Members and Business Partner Members. Each of the Corporation’s membership classes shall be entitled to vote and have the rights and privileges only as provided in these Bylaws or the Corporation’s Articles of Incorporation. Admission to membership is contingent upon completion of such application process as the Executive Board of Directors shall determine from time to time.

Section 2. Executive Board Members. There shall be no more than five Executive Board Members, who shall each be a shared equity product originator. Hometap Equity Partners, LLC, Unlock Technologies, Inc., and Point Digital Finance, Inc., shall be considered the Founding Executive Board Members. Additional Executive Board Members will be appointed in accordance with Article II, Section 3 herein, and shall be those entities that are genuinely interested in and support the Corporation’s purposes and who contribute substantial resources to the Corporation, including the payment of membership dues in the form of annual and special assessments, as determined by the Executive Board of Directors. The Corporation’s Executive Board Members shall each be entitled to appoint one representative who shall serve on the Executive Board of Directors and have the rights and privileges afforded only as provided for in these Bylaws or the Corporation’s Articles of Incorporation. The Executive Board Members shall at least annually appoint their representative to the Executive Board of Directors; provided, an Executive Board Member may remove and appoint a replacement representative for itself to the Executive Board



of Directors at any time. The number of Executive Board Members may be changed only by an amendment to these bylaws adopted by the unanimous consent of the Executive Board of Directors.

Section 3. Executive Board Member Acceptance and Removal. With the exception of the Founding Executive Board Members named in these bylaws, Executive Board Members must be approved by an Affirmative Vote (as defined in Part III, Section 4 herein) of the Executive Board of Directors who may make admission to membership contingent upon submission of such documentation as they shall determine from time to time. Any Executive Board Member may be removed by an Affirmative Vote of the Executive Board of Directors, however a Founding Executive Board Member may only be removed after: (i) a good faith determination of “cause” is made; (ii) written determination of such “cause” determination has been promptly provided to the Founding Executive Board Member; and (iii) the Founding Executive Board Member has failed to promptly cure or otherwise promptly commence such reasonable actions as may be required to remediate those actions upon which the cause determination has been rendered. For purposes of this provision, “cause” shall be defined as any action that constitutes gross negligence or fraud; any willful and material violation of the Corporation’s Bylaws, policies, or procedures or any illegal act or gross misconduct which would be reasonably expected to have a material adverse effect on the interests of the Corporation. An Executive Board Member may resign membership voluntarily at any time by delivering written notice to the Executive Board of Directors and such resignation will be effective when notice is delivered, unless the notice specifies a later effective time. The Corporation shall not be obliged to refund any dues already paid by any Executive Board Member that is removed or that resigns.

Section 4. Premier Industry Members. Premier Industry Members shall consist of those organizations who are genuinely interested in and supportive of the Corporation’s purposes and activities, and who pay any dues as determined by the Executive Board of Directors, and who meet any additional requirements for membership, as determined by the Executive Board of Directors. Premier Industry Members shall have such privileges as are determined by the Executive Board of Directors. This membership is open to all shared equity product industry stakeholder companies (originators, lead generators, marketing firms, law firms, settlement companies, capital partners, etc.). These members may meet with the Executive Board of Directors four times a year to provide strategic advice and recommendations to the Executive Board of Directors on matters related to the mission of the Corporation and may be appointed to serve on advisory committees. However, Premier Industry Members shall not be entitled to vote on any matter unless they are appointed by the Executive Board of Directors to an advisory committee in which case they may vote on matters related to that committee. Premier Industry Members shall not have access to the Corporation’s books and non-public records, except as required by law.

Section 5. Premier Industry Member Acceptance and Removal. The Executive Board of Directors will approve the acceptance of any Premier Industry Member for membership to the Corporation by an Affirmative Vote. Any Premier Industry Member may be removed by the Executive Board of Directors by an Affirmative Vote if the Board determines that removal of such member is in the best interests of the Corporation. Removal of a Premier Industry Member shall not be appealable. A Premier Industry Member may resign membership voluntarily at any time by delivering written notice to the President or the Executive Board of Directors and such resignation will be effective when notice is delivered, unless the



notice specifies a later effective time. The Corporation shall not be obliged to refund any dues already paid by any Premier Industry Member that is removed or that resigns.

Section 6. Business Partner Members. Business Partner Members shall consist of those organizations who are genuinely interested in and supportive of the Corporation's purposes and activities and who meet any additional requirements for membership, as determined by the Executive Board of Directors. Business Partner Members must be a shared equity product supporting partner company, not including originators. These members may meet with the Executive Board of Directors once a year to share thought leadership ideas and may be invited as guests to committee meetings. Business Partner Members shall have such additional privileges as determined by the Executive Board of Directors, however the Business Partner Members shall not be entitled to vote on any matter. Business Partner Members shall not have access to the Corporation's books and non-public records, except as required by law.

Section 7. Business Partner Member Appointment and Removal. The Executive Board of Directors will approve the acceptance of any Business Partner Member for membership to the Corporation by an Affirmative Vote. Any Business Partner Member may be removed by the Executive Board of Directors by an Affirmative Vote if the Executive Board of Directors determines that removal of such member is in the best interests of the Corporation. Removal of a Business Partner Member shall not be appealable. A Business Partner Member may resign membership voluntarily at any time by delivering written notice to the President or the Executive Board of Directors and such resignation will be effective when notice is delivered, unless the notice specifies a later effective time. The Corporation shall not be obliged to refund any dues already paid by any Business Partner Member that is removed or that resigns.

Section 8. Member Meeting Participation. Executive Board Members, Premier Industry Members, and Business Partner Members may participate in a meeting by means of a conference telephone or similar communications equipment, including video conferencing. Participation by such means shall constitute presence in-person at any meeting.

Section 9. Meeting Notice. Meeting notice requirements are as follows:

- (a) As determined by the Executive Board of Directors, all members entitled to participate at such meeting shall be notified of the date, time, and place, if any, of each annual and special members' meeting. Such notice shall be given no less than 10 nor more than 60 days before the meeting date except that notice of a members' meeting to act on an amendment of the Articles of Incorporation, a plan of merger, domestication, a proposed sale of assets, or the dissolution of the Corporation shall be given not less than 25 nor more than 60 days before the meeting date. The Corporation is required to provide the aforementioned notice only to members entitled to vote at the meeting.
- (b) Any member may waive any required notice before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing, be signed by the member entitled to the notice, and be delivered to the Secretary of the Corporation for inclusion in the minutes or filing with the corporate records. The foregoing notwithstanding, a member's attendance at a meeting:



- i. Waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
- ii. Waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 10. Annual Members' Meeting. The annual meeting of the full membership of the Corporation shall be held at such a time and place as determined by the Executive Board of Directors and shall be held for the transaction of such business as determined by the Executive Board of Directors. The quorum requirement for such meeting shall be 5% of the members entitled to vote on matters before the members. Failure to hold an annual meeting of the Corporation's Members does not affect the validity of any action of the Corporation.

Section 11. Special Meetings. The Executive Board of Directors may hold a special meeting of the full Members, or any class of Members, at their sole discretion upon the call of an Affirmative Vote of the Executive Board of Directors. 5

III. EXECUTIVE BOARD OF DIRECTORS

Section 1. General. The Corporation shall have an Executive Board of Directors made up of Directors, which shall have the same rights and duties as a Board of Directors under Virginia's Nonstock Corporation Act, and as provided in these bylaws and the Corporation's articles of incorporation. The number of Directors of the Corporation shall be equal to the number of Executive Board Members. The Directors shall exclusively have the following powers:

- (a) except as otherwise provided in these bylaws, to amend the Bylaws and Articles of Incorporation;
- (b) to authorize and approve the admission of additional Executive Board Members, Premier Industry Members, and Business Partner Members;
- (c) to approve the removal of any Executive Board Member, Premier Member, or Business Partner Member, subject to certain restrictions as described herein;
- (d) to elect and remove officers;
- (e) to authorize and/or approve merger, domestication, conversion, the dissolution of the Corporation, and the disposition of all or substantially all of the Corporation's assets;
- (f) to establish and dissolve committees and to approve and remove committee members; and
- (g) to oversee the business, property, and affairs of the Corporation.

Directors shall serve a term of one (1) year or until their earlier resignation or removal. Directors shall have no limit on their ability to serve consecutive terms. Directors need not be residents of the Commonwealth of Virginia.

Section 2. Removal, Vacancy, and Replacement of Directors. Subject to the limitations herein, an Executive Board Director may be removed by an Affirmative Vote of the Executive Board of Directors at a special meeting of the Executive Board of Directors called for the purpose of removing any Director.



Any Director may resign at any time by delivering written notice to the Executive Board of Directors and such resignation will be effective when notice is delivered unless the notice specifies a later effective time. In the event of removal or resignation of an Executive Board Director, if the Executive Board Member company of that Director is still in good standing, then the Executive Board Member company shall be allowed to appoint a new individual to serve as a Director on the Executive Board of Directors.

Section 3. Meetings of the Executive Board of Directors. Regular meetings may be held at times and places as determined by the Board. Notice of any meeting, stating its time and place, shall be given to each Director at least twenty-four (24) hours prior to such meeting, and shall be delivered, in writing by mail, e-mail. Special meetings of the Executive Board of Directors may be called by the President of the Corporation or by an Affirmative Vote of the Executive Board of Directors. The time and place for holding any special meetings of the Executive Board of Directors may be fixed by the person or persons authorized to call such meeting. Notice of any special meeting, stating its time and place, shall be given to each Director at least twenty-four (24) hours prior to such meeting, and shall be delivered, in writing, by e-mail. Notice of any meeting may be waived by a Director who signs a written waiver of notice or who attends such meeting, except where a Director attends a meeting for the express purpose of objecting to the meeting being lawfully called or convened.

Directors of the Corporation may participate in any meeting thereof by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other. Participation in a meeting pursuant to this provision constitutes presence in-person at the meeting. Meetings may be held exclusively via telephone or other communications equipment allowing all persons to hear each other. Notwithstanding the foregoing, nothing in these Bylaws shall be deemed to require a meeting of the Directors of the Corporation to conduct the business of the Corporation. Any action required or permitted to be taken at a meeting of the Executive Board of Directors, may be taken without a meeting if, before or after the action, all members of the Board sign a consent thereto in writing. Such written consent and signature may be accomplished by one or more electronic transmissions, including by e-mail. The written consents shall be filed with the minutes of the proceedings of the Board. The consent has the same effect as a vote of the Board for all purposes and may be described as such in any document.

Section 4. Voting. In the case of a vote on any matter required or permitted to be taken by the Executive Board of Directors, all Directors shall constitute a quorum to conduct business at such meeting. Unless a higher vote is specified in these Bylaws or required by law, the Affirmative Vote of two-thirds (in the case of a three-director board), three-fourths (in the case of a four-director board) or three-fifths (in the case of a five-director board) of Directors shall be the action of the Corporation (an "Affirmative Vote").¹ If a vote of the full Executive Board of Directors results in an evenly tied vote, then the President of the Corporation shall be entitled to vote to break the tie.

Section 5. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Executive Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting

¹For the avoidance of doubt, in a situation in which the Executive Board of Directors is voting on the removal of an Executive Board Member, the Director representing such Member subject to removal is entitled to a vote. In a situation in which the Executive Board of Directors is voting on the removal of an Executive Board Director, the Director subject to removal is entitled to a vote.



or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail or email, the receipt of which must be acknowledged, to the President of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 6. Compensation. Directors may be reimbursed for expenses incurred, if any, in the performance of their duties as Directors to the Corporation, in reasonable amounts as approved by the Executive Board of Directors.

Section 7. Committees. The Executive Board of Directors of the Corporation shall have authority to establish such committees as it may consider necessary or convenient for the conduct of its business or as may be required by law. Creation of any such committees and appointments to and removal from such committees shall be by an Affirmative Vote of the Executive Board of Directors. Such committees' structure, duties and authorities shall be authorized by an Affirmative Vote of the Executive Board of Directors, except as provided by law.

IV. OFFICERS

Section 1. General. The Corporation shall have as its Officers a President, a Treasurer, and a Secretary, each of whom shall be elected annually by the Executive Board of Directors. The Executive Board of Directors of the Corporation may also elect or appoint such other Officers as it deems necessary. Officers shall exercise such powers and perform such duties as set forth in these Bylaws and as determined from time to time by a vote of the Executive Board of Directors of the Corporation. Any number of offices may be held by the same person except as prohibited by law, the Corporation's Articles of Incorporation, or these Bylaws. Such person holding two or more offices shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the President or Executive Board of Directors to be executed, acknowledged, or verified by two or more Officers.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected annually by the Executive Board of Directors at the annual meeting of the Board for a one- year term. Officers shall serve in their position until a successor is chosen and qualified or until their earlier resignation or removal.

Section 3. Removal, Vacancy, and Replacement. Officers of the Corporation may be removed, with or without cause, by an Affirmative Vote of the Executive Board of Directors of the Corporation. Such removal shall not prejudice the contractual rights, if any, of the person so removed. Provided, election or appointment of an Officer or agent shall not of itself create contractual rights and is terminable at will. An Officer's authority to act on behalf of the Corporation may be suspended by an Affirmative Vote of the Executive Board of Directors of the Corporation. In the event of a vacancy in an Officer position of the Corporation, whether caused by the expiration of an Officer's term or the result of an Officer not completing his or her term due to removal, resignation, or some other cause, such vacancy shall be filled by an Affirmative Vote of the Executive Board of Directors of the Corporation for the unexpired portion of the term.



Section 4. President. The President shall be the chief executive officer of the Corporation and preside at all meetings of the Board. The President shall, subject to the Executive Board of Directors, have authority over the general control and management of the business affairs of the Corporation. The President shall have the power to appoint or discharge employees, agents, or independent contractors, and to determine their duties and compensation, if any, which shall be reasonable. The President is authorized to sign all corporate documents and agreements on behalf of the Corporation, and shall sign all such documents unless the Executive Board of Directors or President expressly instructs that the signing be done with or by some other Officer, agent, or employee, or such documents are required by law to be otherwise signed or executed. The President shall perform all duties incidental to the office or directed by the Executive Board of Directors of the Corporation and shall see that all actions taken by the Board are executed. Notwithstanding the previous sentence, the President and the Executive Board of Directors retain the right to delegate any specific power to any other Officer, agent, or employee of the Corporation.

Section 5. Secretary. The Secretary shall keep the minutes of the meetings of the Executive Board of Directors; be responsible for providing notice to each Director as required by law, or by these Bylaws; be the custodian of corporate records; keep a register of the names and address of each Officer and Director of the Corporation; and perform all duties incidental to the office and other duties assigned by the President or by the Board.

Section 6. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall supervise and control the assets and financial affairs of the Corporation. The Treasurer shall have charge and custody over all funds and securities of the Corporation; keep accurate books and records of corporate receipts and disbursements; deposit all moneys and securities received by the Corporation at such banks, trust companies, or other depositories in the Corporation's name as may be designated by the Board; and perform all duties incidental to the office and other duties assigned by the President or by the Board.

V. CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The President or Executive Board of Directors of the Corporation may authorize any Director or Directors, Officer or Officers, or agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by the President or Executive Board of Directors of the Corporation. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Orders, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President of the Corporation or by such Director or Directors, Officer or Officers, or agent or agents of the Corporation as determined by resolution of the Executive Board of Directors.



Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the President or Executive Board of Directors of the Corporation may select.

Section 5. Fundraising. The activities of the Corporation shall be meaningfully supported by membership dues. In addition, the Corporation may accept contributions from members or non-members. The Corporation may engage in any and all activities that are necessary and appropriate to raise funds in furtherance of the Corporation's purposes.

Section 6. Corporate Documents. All corporate documents including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations, shall not be signed by any Director, Officer, or agent unless authorized by the Board or these Bylaws.

VI. CONFLICT OF INTEREST

Section 1. General. The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit business league organizations.

Section 2. Interested Person. As used in this Article VI, an interested person is any Director or Officer who has a direct or indirect financial interest, as defined in Section 3 below.

Section 3. Financial Interest. As used in this Article VI, a person has a financial interest if such person has, directly or indirectly, through business, investment, or family: (a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Sections 4 and 5 below, a person who has a financial interest may have a conflict of interest only if the Executive Board of Directors or applicable committee decides that a conflict of interest exists.

Section 4. Determining Whether a Conflict of Interest Exists. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of any committee with governing board delegated powers, which is considering the proposed transaction or arrangement. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Executive Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors or committee members shall determine if a conflict of interest exists.

Section 5. Procedures for Addressing a Conflict of Interest. An interested person may make a presentation at the Executive Board of Directors or committee meeting, but after such presentation, he



or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The Executive Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Executive Board of Directors or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Board of Directors or committee shall determine by a majority vote of the disinterested Directors then in office whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Section 6. Violations of the Conflicts of Interest Policy. If the Executive Board of Directors or committee has reasonable cause to believe a director, officer, member or other interested person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford them an opportunity to explain the alleged failure to disclose. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Executive Board of Directors or committee determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 7. Records of Proceedings. The minutes of the Executive Board of Directors and all committees with board delegated powers shall contain: (a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Board of Director's or committee's decision as to whether a conflict of interest in fact existed; and (b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 8. Annual Statements. Each Director, Officer, Member, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy; (b) has read and understands such policy; (c) has agreed to comply with the policy; and (d) understands the Corporation is tax-exempt business league organization and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 9. Periodic Review. To ensure the Corporation operates in a manner consistent with its business league purpose and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include: (a) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further business league purposes and do



not result in inurement, impermissible private benefit, or in an excess benefit transaction. When conducting such periodic reviews, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Board of Directors of its responsibility for ensuring periodic reviews are conducted.

VII. INDEMNITY

Section 1. General. The Corporation shall indemnify its Directors, Officers, Members and employees in accordance with this Article VII.

Section 2. Director, Officer, or Employee Actions. Every Director, Officer, Member or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of his or her being or having been a Director, Officer, Member or employee of the Corporation. Such indemnification shall be provided whether or not the Director, Officer, Member or employee remains as such at the time such expenses are incurred, except in such cases wherein the Director, Officer, Member or employee is adjudged by a court of competent jurisdiction guilty of willful misfeasance or malfeasance in the performance of his duties. Provided, that in the event of a settlement the indemnification herein shall apply only when the Executive Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation.

Section 3. Other Indemnity. The Corporation shall provide to any person who is or was a Director, Officer, Member or employee of the Corporation such other indemnity against expenses of suit, litigation, or proceedings which is specifically required under applicable law.

Section 4. Liability Insurance. The Executive Board of Directors may, in its discretion, direct the purchase of liability insurance to cover Directors, Officers, Members, employees, or agents of the Corporation.

VIII. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of its Executive Board of Directors and Officers, and such other records as may be necessary or advisable or required by law, at the registered or principal office of the Corporation.

IX. FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

X. AMENDMENTS

These Bylaws may be altered, amended, changed, added to, or repealed by an Affirmative Vote of the Executive Board of Directors. Provided that any amendment, change, addition, or alteration affecting the number of Executive Board Members must be approved by the unanimous consent of the Executive Board of Directors. Provided further that any amendments, changes, additions or deletion to those provisions of the Bylaws related to the Founding Executive Board Members shall require a unanimous affirmative vote of all Directors appointed by the Founding Executive Board Members.



XI. WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given under the provisions of these Bylaws, or under the provisions of the Articles of Incorporation, or under applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Further, attendance of any person at a meeting shall constitute a waiver of notice of such meeting, except when the person 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 directors or members of a committee of directors need be specified in any written waiver of notice or any waiver by electronic transmission.

XII. DISSOLUTION

The Corporation may be dissolved at any time by the unanimous vote of the Corporation's Executive Board of Directors at a meeting of the Executive Board of Directors called for such purpose. Following such vote, the Executive Board of Directors shall supervise the orderly dissolution of the organization, including the distribution of the remaining assets of the organization consistent with the purposes stated herein.

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation, if any, remaining after payment or provision for payment of all liabilities, shall be distributed to one or more organizations organized and operated for purposes substantially similar to those of the Corporation and that are exempt from taxation under sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended.

These amended bylaws were approved by the Board of Directors on April 3, 2026.