

Whos Yer Gamers Inc. bylaws effective 1 June 2015.

ARTICLE I - OFFICES

The principal office of the Corporation shall be located in the City of Indianapolis and the State of Indiana. The Corporation may also maintain offices at such other places as the Board of Directors may, from time to time, determine.

ARTICLE II - PURPOSE

Section 1 – Purpose: The specific purpose of the organization is to promote the benefits of hobby gaming through educating our members and community on the variety and availability of games by coordinating organized gaming events for demonstration and recreation. The organization will also foster a positive relationship between the hobby gaming community and the public through planned community service events and giving. All references to gaming regarding this organization are specific to hobby gaming (i.e. roleplaying, board games, tradable/collectible card games) and do not refer to gambling. The organization will promote the games hobby by providing a communication network for gaming enthusiasts, sponsoring and supporting events, and raising public awareness of the hobby.

Section 2 - No private inurement. While this organization exists for the benefit and enjoyment of its members, no part of the net earnings of the corporation shall inure to the individual 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 in Section 1 hereof.

Section 3 - No lobbying. 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. 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 the corporation.

Section 4 - Non-discrimination policy. Who's Yer Gamers, Inc. prohibits discrimination against any participant in administration, program, or activity on the basis of race, national origin, color, creed, religion, sex, age, disability, veteran status, sexual orientation, gender identity, physical appearance, or marital status.

Section 5 - Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code, or the 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. Any such assets not so disposed shall be disposed of by a Court of Competent

Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are operated exclusively for such purposes.

ARTICLE III – MEMBERS

Section 1 - Members. There will be three (3) classifications of membership in the organization: Associate Member, Supporting Member, and Sponsoring Member. Any member can be removed by a decision of a simple majority of the Board of Directors. Membership shall be effective from 1 January through 31 December of the calendar year. Due to the supportive nature of dues, there is no pro-rata or refund of dues.

Associate membership will be granted to any individual who completes the membership application, either physically or electronically, or who completes registration on our website(s) for member/social media access, volunteer, and event registration. There will be no dues or voting privileges for Associate Members.

Supporting membership is granted to those who complete the registration process and submit the corresponding dues as provided for in this document or by designation by the board of directors of the organization. Supporting members have voting privileges as provided for in this document and complete access to any general benefits of full membership. Supporting Members may waive their voting privileges. Supporting Members waiving their voting privileges will be listed as an “Inactive Supporting Member”, will not receive notifications of organization meetings, will not be called to vote on elections or motions, and recognized as having abstained. Supporting Members may waive or reinstate their voting privilege in writing (via electronic means) to the organization and allow thirty (30) days for such status to be updated in organization records.

Sponsoring membership is granted to those entities who wish to sponsor the aims and goals of the organization through an annual contribution as designated by the board of directors but due to their for-profit private interests will not have any voting/directing/general benefit privileges with regard to any current or future tax code and private inurement.

ARTICLE IV – COUNCIL OF ELDERS

Section 1 – Purpose, Number, Selection, and Term of Service. The Council of Elders (the Council) is responsible for ensuring the organization remains aligned with its intended purpose, provides oversight, strategic intent, and guidance/advice to the Board of Directors. The Council is a component of the Board of Directors, will have access to Board meetings, notes, and other means of established communication and voting to conduct Board business in accordance with Article VI. The Council shall consist of active Founders and Sages with no limits on the number of either serving. Founders are the original persons creating the organization. Sages are persons nominated, voted and approved by the Council as having demonstrated long-term commitment to the purpose and direction of the organization and are considered equal to Founders. Founders and

Sages hold the given title of their position and “Director” as applicable to legal duties and procedures. The Council may also nominate, vote and approve persons outside of the organization, based on the consent of that person or next-of-kin, as “Honorary Founders”. Honorary Founders shall be listed in the permanent Corporation record and hold title and but have no other privileges within the organization. Founders and Sages, unless removed by a majority vote of the Council, are permanent Board/Council members but designate themselves as active or inactive.

For the matter of record, Lisa Brown, Kenneth G. Goad, Melissa B. Goad, Cody Jones, Thomas B. Place, Matthew Swetnam, and Jim Yancey are designated as Founders.

Section 2 – Inactive, Active Procedures and Removal. Council members may designate themselves as ‘active’ or ‘inactive’ in writing (via electronic means) to any member of the Council or verbally in the presence of two or more Council members. Members elected into the Council will have thirty (30) days from notification of selection to declare themselves active or be listed as inactive. Inactive Council members will not receive notifications of Council/Board meetings, will not be called to vote on motions and recognized as having abstained, and may be removed from any formal means of Council/Board communications. Council members may reactivate themselves in writing (via electronic means) to any member of the Council or verbally in the presence of two or more Council members. Reactivated Council members will allow thirty (30) days to be re-added to formal Council/Board communications. A Council member may be inactivated by a simple majority vote of the Council, permanently, for a specific period of time, or until certain conditions are met. Council members inactivated by the Council may petition and be reactivated by the Council by a two-thirds (2/3) majority vote.

Section 3 - Vacancies. There is no limit to the number of members on the Council and a single remaining active Founder or Sage constitutes a quorum. If there are no Founders or Sages active within the organization and a reasonable effort to contact inactive members to fill the Council fails, the current Board of Directors will nominate and active Supporting Members will vote an odd number of Supporting Members to be Sages on the Council.

Section 4 - Duties and Powers. It shall be the duty of the Council to formulate the strategy of the organization that addresses its vision, ends, ways, means, and risk expressed as broad but directive guidance in an annual *Strategic Plan*. The Strategic Plan will include an annual budget apportionment that designates how, as a percentage of revenue and donations, funding and resources will be allocated. The Council will present the Strategic Plan to all active Supporting Members in conjunction with the results of the annual election of Officers. Council members will not have Board voting privileges except under specific circumstances. These specific circumstances are votes regarding the removal of Board members, filling Board vacancies, and modifications of its By-laws. A Council member serving as an Officer on the Board shall vote in accordance with his/her Officer duties. Additionally, the Council shall act as a single vote to resolve deadlocks on Board motions. The Council shall be the single entity responsible for approving the Treasurer as well as the duties and terms of Appointees. The Council will assess implementation of the

Strategic Plan through periodic, but minimum quarterly, updates through the Board. Council motions will be voted on by individual members and shall be carried by a simple majority.

Section 5 - Compensation. The Council of Elders of the Corporation serve voluntarily and shall not be compensated. By future Board resolution or addendum, the Council may be entitled to such compensation as the Board shall from time to time determine.

Section 6 - Shares of Other Corporations. Whenever the Corporation is the holder of shares of any other Corporation, any right or power of the Corporation as such shareholder (including the attendance, acting and voting at shareholders' meetings and execution of waivers, consents, proxies, or other instruments) may be exercised on behalf of the Corporation by the President or such other person as the Board may authorize.

Section 7 - Liability. No Council member shall be liable for any debt, obligation, or liability of the corporation.

ARTICLE V - OFFICERS

Section 1 - Number, Qualification, Election, and Term. The officers of the Corporation shall consist of a President, a Community Director, a Secretary, a Treasurer, a Sergeant at Arms and such other officers, as the Board of Directors may from time to time deem advisable. Officers are a component of the Board of Directors, will have access to Board meetings, notes, and other means of established communication and voting to conduct Board business in accordance with Article VI. Officers will have voting privileges commensurate with their position on the Board. Officers hold the given title of their position and "Director" as applicable to legal duties and procedures. Each elected Officer shall hold office until the General Election next succeeding his/her election, and until his/her successor shall have been elected and qualified, or until his/her death, resignation or removal. Due to the immense liability, scale of accountability, and regulated nature of the Office of the Treasurer, this office will be nominated by the elected Officers and appointed by the Council. The Treasurer shall hold office until he/she resigns and his/her successor is appointed and an audit/turnover over of accounts is completed, or until his/her death or removal by the Council. Only Supporting members may hold office and, as a condition of remaining in good standing for the duration of their term, elected Officers are required to renew their membership on Jan 1.

Section 2 – Election Procedures. The procedures of electing new Officers shall be the responsibility of the Sgt at Arms and overseen by a designated non-interested third party, subject to objection by the Supporting Members. The Sgt at Arms and third party will accept nominations, prepare the ballot, ensure the ballot is sent, tally the votes, and prepare an announcement of the results on behalf of the Board. If the Sgt at Arms seat is contested, another non-interested third party will be designated. The President, Community Director, Secretary, and Sergeant at Arms of the Corporation shall be nominated by the Supporting Members at a General Election meeting and through e-mail within six (6) weeks after the annual organizational meeting. Members must accept the

nomination, provide biographical, qualifications and agree to the ethics and code agreement no later than one (1) week after the General Election meeting to be placed on the ballot. Members may only accept nomination in one position. Members not responding to nominations within one (1) week of the General Election meeting will not be placed on the ballot. After the nomination deadline, the ballot will be formed with biographical/qualification information provided by the candidate and provided to active Supporting Members. Ballots may be sent electronically via e-mail or other third party applications. The results of completed ballots will be tallied through a designated non-interested third party. Voting shall be open until midnight of the seventh (7th) day after issuing the ballot. Ballots will be tallied and the majority for the given position will be declared for the position. The Sgt at Arms will prepare on behalf of the Board the announcement of the newly elected Board. The number of votes any candidate received will not be published. Any candidate may request in writing to receive raw ballot tallies for his/her specific position.

Section 3 - Resignation and Removal. Any officer may resign at any time by giving written notice of such resignation to the President or the Secretary of the Corporation or to a member of the Board. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board member or by such officer, and the acceptance of such resignation shall not be necessary to make it effective. Any officer may be removed, either with or without cause, by simple majority vote reached independently by the Council and the voting Officers/Appointees of the Board, or by a two-thirds majority vote of only the Council.

Section 4 - Vacancies. A vacancy of the office of President, Community Director, Secretary, or Sergeant at Arms will be filled for the unexpired portion of the term by a majority vote of the Board at an immediate special meeting. The Council will be immediately responsible for appointing a replacement Treasurer in the event of a vacancy.

Section 5 - Duties of Officers. Officers of the Corporation shall, unless otherwise provided by the Board, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may from time to time be specifically decided by the Board.

The President shall:

- a. Preside over all meetings of the Board of Directors and General Membership.
- b. Have a single vote on motions before the Board.
- b. Represent the organization in matters of importance to the organization.
- c. Incorporate the Strategic Plan of the organization into operations.
- c. Provide direction and leadership for the organization.
- d. Maintain residency sufficient to attend and conduct periodic obligations on behalf of the organization.

The Community Director shall:

- a. Serve as Vice President of the Organization and will lawfully act with the authority and capacity of the President when the latter is absent or temporarily unable to serve.
- b. Have a single vote on motions before the Board.
- c. Seek opportunities for community involvement in accordance with the Strategic Plan.
- d. Coordinate with other organizations for mutual support of community efforts.
- e. Manage designated funding and resources for community/charity support and services.
- f. Synchronize/assist Volunteer Coordinator with supporting community projects.
- g. Provide the Secretary written/typed records of results of community activities.
- h. Maintain residency sufficient to attend and conduct periodic obligations on behalf of the organization.

The Secretary shall:

- a. Serve as the President and/or Community Director and/or Sergeant at Arms to the maximum possible extent when any are absent or temporarily unable to serve.
- b. Have a single vote on motions before the Board
- c. Keep written/typed records of minutes of the organization meetings.
- d. Track individual and total volunteer hours.
- e. Provide to the Treasurer, as part of the Annual Community Report, the total number of volunteer hours provided to the community by the organization.
- f. Provide each Board member with a copy of meeting minutes.
- g. Provide the designated web-master with copies of meeting minutes, by-law amendments, and other such documents to be made available to our membership electronically.
- h. Maintain residency sufficient to attend and conduct periodic obligations on behalf of the organization.

The Sergeant at Arms shall:

- a. Preside over internal Member and Board conflicts and recommend resolutions to all parties involved.
- b. Have a single vote on motions before the Board
- c. Assess implementation of the Strategic Plan and provide feedback/resolution as needed.
- d. Serves as the organization's complaint department for internal and external complaints.
- e. Maintains records of complaints received, resolutions recommended, and result.
- f. Provide reports of records to the Board of Directors when necessary or relevant to issues presented at meetings.

The Treasurer shall:

- a. Establish accounts for the organization as approved by the Board.
- b. Remain neutral on motions before the Board.
- c. Be responsible for receiving, depositing, and disbursing all funds as approved by the Board.

- d. Execute the organization budget in accordance with the Strategic Plan and report discrepancies to the Board.
- e. Maintain records of all financial transactions.
- f. Make all financial records available to Board members and others with Board approval.
- g. Provide approved financial reports at organization meetings.
- h. Provide additional reports as needed or required by law such as, but not limited to, the annual Business Entity Report to the Secretary of the State of Indiana, State, and federal Annual Tax reporting.
- i. Maintains membership records including dues paid and donations given.
- j. Maintains the authority to represent the organization in handling business duties, approves expenditures, and have signature authority for financial obligations with Board approval.
- k. Create and disseminate as required, an *Annual Community Report* within thirty (30) days following the annual organizational meeting in accordance with Article IX, Section 1.
- l. Maintain residency sufficient to attend and conduct periodic obligations on behalf of the organization.

Section 6 - Compensation. The officers of the Corporation serve voluntarily and shall not be compensated. By future Board resolution or addendum, Officers of the Corporation may be entitled to such compensation as the Board shall from time to time determine.

Section 7 - Shares of Other Corporations. Whenever the Corporation is the holder of shares of any other Corporation, any right or power of the Corporation as such shareholder (including the attendance, acting and voting at shareholders' meetings and execution of waivers, consents, proxies, or other instruments) may be exercised on behalf of the Corporation by the President or such other person as the Board may authorize.

Section 8 - Liability. No officer shall be liable for any debt, obligation, or liability of the corporation.

ARTICLE VI – BOARD OF DIRECTORS

Section 1 - Number, Selection, and Term of Office. There shall be no less than five (5) members of the Board of Directors (the Board). The Board will be comprised of Founders and Sages, the four (4) elected Officers and Treasurer, and approved Appointees. Founders and Sages together form the Council of Elders (the Council), as specified in Article IV, with limited voting privileges detailed in Article IV, Section 4. Members of the Council may also serve as elected Officers. Officers are elected or appointed and hold office and vote in accordance with Article V, Sections 1-4. Appointees are those persons who have/will demonstrate a commitment to the purpose and direction of the organization and have been nominated by the Officers and approved by the Council. Specific voting rights, position or legal titles, and terms of Appointees are established on a case-by-case basis. Appointed board members can be removed from the board by a simple majority vote of the other Board of Directors. Receipt by any member of the board of a notice of

resignation from an appointed board member will be considered immediate. Removal and resignation of Officers and Council members shall be done in accordance with Section 2 of their respective Articles (Article IV and Article V).

Section 2 - Vacancies. Any vacancy in the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining directors at any regular meeting or special meeting of the Board called for that purpose. Seats vacant beyond the five (5) required by these bylaws may remain vacant indefinitely. The Council will be immediately responsible for appointing a replacement Treasurer in the event of a vacancy.

Section 3 - Duties and Powers. The Board shall be responsible for decision making regarding the direction and management of the organization and execution of the budget in accordance with the Strategic Plan.

Section 4 - Annual Meetings. An annual meeting of the Board shall be scheduled by the Board no later than September for spring the following year and coincide with the annual General meeting. The Board may from time to time provide by resolution for the holding of other meetings of the Board, and may fix the time and place thereof.

Section 5 - Special Meetings. Special meetings of the Board shall be held whenever called by the President or by one of the directors, at such time and place as may be specified in the respective notice or waivers of notice thereof. A Board meeting will be scheduled within thirty (30) days following the results of an election for the Council to present the annual Strategic Plan, to seat new Officers, and nominate/appoint additional members to the Board.

Section 6 - Notice and Waiver. Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally, by mail, facsimile, or electronically to each Director at his physical or electronic address. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail with postage prepaid. Any Director may waive notice of any meeting, either before, at, or after such meeting, by signing a waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting, or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 7 - Chairman. At all meetings of the Board, the President shall preside as Chairman, and in his absence, a Chairman chosen by the directors shall preside.

Section 8 - Quorum and Adjournments. The organization recognizes a quorum as a simple majority of the voting members of the Board. At all meetings of the Board, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these bylaws. A majority of the directors present at the

time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

Section 9 - Board Action. At all meetings of the Board, each director present shall have one vote regardless of additional offices held. Except as otherwise provided by Statute, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. Any action authorized, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board. Any action taken by the Board may be taken without a meeting if agreed to in writing by all members before or after the action is taken and if a record of such action is filed in the minute book. In the event of a tied (deadlocked) vote, the board action will be determined by a majority vote of the Council and shall act as a single vote to resolve Board motions. Council members serving as Officers will recuse themselves from deadlocked voting. If the Council vote also results in a deadlock, if there is no change in the resolution of the Board, determination will be made by a vote of active Supporting Members.

Section 10 - Telephone and/or Internet Meetings. Directors may participate in meetings of the Board through use of a telephone or internet if such can be arranged so that all Board members can hear all other members (telephone) or all Directors have access to discussion by internet (internet). The use of a telephone or internet for participation shall constitute presence in person.

Section 11 - Resignation and Removal. All directors serve for the duration of their term as specified in Section 1 of Articles IV, V, and VI. Removal and resignation of Officers and Council members shall be done in accordance with Section 2 of their respective Articles (Article IV and Article V).

Section 12 - Compensation. No stated salary shall be paid to directors, as such for their services, but by resolution of the Board a fixed sum and/or expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 13 - Liability. No director shall be liable for any debt, obligation or liability of the corporation.

ARTICLE VII - COMMITTEES

Section 1 - Committees. The Board of Directors may, by resolution, designate an Executive Committee and one or more other committees. Such committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated, and to the extent provided in the resolution or resolutions creating such committee or committees. Meetings of committees may be held without notice at such time and at such place as shall from time to time be determined by the committees. The

committees of the corporation shall keep regular minutes of their proceedings, and report these minutes to the Board of Directors within 15 days of the adjournment.

ARTICLE VIII – MEETINGS

Section 1 – There shall be two types of Official meetings: Board and General. All official meetings shall be brought to order and adjourned by the President or designee and follow a provided agenda of old business and new business with a recap of action item assignments prior to adjournment. Board meetings will be held in accordance with Article VI of the organization bylaws and shall be closed. General meetings will be open to the Supporting members and the public with the Supporting members given the opportunity to be recognized and present motions. Supporting members will also have the ability to nominate persons for election and vote for officers or regarding motions presented.

Section 2- An Annual General Meeting will be held at least once annually and scheduled in conjunction with the Annual Board Meeting by the Board no later than September for spring the following year. A minimum notice of three (3) months will be provided on the corporate website, applicable social media, and e-mail. Other general meetings can/will be held as needed. Only one (1) week electronic notice is required for meetings other than the Annual General Meeting.

Section 3 – Other meetings/discussions may be held by committees, members, or board such as discussions on electronic forums as necessary to prepare for programs and conduct day to day operation of the organization.

ARTICLE IX - BOOKS, RECORDS AND REPORTS

Section 1 - Annual Reports. The Treasurer of the Corporation shall cause to be prepared annual or other reports required by law and shall provide copies to the Board of Directors, Council, and Officers. The Treasurer of the Corporation will create a detailed and executive *Annual Community Report* within thirty (30) days following the annual organizational meeting. The period of the report will cover from the second day following the end of the previous annual meeting until the day after the most recent annual meeting and include real and projected revenues and expenses related to this period as well as total number of volunteer hours provided to the community. The detailed Community Report will provide revenue from specific corporate or community entities and projects but consolidate smaller/broader details as needed. It will also categorize expenses by administrative and infrastructure, durable goods, non-durable goods, fundraising, charity and community support, and annual meeting resources. The detailed Community Report will go only to the Board of Directors. The executive Community Report will show revenue in rounded tens-of-dollar amounts, categorized by monetary and material donations with subcategories showing percentage of contributions by corporations, sponsors, supporting members, and other. Expenses will also be shown in rounded tens-of-dollar amounts and percentages, categorized by funds used for community/charity work, fundraising expenses, and administrative costs. The executive Community Report will be published to the Corporate website and applicable social media.

Section 2 - Permanent Records. The corporation shall keep current and correct records of the accounts, minutes of the meetings and proceedings, and membership records (if any) of the corporation. Such records shall be kept at the registered office or the principal place of business of the corporation. Any such records shall be in written form or in a form capable of being converted into written form.

Section 3 - Inspection of Corporate Records. All persons shall have the right at any reasonable time, and on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of the Corporation. Further, these bylaws, minutes, Annual Executive Community Report, and other reports shall be made electronically available as technology and manpower allow.

ARTICLE X - FISCAL YEAR

Section 1 - Fiscal Year. The fiscal year of the Corporation shall be the calendar year (January 1 – December 31), the tax year of the Corporation for federal income tax purposes.

ARTICLE XI - CORPORATE SEAL

Section 1 - Seal. The Board of Directors may adopt, use, and modify a corporate seal. Failure to affix the seal to corporate documents shall not affect the validity of such document.

ARTICLE XII - AMENDMENTS

Section 1 - Articles of Incorporation. The Articles of Incorporation may be amended by the Board of Directors.

Section 2 - Bylaws. These Bylaws may be amended by the Board of Directors.

ARTICLE XIII - INDEMNIFICATION

Section 1 - Indemnification. Any officer, director, volunteer, or employee of the Corporation shall be indemnified and held harmless to the full extent allowed by law.

Section 2 - Insurance. The corporation may but is not required to obtain insurance providing for indemnification of directors, officers, and employees.

ARTICLE XIV –Media and Media Engagement

Section 1 – Use of Media and Media Engagement. Communication and use of media shall be conducted in a manner reflecting the purpose, ethics, and professionalism of the organization. Written or oral statements to organization members and the public should

be vetted to the maximum extent possible and at a minimum, reviewed by the Secretary or other individuals designated by the Board. Except under special circumstance approved by the Board, such statements should be made from a standardized e-mail address and social media accounts attributable to the organization. No member is authorized, except those on the Board of Directors and individuals designated by the Board, to speak on behalf of the organization. Questions from any media source should be directed to the Secretary or individuals designated by the Board. Anyone scheduled for a media engagement should be provided sufficient materials by the Secretary or individual designated by the Board to authoritatively discuss the purpose/mission of the organization, its support to the community, number of Supporting Members, the number of volunteer hours over the last year, success stories, and other talking points deemed necessary.

Approved by the Founders and Board of Directors: 30 May 2015