

By-Laws
of
Professional Learning US Inc.

Adopted by the Board of Directors on

TABLE OF CONTENTS

<u>Article I</u>	Name, Location, and Offices
<u>Article II</u>	Purposes and Governing Instruments
<u>Article III</u>	Members
<u>Article IV</u>	Board of Directors
<u>Article V</u>	Meetings of the Board of Directors
<u>Article VI</u>	Notice and Waiver
<u>Article VII</u>	Officers
<u>Article VIII</u>	Daily Operations, Management, and Leadership
<u>Article IX</u>	Conflict of Interest Policy
<u>Article X</u>	Dissolution Clause
<u>Article XI</u>	Contracts, Checks, Deposits, and Funds
<u>Article XII</u>	Indemnification and Insurance
<u>Article XIII</u>	Miscellaneous
<u>Article XIV</u>	Amendments
<u>Article XV</u>	Tax-Exempt Status

Article I

Name, Location, and Offices

1.1 Name. The name of this corporation shall be “Professional Learning US” also designated as “PLUS”.

1.2 Registered Office and Agent. PLUS shall maintain a registered office in the State of New York, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements.

1.3 Other Offices. The principal office of the PLUS shall be located in New York.. PLUS may have other offices at such place or places, within the United States, as the Board of Directors may determine from time to time or the affairs of the PLUS may require or make desirable.

1.4 Remote Work/Offices. With PLUS offering its services primarily in a remote setting, offices and work may take place outside the registered office and anywhere that its staff can maintain a connection with the work. PLUS will maintain remote status work environments for all staff and the Board of Directors.

Article II

Purposes and Governing Instruments

2.1 Nonprofit Corporation. PLUS shall be organized and operated as a nonprofit corporation under the provisions of a NonProfit.

2.2 Charitable Purposes. PLUS is an association of individuals and organizations the purposes of which, as set forth in the articles of incorporation, are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, PLUS shall have full power and authority:

(a) To promote and participate in projects, objectives, and provide services as the Board of Directors may deem appropriate under the ideals that we can support growth through Professional Learning we provide. .

(b) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of PLUS, as set forth in the articles of incorporation and these bylaws, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

2.3 Mission. The mission of PLUS is: “To provide timely, relevant, and consistent Professional Learning that inspires and develops people in our global communities.”

2.4 Governing Instruments. PLUS shall be governed by its articles of incorporation, its bylaws, and its Board of Directors, Chief Executive, and Director of Professional Learning.

Article III

Members

3.1 Members of PLUS. Members of PLUS shall consist of the following and will be updated as new membership potential arises:

- (a) Board of Directors for PLUS.
- (b) Chief Executive of Operations
- (c) Chief Executive of Professional Learning
- (d) Past Board of Directors of the PLUS..

Members of PLUS, as defined above, are herein referred to as “Members” (uppercase M) and not “members” (lowercase M).

3.2 Voting Members. Voting Members of PLUS shall consist of current Board of Directors.

Article IV

Board of Directors

4.1 Authority and Responsibility of the Board of Directors.

(a) The supreme authority of the PLUS corporation and the government and management of the affairs of the PLUS corporation shall be vested in the Board of Directors; and all the powers, duties, and functions of the PLUS Corporation conferred by the articles of incorporation, these bylaws, its members, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors.

(b) The governing body of the PLUS Corporation shall be the Board of Directors. The Board of Directors shall have supervision and direction of the management and affairs of the PLUS Corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the PLUS Corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall any actions be taken which are inconsistent with the articles of incorporation and these bylaws; and the fundamental and basic purposes of the PLUS Corporation, as expressed in the articles of incorporation and these bylaws, shall not be amended or changed.

(c) The Board of Directors shall not permit any part of the net earnings or capital of the PLUS Corporation to inure to the benefit of any Member, director, officer, trustee, or other private person or individual except as contemplated in Section 2.2.

(d) The Board of Directors may, from time to time, appoint, as well as serve as advisors, persons whose advice, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the PLUS Corporation.

(e) The Board of Directors is authorized to employ such person or persons, including an Chief Executive or officer, attorneys, trustees, directors, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the PLUS Corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

4.2 Regular Board of Directors. Subject to the provisions of the charter, the Board of Directors shall consist of the following:

(a) Appointed Directors. There shall be no fewer than five (5) Appointed Directors nor more than eleven (11) Appointed Directors, which number shall include the Chairperson, the vice chair, the secretary, and the treasurer of the PLUS Corporation.

(b) All past Chairpersons of the PLUS Corporation, who shall have full voting privileges.

The Board of Directors is authorized to fix the precise number of Directors by resolution adopted from time to time by a majority of the Directors then in office. Each appointed director of the Board of Directors may serve up to three two-year terms. Appointed directors terms will be staggered with either a shorter or longer term by one year to help with Board of Directors turnover and vacancies which ensures the PLUS Corporations values and mission are followed. Each Appointed Director shall take office as of the close of such annual meeting and shall continue in office for a term fixed by the Members at the time of election but shall not exceed three two-year terms or until his or her successor has been appointed and has qualified or until his or her earlier death, resignation, retirement, disqualification, or removal.

4.3 Removal. Any Appointed Director may be removed either for or without cause at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of a majority of all the Directors then in office if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed Director's successor may be appointed at the same meeting to serve the unexpired term.

Any Appointed Director shall automatically be removed from office after having missed three consecutive meetings of the Board of Directors. Such Director shall be notified of this action in writing by the secretary of the PLUS Corporation. If a satisfactory reason for such absence is received no later than thirty days after notification, then the Chairperson of the PLUS Corporation may request reinstatement of the Director so removed. The Board of Directors may at its next meeting by an affirmative majority vote allow a Director coming under this section to continue to serve, otherwise the vacancy is filled under Section 4.5.

4.5 Vacancies.

(a) Any vacancy in the Board of Directors, other than one created by the expiration of a term or by authorization of an increase in the number of Directors, may be filled by appointment of the Chairperson of the PLUS Corporation. A Director so appointed shall serve until the end of the next

annual meeting, and at such time a Director shall be appointed for the remainder of the unexpired term, or

(b) Any vacancy not filled under Section 4.5(a) in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of Directors, may be filled for the unexpired term at any meeting of the Board of Directors by the affirmative vote of a majority of the Directors then in office. Each Director so appointed shall hold office until the expiration of his or her term, or the unexpired term of his or her predecessor, as the case may be, or until his or her successor is appointed and qualifies.

4.6 Compensation. No Director shall receive any monetary payment from the PLUS Corporation as a loan, gift, award of compensation for services, or any other purposes whatever, except reimbursement for actual expenses incurred in carrying out the PLUS Corporation's purposes.

Article V

Meetings of the Board of Directors

5.1 Place of Meetings. Meetings of the Board of Directors may be held at any place within the United States as set forth in the notice thereof or in the event of a meeting held pursuant to waiver of notice, as may be set forth in the waiver, or if no place is so specified, at the principal office of the PLUS Corporation.

5.2 Annual Meeting: Notice. The annual meeting of the Board of Directors shall be held at the principal office of the PLUS Corporation or at such other place as the Board of Directors shall determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Section 6.2, notice of the time and place of such annual meeting shall be given by the secretary or Chief Executive either personally or by telephone, mail, or electronic communication not less than ten (10) nor more than seventy (70) days before such meeting.

5.3 Quarterly Meetings: Notice. Quarter meetings of the Board of Directors may be held from time to time between annual meetings at such times and at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the secretary or Chief Executive either personally or by telephone, mail, or

electronic communication not less than seven (7) days before such regular meeting.

5.4 Special Meetings: Notice. Special meetings of the Board of Directors may be called by or at the request of the Chairperson, Chief Executive, or by one-third of the Directors in office at that time. Notice of the time, place, and purpose of any special meeting of the Board of Directors shall be given by the secretary or Chief Executive either personally or by telephone, mail, or electronic communication at least five (5) days before such meeting and shall specify the reason for the call of the special meeting.

5.5 Waiver. Attendance by a Director at a meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Six (“Notice and Waiver”).

5.6 Quorum. At meetings of the Board of Directors, five of the Directors then in office shall be necessary to constitute a quorum for the transaction of business,

5.7 Vote Required for Action. Except as otherwise provided in these bylaws or by law, the act of a majority of the Directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment, and repeal of a bylaw are provided for in Article Fourteen of these bylaws. Vacancies in the Board of Directors may be filled as provided in Section 4.6 of these bylaws.

5.8 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, including virtual consent through email or such documentation gathered electronically, setting forth the action so taken, is signed by a majority of the Directors then in office. Such consent shall have the same force and effect as a majority vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

5.9 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone, virtually, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the

meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

5.10 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the Directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

5.11 Proxies. Directors may not vote by proxy at any meeting of the Board of Directors.

5.12 A director may vote in person, by telephone or by other electronic means by which all directors may be contemporaneously informed of this vote.

Article VI

Notice and Waiver

6.1 Procedure. Whenever these bylaws require notice to be given to any Director or Member the notice shall be given in accordance with this Section 6.1. Notice under these bylaws shall be in writing unless oral notice is reasonable under the circumstances. Notice may be communicated in person, by telephone, telegraph, teletype, electronic communication, or other form of wire or wireless communication; or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Written notice, if in a comprehensible form, is effective at the earliest of the following:

- (a) When received or when delivered, properly addressed, to the addressee's last known principal place of business or residence;
- (b) Five days after its deposit in the mail, as evidenced by the postmark, if mailed with first-class postage prepaid and correctly addressed;
- (a) On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or

(b) Two days after being transmitted by electronic, wire, or wireless communication, if transmitted to the last known address/site on record with PLUS.

Oral notice is effective when communicated if communicated in a comprehensible manner.

In calculating time periods for notice, when a period of time measured in days, weeks, months, years, or other measurement of time is prescribed for the exercise of any privilege or the discharge of any duty, the first day shall not be counted but the last day shall be counted.

6.2 Waiver. A Director or Member may waive any notice before or after the date and time stated in the notice. Except as provided herein, the waiver must be in writing, signed by the Director entitled to the notice, and delivered to PLUS for inclusion in the minutes or filing with the corporate records. A Director's or Member's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless the Director or Member at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Article VII

Officers

7.1 Number and Qualifications. The Board of Directors main officers of PLUS shall consist of a Chairperson, Vice Chair, a Secretary, and a Treasurer. The Board of Directors may from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of PLUS, but PLUS shall not be required to have at any time any officers other than a Chairperson, a secretary, and a treasurer.

7.2 Appointment and Term of Office. Such officers shall be appointed annually by the Board of Directors of PLUS after the annual meeting. Such Appointed Director (officer) shall take office as of the close of such annual meeting and shall continue in office for a term fixed by the Members at the time of appointment but shall not exceed three two-year terms or until his or her successor has been appointed and has qualified or until his or her earlier death, resignation, retirement, disqualification, or removal.

Any other officers or assistant officers appointed by the Board of Directors under Section 7.1 of these bylaws shall serve at the will of the Board of

Directors and until their successors have been appointed and have qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

7.3 Other Agents. The Board of Directors or Chief Executives may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

7.4 Removal. Any officer or agent appointed or appointed by the Board of Directors or Chief Executives may be removed by the Board of Directors, by the affirmative vote of two-thirds of all the Directors then in office, whenever in its judgment the best interests of PLUS will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

7.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

7.6 Chairperson. The Chairperson shall preside at all meetings of the Board of Directors and Members. The Chairperson shall also serve as a member, with right to vote, of the executive committee of the Board of Directors and as a voting member, ex officio, of any and all other committees of Directors. He or she shall have the right to advise and guide the management and operation of PLUS and to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors, and the other officers and employees of PLUS shall be under his or her advisement during such interim. During the interim the Chief Executives will have authority to make all business decisions and contractual decisions on the best interest of PLUS. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

7.7 Vice Chair. The Vice Chair, unless otherwise determined by the Chairperson or by the Board of Directors, shall, in the absence or disability of the Chairperson, perform the duties and have the authority and exercise the powers of the Chairperson. The Vice Chair shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the Chairperson may from time to time delegate.

The Vice Chair will have the right to vote and is recognized as a voting member. The Vice Chair will also have the right to advise and guide the management and operation of PLUS.

7.8 Secretary.

(a) The secretary shall attend all meetings of the Board of Directors and Members and record all votes, actions, and the minutes of all proceedings in a book to be kept for that purpose and shall perform duties for the executive and other committees when required.

(b) The secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and Members.

(c) The secretary shall keep in safe custody the seal of PLUS and, when authorized by the Board of Directors or the Chairperson, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature or by the signature of the treasurer or an assistant secretary.

(d) The secretary will have the right to vote and is recognized as a voting member of the Board of Directors. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the Chairperson may from time to time delegate.

7.9 Treasurer.

(a) The treasurer shall have access to information regarding the financial situation of PLUS and provide advice and record of guidance for expenditures and accumulation of funds.

(b) He or she shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidence of indebtedness issued in the name of PLUS.. The treasurer shall disburse the funds of PLUS as ordered by the Board of Directors, and prepare a financial statement with support of the Chief Executives that will be shared at the quarterly and annual meetings of the Board of Directors.

(d) The treasurer will have the right to vote and is recognized as a voting member of the Board of Directors. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the Chairperson may from time to time delegate.

Article VIII

Daily Operations, Management, and Leadership

8.1 Chief Executives. The Board of Directors authorizes the Chief Executives of PLUS with the authority to manage, support, and run PLUS with its daily operations. They have confidence that they are administrating PLUS in the best interest of the growth and support of the Nonprofit Corporation and will not need Board of Director approval to maintain and manage PLUS. The Chief Executives have the authority to do all actions in regards to what is in the best interest of PLUS and its customer base. If guidance is needed they have the authority to reach out to the Board of Directors of advice and guidance on issues involving PLUS. In all areas of PLUS the Chief Executives will be the leadership of the corporation as well as staff, clients, and contracts.

Article IX

Conflict of Interest Policy

Conflict of Interest and Compensation Policy of Professional Learning US
Adopted by the Board of Directors on [Date]

I. Overview

1. Purpose

The purpose of this Conflict of Interest and Compensation Policy (the “policy”) is to protect the Corporation’s interests when it is considering taking an action or entering into a transaction that might benefit the private interests of a director, officer or key person , result in the payment of excessive compensation to a director, officer or key person; or otherwise violate state and federal laws governing conflicts of interest applicable to nonprofit, charitable organizations.

2. Why is a policy necessary?

As a nonprofit, charitable organization, the Corporation is accountable to both government agencies and members of the public for responsible and proper use of its resources. Directors, officers and employees have a duty to act in the Corporation's best interests and may not use their positions for their own financial or personal benefit.

Conflicts of interest must be taken very seriously since they can damage the Corporation's reputation and expose both the Corporation and affiliated individuals to legal liability if not handled appropriately. Even the appearance of a conflict of interest should be avoided, as it could undermine public support for the Corporation.

3. To whom does the policy apply?

This policy applies to all directors, officers and key persons ("you").

II. Identifying Conflicts of Interest

1. What is a conflict of interest?

A potential conflict of interest arises when a director, officer or key person, or that person's relative or business (a) stands to gain a financial benefit from an action the Corporation takes or a transaction into which the Corporation enters; or (b) has another interest that impairs, or could be seen to impair, the independence or objectivity of the director, officer or key person in discharging their duties to the Corporation.

2. What are some examples of potential conflicts of interest?

It is impossible to list all the possible circumstances that could present conflicts of interest. Potential conflicts of interest include situations in which a director, officer or key person or that person's relative or business:

- has an ownership or investment interest in any third party that the Corporation deals with or is considering dealing with;

- serves on the board of, participates in the management of, or is otherwise employed by or volunteers with any third party that the Corporation deals with or is considering dealing with;
- receives or may receive compensation or other benefits in connection with a transaction into which the Corporation enters;
- receives or may receive personal gifts or loans from third parties dealing with the Corporation;
- serves on the board of directors of another nonprofit organization that is competing with the Corporation for a grant or contract;
- has a close personal or business relationship with a participant in a transaction being considered by the Corporation;
- would like to pursue a transaction being considered by the Corporation for their personal benefit.

3. In situations where you are uncertain, err on the side of caution and disclose the potential conflict as set forth in Section III of this policy.

4. A potential conflict is not necessarily a conflict of interest. A person has a conflict of interest only if the audit committee decides, pursuant to Section IV of this policy, that a conflict of interest exists.

III. Disclosing Potential Conflicts of Interest

1. You must disclose to the best of your knowledge all potential conflicts of interest as soon as you become aware of them and always before any actions involving the potential conflict are taken. Submit a signed, written statement disclosing all the material facts to the audit committee.

2. You must file an annual disclosure statement in the form attached to this policy. If you are a director, you must also file this statement prior to your initial election. Submit the form to the chair of the audit committee.

IV. Determining Whether a Conflict of Interest Exists

1. After there has been disclosure of a potential conflict and after gathering any relevant information from the concerned director, officer or key person, the audit committee shall determine whether there is a conflict of interest. The director, officer or key person shall not be present for deliberation or vote on the matter and must not attempt to influence improperly the determination of whether a conflict of interest exists.
2. In determining whether a conflict of interest exists, the audit committee shall consider whether the potential conflict of interest would cause a transaction entered into by the Corporation to raise questions of bias, inappropriate use of the Corporation's assets, or any other impropriety.
3. A conflict always exists in the case of a related party transaction – a transaction, agreement or other arrangement in which a related party has a financial interest and in which the Corporation or any affiliate of the Corporation is a participant.
4. If the audit committee determines that there is a conflict of interest, it shall refer the matter to the board of directors (“board”)

V. Procedures for Addressing a Conflict of Interest

1. When a matter involving a conflict of interest comes before the board, the board may seek information from the director, officer or key person with the conflict prior to beginning deliberation and reaching a decision on the matter. However, a conflicted person shall not be present during the discussion or vote on the matter and must not attempt to influence improperly the deliberation or vote.
2. Additional Procedures for Addressing Related Party Transactions
 - a. The Corporation may not enter into a related party transaction unless, after good faith disclosure of the material facts by the director, officer or key person, the board or a committee authorized by the board determines that the transaction is fair, reasonable and in the Corporation's best interest at the time of such determination.

b. If the related party has a substantial financial interest, the board or authorized committee shall:

i. prior to entering into the transaction, consider alternative transactions to the extent available;

ii. approve the transaction by a vote of not less than a majority of the directors present at the meeting; and

iii. contemporaneously document in writing the basis for its approval, including its consideration of any alternative transactions.

VI. Minutes and Documentation

The minutes of any board meeting at which a matter involving a conflict of interest or potential conflict of interest was discussed or voted upon shall include:

- a. the name of the interested party and the nature of the interest;
- b. the decision as to whether the interest presented a conflict of interest;
- c. any alternatives to a proposed contract or transaction considered by the board; and
- d. if the transaction was approved, the basis for the approval.

VII. Prohibited Acts

The Corporation shall not make a loan to any director or officer.

VIII. Procedures for Determining Compensation

1. No person shall be present for or participate in board or committee discussion or vote pertaining to:
 - a. their own compensation;
 - b. the compensation of their relative;
 - c. the compensation of any person who is in a position to direct or control them in an employment relationship;
 - d. the compensation of any person who is in a position to directly affect their financial interests; or
 - e. any other compensation decision from which the person stands to benefit.
2. In the case of compensation of Key Persons, the following additional procedures apply:
 - a. The board or a committee authorized by the board shall approve compensation before it is paid.
 - b. The board or authorized committee shall base approval of compensation on appropriate data, including compensation paid by comparable organizations (three are sufficient if the Corporation's income is less than \$1,000,000) for functionally similar positions, availability of similar services in the geographic area of the Corporation, and compensation surveys compiled by independent firms.
 - c. The board or authorized committee shall contemporaneously document:
 - i. the terms of compensation and date of determination;
 - ii. the members of the board or committee who were present and those who voted for it;
 - iii. the comparability data relied on and how it was obtained;
 - iv. if the compensation is higher or lower than the range of comparable data, the basis for the determination, and;
 - v. any actions with respect to consideration of the compensation by anyone on the board or committee who had a conflict of interest with respect to the matter.

[PLUS]

Conflict of Interest Disclosure Statement

By signing below, I affirm that:

1. I have received and read a copy of the Conflict of Interest and Compensation Policy;
2. I agree to comply with the policy;
3. I have no actual or potential conflicts as defined by the policy or if I have, I have previously disclosed them as required by the policy or am disclosing them below.

Disclose here, to the best of your knowledge:

1. any entity in which you participate (as a director, officer, employee, owner, or member) with which the Corporation has a relationship;
2. any transaction in which the Corporation is a participant as to which you might have a conflicting interest; and
3. any other situation which may pose a conflict of interest.

Name:

Position:

Signature:

Date:

Article X

Dissolution Clause

10.1 Dissolution. Upon the dissolution of the PLUS corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Any 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 located. Disposal shall be made exclusively for exempt or public purposes, or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.

Article XI

Contracts, Checks, Deposits, and Funds

11.1 Contracts. The Board of Directors authorizes the Chief Executives and may authorize any officer or officers, agent or agents of PLUS, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of PLUS. Such authority must be in writing and may be general or confined to specific instances, except for when they are contracts under the purview of the Chief Executives. .

11.2 Checks. Drafts. Notes. Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of PLUS shall be signed by such officer or officers, Chief Executives, agent or agents, of PLUS and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or Chief Executives.

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

11.4 Gifts. The Board of Directors and Chief Executives may accept on behalf of PLUS any contribution, gift, bequest, or devise for the general purposes or for any special purpose of PLUS.

Article XII

Indemnification and Insurance

Indemnification and Insurance

12.1 Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from PLUS against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of PLUS, judgments, fines and amounts paid in settlement), actually and reasonably incurred by him or her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a Director, officer, employee, trustee, or agent of PLUS, or is or was serving at the request of PLUS as a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or

other enterprise, then, unless such indemnification is ordered by a court, PLUS shall determine, or cause to be determined, in the manner provided under law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by law.

12.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 12.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or any agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, trustee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

12.3 Insurance. To the extent permitted by law, PLUS may purchase and maintain insurance on behalf of any person who is or was a Chief Executive, officer, employee, trustee, or agent of PLUS, or is or was serving at the request of PLUS as a Director, officer, employee, trustee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise.

Article XIII

Miscellaneous

13.1 Books and Records. PLUS shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and committees having any of the authority of the Board of Directors. PLUS shall keep at its registered or principal office a record giving the names and addresses of the Directors and any other information required under law. PLUS shall also have an audit of its financial statements performed annually.

13.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors and/or the Chief Executives may from time to time determine.

13.3 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of PLUS and to change the same from time to time as it deems appropriate.

13.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

13.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative; and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

13.6 Table of Contents. Headings. The table of contents and headings are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

13.7 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

Article XIV

Amendments

14.1 Power To Amend Bylaws. The Members shall have the power to alter, amend, or repeal these bylaws or adopt new bylaws.

14.2 Conditions. Action by the Members with respect to bylaws shall be taken by an affirmative vote of two-thirds of all Members cast at a meeting held after thirty days notice to the Members as defined in Sections 6.1 and 6.2.

Article XV

Tax-Exempt Status

15.1 Tax-Free Status. The affairs of PLUS at all times shall be conducted in such a manner as to assure PLUS's status as an organization qualifying for exemption from taxation pursuant to section 501(c)(3) of the Internal Revenue Code. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under

section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.