

BYLAWS
OF
WORLD COMPUTING ORGANIZATION

Effective: 10 October 2019

The name of the organization is World Computing Organization The Corporation is organized upon a directorship basis. The property, business and affairs of the Corporation will be governed by its Board of Directors.

The organization is organized in accordance with the Nonprofit Corporation Act, Act 162 of 1982, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

ARTICLE I

MEMBERSHIP

Section 1. Members. Non-voting membership in the Corporation shall be open to individuals, organizations, institutions, and corporations interested in advancing the purposes of the Corporation, and will consist of such classes and be based on such conditions as determined by the Board of Directors from time to time.

ARTICLE II

MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly

come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Special Meetings. Special meetings may be requested by the President or the Board of Directors. A special meeting is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology.

Section 3. Regular Meetings. Regular meetings shall be scheduled at regular intervals. The regular meetings may be held at a geographical location or virtually.

Section 4. Notice. Electronically-written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be electronically communicated to all directors of record at the address shown on the corporate books, at least 7 days prior to the meeting. Special meetings may be held at any time upon twenty-four (24) hours notice.

Section 5. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously communicate with each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 6. Quorum. A majority of the directors (51%) shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

ARTICLE III

DIRECTORS

Section 1. Power and Duties of the Board of Directors. The organization shall be managed by a Board of Directors. The Board of Directors shall manage the business, property and affairs of the organization, and may exercise and delegate any and all of the powers of the organization as it sees fit, subject only to restrictions imposed by statute, the organization Articles of Incorporation, and these Bylaws. The Board of Directors shall establish corporate and administrative policies; authorize operational goals and objectives; emphasize overall corporate planning; authorize agreements and contracts; adopt the budget; approve committee

appointments; provide for the maintenance of headquarters; employ, direct and discharge executive personnel; authorize meetings; review committee reports; and determine action to be taken. Board members shall actively participate in community outreach, gift solicitation, and event and campaign planning. Directors are allowed to also serve as officers as well.

Section 2. Number of Directors. The board shall have up to 7 directors, but no fewer than 3 directors.

Section 3. Election and Term of Office. The directors shall be elected at the annual meeting. Each director shall serve a term of two (2) years, or until a successor has been elected and qualified. The founding directors shall serve a term with an indefinite length. Directors are eligible for election for unlimited consecutive terms. The Board of Directors may vote to set the amount of available seats on a yearly basis. The Board of Directors may nominate one person for each of the available seats to be filled on the Board of Directors, if needed. New directors shall be elected by all the directors present at such a meeting, provided there is a quorum present. All current directors shall agree unanimously on a new director to be added. The new term shall begin one week after the date of an election. The new director added shall be up for reelection with the other directors.

Section 4. Quorum. A simple majority of directors (51%) shall constitute a quorum.

Section 5. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 6. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 7. Special Meeting. Special meetings may be requested by the President, or any two directors by providing twenty-four (24) hours by Electronically-Written notice. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology.

Section 8. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their

dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 9. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 10. Resignation, Removal, and Vacancies. Resignation from the Board of Directors must be in writing or electronic communication, and the notice of resignation must be sent to all of the directors, and officers. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. The founding directors shall not be subject to removal. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified. All directors must vote unanimously to remove a director. The director in consideration for removal, vote will be invalidated.

Section 11. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

Section 12. Compensation. The Board of Directors receives no compensation other than reasonable expenses.

ARTICLE IV

OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a President, a Vice President, a Treasurer, and a Secretary. The President may not serve concurrently as a Vice President.

President. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of directors, and shall have the authority to certify any records, or copies of records, as the official records of the

organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Treasurer. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Resignation, Removal, and Vacancies. Resignation must be in writing or electronic communication, and the notice of resignation must be sent to all of the directors, and officers. The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE V

CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE VI

AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a unanimous director vote, at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VII

INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

ARTICLE VIII

CONFLICT OF INTEREST

No officer or director may vote or act independently on any matter in which that member has a personal or financial conflict of interest.

ARTICLE IX

DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

ARTICLE X

MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation will end on the last day of December.

Section 2. Amendments. The Governance Committee shall review the By-laws annually. In order to amend the By-laws, notice of the proposed amendment shall be delivered electronically to each member of the Board of Directors at least two weeks prior to the time of the vote on the proposed amendment. The Bylaws shall be amended by a two-thirds vote of the Board of Directors

Certification

By-laws of the certified by Board of Directors that the foregoing is a true and correct copy of the by-laws of World Computing Organization, duly adopted by the initial Board of Directors on October 10, 2019.

I certify that the foregoing is a true and correct copy of the by-laws of the above-named organization, duly adopted by the initial Board of Directors on October 10, 2019.

Dominic Dabish, President/Director

Andrew Alisa, Treasurer/Director

Arpan Rughani, Vice-President/Director

Ivan Gappy, Secretary/Director