

Bylaws

Article 1 Name, Purpose, Offices

Section 1. Name. The name of the organization shall be Dryad, hereinafter called the "Corporation."

Section 2. Principal and registered office. The principal and registered office of the Corporation will be located at Northwest Registered Agent Service, Inc., 4030 Wake Forest Rd, STE 349, Raleigh, NC 27609.

Section 3. Other offices. The Corporation may have other offices at such other places within the State of North Carolina as the Board of Directors may from time to time determine.

Section 4. Purpose. The purpose of the Corporation is to enable the open publication and routine reuse of all research data to enable the acceleration of discovery across domains and the translation of research into benefits for society worldwide. The Corporation, which is organized under the North Carolina Nonprofit Corporation Act, shall operate exclusively for charitable and educational purposes and in a manner consistent with Chapter 55A of the General Statutes of North Carolina and Section 501(c)(3) of the Internal Revenue Code or successor provisions.

Article 2 Members

Section 1. Powers and obligations. A Member of the Corporation (a "Member") shall pay the dues and fees specified in the membership application. Members will only have such powers, duties, and privileges as are described in these bylaws. The Members will elect the Board of Directors of the Corporation (the "Board") at the annual meeting of Members or at a special meeting called solely for the purpose of voting on the Board of Directors. In addition, Members will vote solely on governance issues, including all organizational changes substantially impacting members. Except as expressly set forth in this provision, the Members have no other voting or other rights.

Section 2. Qualification. Membership in the Corporation shall be open to any organization that supports and advances the charitable mission of Dryad and otherwise meets the terms and conditions of membership established from time to

time by the Board, and to such other entities as the Board shall determine from time to time.

Section 3. Procedures for obtaining membership. Applications for membership shall be approved by the Board, which may delegate the authority to approve applications to the Executive Director. An applicant shall become a Member upon the Corporation's approval of its membership application and receipt of communication of this approval from the Corporation. The record date of membership for the Member shall be the date of the Corporation's approval of its membership application.

Section 4. Resignation. Any Member may withdraw from the Corporation by giving written notice of such intention to the Executive Director, provided such Member fulfills all obligations to the Corporation. After receiving a Member's withdrawal notice, the Executive Director shall present it to the Board or Executive Committee at the first meeting after the receipt of the withdrawal. Dues and service fees paid shall not be refundable.

Section 5. Removal of membership. A Member may be suspended for a period or expelled for cause. Cause shall include but not be limited to a violation of these Bylaws any rules of the Corporation, for conduct that reflects poorly on the Corporation, for conduct that is prejudicial to the best interests of the Corporation or for any reason that the Board determines is in the best interest of the Corporation. Suspension or expulsion shall be by a vote of the Board of Directors. Suspension or expulsion may also be by action of the Executive Committee, to take effect at the time specified in such Executive Committee action, provided it is reviewed and ratified by a vote of the Board at the next subsequent Board meeting. Where suspension or expulsion is the result of the non-payment of dues or fees, the Board may delegate such authority to the Executive Director. The Executive Committee of the Board is authorized to temporarily or permanently validate, amend, or revoke the previous action. Furthermore, at its sole discretion, the Executive Committee may allow the Member to request reinstatement by presenting a defense against their suspension or expulsion.

Article 3 Dues and Service Fees

Section 1. Annual dues and service fees. The Board may determine from time to time the amount of all dues and service fees payable to the Corporation by its

Members. The Board may choose at its discretion to delegate this responsibility to the Finance Committee.

Section 2. Payment of dues and service fees. Dues and service fees shall be payable on such terms and at such times as specified by the Board from time to time. Dues and service fees of a new Member shall be prorated from the first day of the month in which such new Member is accepted for membership, for the remainder of the calendar year.

Section 3. Default and termination of membership. When a Member shall be in default in the payment of dues and service fees for a period of three (3) consecutive months, its membership may thereupon be terminated in the manner provided in Article 2, Section 5 of these Bylaws.

Article 4 Meetings of Members

Section 1. Annual meetings. There shall be an annual meeting of Members, which may be held virtually, during the second quarter of each fiscal year, or at such other time as the Board may determine from time to time, for the election of Directors and for receiving the annual reports of officers, Directors, and committees, and the transaction of other business.

Section 2. Special meetings. As per the Bylaws of the Corporation, the Board has the power to hold special meetings at their discretion. Additionally, the Board is obligated to call a special meeting upon the written request of Members who have the authority to cast forty percent (40%) of the total votes entitled to be cast at any such meeting. This special meeting must be held for the sole purpose of discussing a specific subject matter that has been declared in advance and included within the notice of the meeting. No other business may be transacted at this meeting except for what is explicitly set forth in the notice.

Section 3. Notice and waiver of notice. Notice of any meeting of the Members, stating the place, date, and time of the meeting and, in the case of a special meeting, the purpose or purposes for which it is called, shall be published to the Members by electronic mail or other electronic communication medium as the Board may deem appropriate not less than fourteen (14) days before the meeting. A mechanism will be established for Members to provide feedback on the purpose(s) or agenda items of the meeting in advance of the meeting to ensure that Members' perspectives are heard. Notwithstanding the provisions of any of the foregoing sections, a meeting of Members may be held at any time and at any place

designated by the Board, and any action may be taken thereat, if notice is waived in writing by every Member having the right to vote at the meeting. Any Member may waive notice of any meeting by submitting a waiver in person or by proxy either before or after the meeting. Waiver of notice may be written or electronic. If written, the waiver must be signed by the Member's authorized representative (including by facsimile signature). If electronic, the waiver must be sent by electronic mail, and must set forth or be submitted with information from which it can reasonably be determined that the transmission was authorized by the Member. The attendance of any Member at a meeting, in person or by proxy, without protesting the lack of notice of such meeting prior to the conclusion of the meeting shall constitute a waiver of notice by such Member.

Section 4. Record date. For the purpose of determining the Members entitled to vote at any meeting of the Members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of any other action by the Members, the Board may fix, in advance, a date as the record date for any such determination by Members. Such record date shall not be more than fifty (50) nor less than ten (10) days before the date of such meeting.

Section 5. Quorum. The presence in person or by proxy of a majority of Members entitled to vote, or such other number as may be set by the laws of the State of North Carolina as the minimum number necessary to constitute a quorum for meeting of Members, shall be necessary to constitute a quorum for the transaction of business.

Section 6. Voting. Any Member may be represented at any meeting by any Member of its staff delegated by it for that purpose, but each Member in good standing shall be entitled to only one (1) vote. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the Members present in person or by proxy.

Section 7. Proxies. Every Member entitled to vote at any meeting of the Members may vote by proxy. A Member may authorize another person to act for the Member as proxy by (i) executing a writing providing such authorization, signed (including facsimile signature) by the Member's authorized representative, or (ii) providing such authorization by electronic mail to the person who will be the holder of the proxy or to a proxy solicitation firm, proxy support service organization or like agent, provided that such authorization must set forth information from which it can be reasonably determined that the authorization was given by the Member. A proxy shall be revocable at the pleasure of the Member executing it, to the extent permitted by law.

Unless the duration of the proxy is specified, it shall be invalid after eleven (11) months from the date of its execution.

Section 9. Order of business. The order of business at all the meetings of the Members, Board, and Executive Committee shall be as determined by the Board or the Executive Committee, as the case may be, from time to time. Any question as to priority of business shall be decided by the Chairperson without debate. This order of business may be altered or suspended at any meeting by a majority vote of the Members, Board or Executive Committee members present, as appropriate.

Section 10. Membership action without meeting. Whenever Members are required or permitted to take any action by vote, such action may be taken without a meeting upon the consent of a majority of Members entitled to vote thereon, setting forth the action so taken. Such a consent may be written or electronic. If written, the consent must be executed by the Member's authorized representative by signing or causing their signature to be affixed to the consent by any reasonable means, including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail or via another electronic communication medium provided by the Corporation and set forth, or be submitted with, information for which it can be reasonably determined that the transmission was authorized by the Member.

Article 5 Board of Directors

Section 1. General powers. The property, business, and affairs of the Corporation shall be overseen by its Board in accordance with these Bylaws. The Board is responsible for overall policy and direction of the Corporation, and delegates responsibility for day-to-day operations to the Executive Director. Specific powers of the Board include but are not limited to:

1. defining the mission, goals, and objectives of the Corporation, and assigning priorities among the goals and objectives when needed;
2. selecting the Corporation's Executive Director and periodically reviewing their performance;
3. approving major personnel policies;
4. reviewing and approving the Corporation's budget;
5. raising the financial resources required to meet the Corporation's goals and objectives, as coordinated by the Chairperson, and establishing general fundraising policies; and

6. conducting a biennial review and evaluation of the Corporation's performance of the goals and objectives of highest priority.

Section 2. Number. The Board shall consist of not fewer than six (6) nor more than fourteen (14) Directors or such other number determined by the Board and as permitted or required by the North Carolina Nonprofit Corporation Act and the Articles of Incorporation. Directors shall have a demonstrated commitment to the Corporation's mission and upon election, enter into the performance of their duties immediately, continuing in office until their successors shall be duly elected and qualified.

Section 3. Election, composition and term of Directors. The Executive Committee shall nominate candidates for election to the Board and shall be elected by a majority vote of the Members at the annual meeting, with Directors representing nonprofit entities comprising no less than fifty percent (50%) of the Board composition and Board membership shall endeavor to reflect the Member organization types proportionally. Each Director appointed shall serve as a Director for an initial term of three (3) years. At each annual meeting of the Members, a number of directors shall be elected for the term of three (3) years and shall expire at the expiration of the term to which they have been elected by the membership or when their successors have been elected and qualified as set forth, whichever shall be later. No Director shall serve for more than two (2) consecutive terms. A Director who has served for two (2) consecutive terms or a total of six (6) non-consecutive years may be considered for election to one (1) additional final three (3) year term only after the conclusion of not less than one (1) calendar year following the expiration of their last term. Under no circumstances shall a Director serve for more than nine (9) years.

Section 4. Duties of Directors. Each Director shall discharge their duties as a Director, including their duties as a member of a committee, in good faith, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interests of the Corporation and to best protect the interests and welfare of the Members. The Board is responsible for appointment and removal of the Executive Director, as may be necessary from time to time, by a vote of two-thirds ($\frac{2}{3}$) of the Board.

Section 5. Meetings of the Board. Regular meetings of the Board, which may be held virtually, shall be held at a time and place to be determined by the Board. A minimum of four (4) such meetings shall take place each fiscal year. The Chairperson

shall preside at all meetings of the Board. Special meetings may be called by the Chairperson or by two (2) or more members of the Board at any time. Special meetings shall be held at a date, time and place in the notice of the meeting.

Section 6. Notice and waiver of notice. Notice of each regular or special meeting shall be given by electronic mail or other electronic communication medium as the Board may deem appropriate before said meeting to the last recorded address of each Director at least five (5) days before the time appointed for the meeting. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting. Attendance at a meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

Section 7. Quorum. A majority of the entire Board shall constitute a quorum for the transaction of business. Any one (1) or more directors or any committee thereof may participate in a meeting of such Board or committee virtually, as long as all persons participating in the meeting have the capability to communicate effectively with each other, simultaneously and in real-time, using appropriate assistive technologies as necessary to accommodate individuals with hearing disabilities and each Director can participate in all matters before the Board. Participation by such means shall constitute presence in person at the meeting. If a quorum is not present, a lesser number by majority may adjourn the meeting to a later date, not more than ten (10) days later.

Section 8. Voting. Each Director present at a meeting of the Board shall be entitled – and required – to cast one vote on each matter submitted to a vote, by show of hands, or by such electronic medium as to ensure the integrity of the voting process. Silence or failure to vote by a Director shall be counted as an abstention on the matter before the Board. In the event of a tie vote by the Board, no action will be taken on the subject matter of the vote. The board may vote electronically including via email provided that any decision made through electronic voting must be unanimous. The Secretary shall record each vote cast on all matters in the meeting minutes and distribute to the Board the results of the vote. No announcement shall be made of Board decisions made by voting before the deadline for the vote has closed and every vote cast has been recorded by the Secretary. The Board may elect to use Robert's Rules of Order as a guideline for conducting all meetings.

Section 9. Ratification of action. Any action taken and subsequently assented to in writing by all the Board, either by a written Consent to Action or by electronic signature, shall be valid and effective as if passed by the Board at any regular or special meeting called for that purpose, except as to the removal of a Director for good cause, which action must be taken at a scheduled meeting.

Section 10. Vacancies. Any vacancy in the Board may be filled without undue delay by a majority vote of the remaining members of the Board at the next regular meeting or at a special meeting which shall be called for that purpose. The election shall be held within sixty (60) days after the occurrence of the vacancy. The person so chosen shall hold office until the next annual meeting, or until their successor shall have been chosen at a special meeting of the Members.

Section 11. Electronic meetings and attendance. Board meetings may be held virtually as long as all members participating in the meeting have the capability to communicate effectively with each other, simultaneously and in real-time, using appropriate assistive technologies as necessary to accommodate individuals with hearing disabilities. For any meetings, whether in person or virtually, Directors may individually participate by means of a conference telephone, video conference, or any other electronic communication so long as all members participating in the meeting have the capability to communicate effectively with each other, simultaneously and in real-time, using appropriate assistive technologies as necessary to accommodate individuals with hearing disabilities. Such participation constitutes personal presence at the meeting for purposes of conducting business and meeting the quorum requirements.

Section 12. Removal of directors. Any one (1) or more of the Directors may be removed either with or without cause, at any time, by a vote of two-thirds ($\frac{2}{3}$) of the members present at a regular meeting or at any special meeting called for that purpose.

Section 13. Resignation and disability. If any individual appointed or elected as a Director of the Corporation (i) submits a written resignation from the Board, or (ii) becomes sufficiently disabled such that, in the reasonable discretion of the remaining members of the Board, the individual is unable to fulfill their duties as a Director, then that individual shall be considered to have resigned from the Board of the Corporation, effective at the time at which the written resignation is received by an officer of the Corporation, or the Board makes a determination of disability, as appropriate. The remaining members of the Board shall have the right, power, and authority to fill the vacancy resulting from such considered resignation. The

individual selected by the Board to fill the vacancy shall serve the remainder of the term of the Director who is considered to have resigned. In the case of multiple vacancies, the remaining members of the Board shall have the right, power, and authority to fill up to two (2) or the number necessary to establish a full board of six (6) Directors.

Section 14. Ex-officio members of the Board. In addition to the voting members described in Section 8 above, the Board may, within its complete discretion, appoint no more than four (4) members who shall serve ex officio (the "Ex-Officio Directors"). The Ex-officio Directors shall not be voting Board members. Other than in connection with an Ex-Officio Director's voluntary resignation or death, an Ex-Officio Director may be removed by at any time and for any reason by a vote of two-thirds ($\frac{2}{3}$) of the Directors present at a regular meeting or at any special meeting called for that purpose.

Section 15. Compensation. No Director shall receive any compensation for their service in such capacity, except that the Board of Directors may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of duties of Director, to the extent provided by such resolution, and except as otherwise provided in these Bylaws.

Article 6 Officers

Section 1. Number. This Corporation shall, at a minimum, have the following officers: a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer. Officers shall be members of the Board, be nominated by the Executive Committee, and elected by the Board. The Board shall have the right, power and authority to specify additional offices and elect and/or appoint officers to fill such offices, from time to time.

Section 2. Method of election. The Board shall elect all officers for a term of one (1) year from the date of their election. Officers are eligible for re-election to serve for two (2) additional one (1) year terms in these offices. A majority vote of a quorum present shall be necessary to constitute an election.

Section 3. Duties of officers. The duties and powers of the following officers of the Corporation shall be as set forth below.

Section 4. Chairperson. The Chairperson shall preside over operations of the Corporation and at all meetings of the Board. They shall also, at the annual meeting of the Corporation and such other times as they deem proper, communicate to the

Corporation or the Board such matters and make such suggestions as may in their opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the office of the Chairperson.

Section 5. Vice-Chairperson. The Vice-Chairperson shall preside at all meetings at which the Chairperson is not in attendance and shall succeed the Chairperson in the event that the Chairperson is unable to complete their term of office or to perform other duties. The Vice-Chairperson shall perform such other duties as may be assigned by a majority vote of the Board.

Section 6. Secretary. It shall be the duty of the Secretary to insure the Board's compliance with responsibilities required by law and the Corporation's Bylaws and policies; to attend all meetings of the Members and the Board and keep a record of their doings; to keep a list of the Members; to perform such other duties as may be assigned by the Chairperson or a majority vote of the Board; and generally to devote their best efforts to forwarding the business and advancing the interests of the Corporation. The offices of Secretary and Chairperson may not be held by the same person.

Section 7. Treasurer. The Treasurer, in conjunction with the Executive Director, shall have and maintain supervision over the Corporation's funds, receipt and disbursements; shall maintain full and accurate records thereof in the document retention location(s) of the Corporation; and shall provide financial reports to the Board and such other entities as may be required and to assure the fiscal and operational integrity of the Corporation. The Treasurer shall perform such other duties as may be assigned by the Chairperson or a majority vote of the Board.

Section 8. Executive Director. The Executive Director shall serve as an Ex-Officio Director and have the day-to-day responsibility for the operations of the Corporation. The Executive Director shall report to the Board. The Executive Director may hire such additional employees, contractors, agents and other such persons and entities (collectively, "personnel") as they deem necessary to further the purposes of the Corporation. All such personnel shall work solely at the direction and under the management and supervision of the Executive Director.

Section 9. Vacancies. In the event of death, resignation, disqualification or temporary absence or disability of any officer of the Corporation, the officer's duties and powers may be delegated by the Board to any other officer of the Corporation or to any

Director of the Board for a specified period of time at its regular meeting, or at a meeting specially called for that purpose.

Section 10. Compensation of officers. No Officer shall receive any compensation for their service in such capacity, except that the Board may by resolution provide for the reimbursement of actual travel and lodging expenses incurred in the performance of duties of Officers, to the extent provided by such resolution, and except as otherwise provided in these bylaws.

Article 7 Committees

Section 1. General. The Board may, at any time, appoint committees, advisory boards or task forces (collectively, "committees") on any subject as needed. These committees shall function under direction from the Board. The Board shall nominate and elect the chair of each appointed committee. The committee chair shall nominate members for each committee, and membership on the committees shall not be restricted to the Directors of the Board. Committees shall meet and conduct business between Board meetings and make reports and recommendations at Board meetings. Each Director shall serve on at least one standing committee. The roles and responsibilities of each committee shall be established and formally approved by the Board. Unless specifically provided otherwise in these Bylaws, members of such committees are not required to be Directors, provided that any committee that is not composed solely of Directors shall not have authority to bind the Board.

Section 2. Executive Committee. The Executive Committee shall be a standing committee of the Board and shall consist of the officers of the Corporation. The Executive Committee may act on behalf of the Corporation in any matter when the Board is not in session, reporting to the Board on the Executive Committee's actions at each regular meeting or any special meeting called for that purpose. The Executive Committee shall recommend for nomination and election new officers and new members of the Board. The Executive Committee shall orient and train new Directors and officers as to their duties and responsibilities; periodically assess the performance of the Board as a governing body and its individual members throughout their tenure as members of the Board; and annually assess and review the Executive Director's performance. The Executive Committee shall report in writing to the balance of the Board the results of its assessment and review.

Section 2. Finance Committee. The Finance Committee shall consist of the Treasurer and no less than three (3) and no more than six (6) Directors and non-Board members, as voted on by a vote of two-thirds ($\frac{2}{3}$) of the Directors present at a regular meeting or at any special meeting called for that purpose. The Finance Committee shall relate the Corporation's financial needs to its current and long term goals. It shall have the responsibility of recommending an equitable system of dues and other revenues sufficient to meet the Corporation's needs. In conjunction with the Executive Director, the Finance Committee shall prepare and review an annual budget for the Corporation and submit the same for approval to the Board prior to the annual meeting; have oversight responsibility to assure the fiscal and operational integrity of the Corporation; and may contract for and receive an independent audit of the Corporation's financial transactions each year and shall report its findings and recommendations in writing to the Board. No member of the Finance Committee shall serve for more than six (6) years.

Section 4. Committee quorum. Unless specifically provided otherwise in these Bylaws, a majority of the members of any committee shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

Section 5. Committee vacancies. The various committees shall have the power to fill vacancies in their membership.

Article 8 Liability and Indemnification

Section 1. Liability. The personal liability of the Directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by Section 55A-8-51 of the North Carolina Nonprofit Corporation Act, as the same may be amended and supplemented from time to time.

Section 2. Indemnification. The Corporation shall, to the fullest extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, Director, or employee of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity. However, no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated

in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. And, further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

- A. The Board shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification provided by this Bylaw, including without limitation, to the extent necessary, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her.
- B. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.
- C. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person. Indemnification under this provision constitutes a contract between the Corporation and the indemnified officers, Directors, and employees. No amendment or repeal of the provisions which adversely affects the right of an indemnified officer, Director, or employee hereunder shall apply to such officer, Director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section 3. Insurance. The Corporation shall procure and maintain errors and omissions insurance coverage against Director and officer liability in such amounts, upon such terms and from such insurer(s) as the Board may from time to time deem advisable.

Article 9 Financial Provisions

Section 1. Fiscal year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

Section 2. Third-party contracts. The execution of third-party contracts on behalf of the Corporation may be delegated to the Executive Director, as authorized by a

majority vote of the Board. The Board may grant the Executive Director general authority or limit it to specific transactions.

Section 3. Loans. No loans shall be executed on behalf of the Corporation unless authorized by a majority vote of the Board. If the Board authorizes an officer or agent of the Corporation to enter into a loan, such authority may be general or confined to specific transactions.

Section 4. Checks and drafts. All checks, drafts, other requests for payment of money, issued in the name of the Corporation, shall be approved and processed by the Executive Director or any other authorized personnel designated by the Executive Director. The Executive Director has the authority to delegate the responsibility of reviewing and approving payment requests to authorized personnel. The Board shall establish the procedures and guidelines for the approval and processing of such payment requests, ensuring proper financial controls are in place.

Section 5. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such depository or depositories as shall be determined by the Board. The Board may choose at its discretion to delegate this responsibility to the Finance Committee.

Section 6. Gifts. The Board or any agent may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the benefit or perpetuation of the purposes of the Corporation consistent with federal and state law and regulation and representations made in the Corporation's 1023 filing.

Section 7. Audits. The Corporation shall adhere to the auditing and reporting procedures and requirements required by law.

Section 8. Bond. At the direction of the Board, any officer or agent of the Corporation shall be bonded, and the Corporation shall pay the expense of procuring any such bond.

Section 9. Books and records. The Corporation shall maintain, whether in physical or electronic form, (a) a copy of the Corporation's Articles of Incorporation and the Bylaws as amended to date; (b) a record of its Directors, indicating their names, physical and email addresses, and telephone numbers, dates of election to the Board and to office(s), if applicable; (c) a record of its committees and committee members, including the specific task for which each committee was formed and members' names, physical and email addresses, and telephone numbers; (d)

minutes of all Board and committee meetings, indicating the time and place of such meetings, names of those present and the proceedings thereof; and (e) adequate and correct books and records, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents, whether maintained physically or electronically.

Section 10. Prohibited activities. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its Members, Directors, 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 purposes set forth in these Bylaws. 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 provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 11. Distribution upon dissolution. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

Article 9 Miscellaneous

Section 1. Supremacy. Effective on the date of ratification of these Bylaws, no agreement, memorandum of understanding, policy or other instrument entered into by the Board, Officers, Dryad Employees or agents shall supersede any provision in these Bylaws.

Section 2. Severability. The invalidity or unenforceability of any provision of these Bylaws shall not affect the other provisions of these Bylaws, and in such event these Bylaws shall be construed in all respects as if such invalid provisions were omitted.

Section 3. Amendments. These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote of the entire Board and Members present at an annual meeting or at any special meeting called for that purpose. The proposed change or changes shall be transmitted (by email, mail or any other manner deemed reasonable by the Board) to the Board and Members at least ten (10) days before the time of the meeting which is to consider such change or changes. Notwithstanding the forgoing, the Board may designate in advance of any meeting of the Members any other notice period or delivery method that shall be fair and reasonable under the circumstances, and such notice period and delivery method shall be deemed valid pursuant to these Bylaws.

Adopted July 23, 2012; revised May 20, 2013; revised May 23, 2016; revised February 29, 2024.