

BYLAWS
of
ALL COMPUTERS ARE BRILLIANT, INC.

Article I. Name

The name of this Corporation is All Computers Are Brilliant, Inc.

Article II. Principal Office

The registered office for the transaction of business of this Corporation shall be located in the state of Oregon. The Board of Directors may, at any time, change the location of the registered office within Oregon. This Corporation may also have offices at more than one place in Oregon.

Article III. Purpose

This Corporation shall be organized and operated exclusively for charitable and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this Corporation shall be to engage in any lawful activities, none of which is for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

This Corporation shall hold its primary purposes to be: advancing education, science and grassroots community organization by providing individuals and nonprofits with free access to internet-based, open source communication and collaboration tools, particularly those tools which are generally based on (a) new technologies; (b) experimental technologies; or (c) legacy technologies which have fallen out of mainstream public awareness but which retain redeeming qualities in light of the purposes articulated previously.

Article IV. Members

The Corporation shall not have members.

Article V. Board of Directors

Section 1. General Powers. The business and affairs of this Corporation shall be governed by its Board of Directors.

Section 2. Number. The number of directors of this Corporation shall consist of no less than three (3) and no more than five (5) directors.

Section 3. Qualification. Membership on the Board of Directors shall be open to all persons with a demonstrated commitment to advancing the interests of the Corporation, and will not be restricted on the basis of race, national origin, caste, sex, sexual orientation, gender identity/expression, physical characteristics, age, disability, disease, or any other protected class.

Section 4. Nomination and Election. The Board shall be responsible for identifying prospective candidates for election to the Board of Directors and shall solicit nominations from existing Directors and the general public interested in the work of the Corporation, including consumers of the services provided by the Corporation's technology projects, during a nomination period of not less than thirty (30) days. The Board will elect Board Members at its next scheduled meeting following this nomination period by an affirmative vote of two-thirds of the directors then in office.

Section 5. Terms. The term of office of each director of the Corporation elected at the time of election shall be two (2) years. Directors may be elected to successive terms of office. Newly elected members begin service to the Board at the beginning of the new calendar year.

Section 6. Removal. Any director may be removed, with or without cause, by a vote of two-thirds of the directors then in office.

Section 7. Vacancies. Vacancies on the Board of Directors shall be filled by an affirmative vote of a majority of the directors then in office at a regular or special meeting called for that purpose. A successor director shall serve for the unexpired term of the predecessor and, at the conclusion of the unexpired term, shall be eligible to stand for election to a new term.

Section 8. Quorum and Action. At any meeting of the Board of Directors a majority of the directors then in office shall constitute a quorum. If a quorum is present, action is taken by a majority vote of the directors present, except as otherwise provided by these bylaws. Where the law or these bylaws requires a majority vote of the directors in office, such action is taken by that majority as required.

Section 9. Proxies. There shall be no voting by proxy.

Section 10. Regular Meetings. Regular meetings of the Board of Directors shall be held at a date, time and place as shall be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required.

Section 11. Special Meetings. Special meetings of the Board may be called by the President of the Board, or by written notice filed with the Secretary of the Board by one-third (1/3) of the directors then in office. Notice of special meetings of the Board of Directors shall be delivered to each director personally by telephone, mail or electronic mail not less than three (3) business days prior to said special meeting.

Section 12. Alternative Meeting Venue. Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or electronic means, as long as all Board members can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. All participating directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 13. No Salary. Directors shall not receive salaries for their Board services but may be reimbursed for authorized expenses related to Board service.

Section 14. Action by Consent. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if unanimous consent to the action is given by all the directors, in writing or via electronic medium.

Article VI. Officers

Section 1. Titles. The officers of this Corporation shall consist of a President, Treasurer, Secretary, one or more Technology Directors, a Development Director, and other such officers as the Board may appoint. Provided that the President, Treasurer and Secretary must be three separate people, members of the Board may hold multiple offices simultaneously.

Section 2. Nomination and Election. All officers of the Corporation shall be selected from the Board of Directors and must be members of the Board of Directors. Officers shall be nominated by the Board at large and shall be elected or re-elected at the first Board meeting following the Annual Meeting by a majority vote of a quorum of the Board.

Section 3. Terms. Officers shall serve for a term of two years or until their successors are duly elected. Terms of office begin immediately upon election.

Section 4. Vacancy. A vacancy in any office shall be filled by the Board of Directors not later than the first regular meeting of the Board of Directors following the meeting at which the vacancy was reported.

Section 5. Other Officers. The Board of Directors may elect or appoint such other officers and agents as it shall deem necessary or desirable. They shall hold their offices for such terms and shall have such authority and perform such duties as shall be determined by the Board of Directors.

Section 6. Removal. Any person elected or appointed by the Board may be removed from office by a vote of a majority of the Board members then serving on the Board. Removal as an officer shall not necessarily mean removal as a Board member.

Section 7. President. The President of the Board of Directors shall oversee the governance of the Corporation; shall preside at all meetings of the Board of Directors; and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have any other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 8. Secretary. The Secretary of the Board of Directors shall have overall responsibility for all record keeping of the Board. Under the direction and supervision of the President of the Board of Directors, the Secretary shall perform, or cause to be performed, the following duties: (a) officially record the minutes of all proceedings of the Board of Directors meetings and actions; (b) provide notice of all regular and special meetings of the Board of Directors; (c) review revisions to the Articles of Incorporation as needed; (d) preside at meetings of the Board of Directors in the absence of the President; (e) any other duties as may be prescribed by the Board of Directors.

Section 9. Treasurer. The Treasurer of the Board of Directors shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) keeping of full and accurate accounts of all the financial records of the Corporation; (b) the deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors; (c) the disbursement of all funds when proper to do so; (d) making financial reports as to the financial condition of the Corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

Section 10. Technology Director(s). The Technology Director(s) shall have overall responsibility for (a) the technology programs and services provided by the Corporation; (b) technically-oriented communication with the users of these programs and services; (c) communications on our public-facing websites; and (d) making regular recommendations on these subjects to the Board.

Section 11. Development Director. The Development Director shall have overall responsibility for (a) designing, coordinating and promoting fundraising programs for the Corporation; (b) managing efforts to ensure that the Corporation continues to qualify as a public charity as described in Section 509(a) of the Internal Revenue Code; and (c) recommending new fundraising programs to the Board.

Section 12. External Voting. Should the corporation hold a voting membership in another organization, (for example, a professional organization or a Regional Internet Registry) the President shall be responsible for casting the organization's vote on its behalf. As soon as is practical after ballots are distributed, the President shall provide copies of the ballot and any supplementary material to all members of the Board of Directors and collect their respective votes in writing or at a meeting of the Board. The President shall be obligated to vote in accordance with the majority vote of the Board of Directors, and to abstain from voting on any ballot item for which there is no majority vote of the Board.

Article VII. Non-Discrimination Policy

It shall be the operational policy of this Corporation not to discriminate against any person on the basis of race, national origin, caste, sex, sexual orientation, gender identity/expression, physical characteristics, age, disability, or disease in any of its activities or operations. This policy includes, but is not exclusive of, hiring, firing, layoffs, promotions, wages, training, disciplinary action or any other terms, privileges, conditions, or benefits or employment. The aforementioned policy will be applied to use of any services offered by this Corporation as well. The Corporation is committed to providing an inclusive and welcoming environment for all members of its staff, clients, volunteers, contractors, and vendors.

Article VIII. Corporate Indemnity

This Corporation will indemnify to the fullest extent not prohibited by law any person who is made or threatened to be made a party to an action, suit, or other proceeding, by reason of the fact that the person is or was a director or officer of this Corporation. No amendment to this Article that limits this Corporation's obligations to indemnify

any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. This Corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification – substantively, procedurally, and otherwise.

Article IX. Amendment of Bylaws

These Bylaws may be amended or repealed, and new Bylaws adopted, by the Board of Directors by an affirmative vote of two-thirds of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least five (5) days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

REVISED BYLAWS ADOPTED BY THE BOARD: 25 April 2025