

**BYLAWS
OF
COMMUNITY IX HOLDINGS, INC.**

**ARTICLE I
ORGANIZATIONAL INFORMATION**

The name of this organization is **Community IX Holdings, Inc.**, a non-stock, non-profit corporation formed under the laws of the Commonwealth of Virginia (the “*Association*”). The Association’s registered office shall be as set forth in the Association’s Articles of Incorporation, as amended from time to time (the “*Articles of Incorporation*”). The Association’s principal office shall be at such location as established by the Association’s Board of Directors (the “*Board*”) from time to time. The Board may establish branch or subordinate offices at those places where the Association is qualified to conduct its activities.

**ARTICLE II
PURPOSES**

The Association is organized to operate as a business league to further the common interests of its members within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “*Code*”), or the corresponding section of any future federal tax code. By way of example, and not limitation, the Association’s purposes include to:

- (1) Develop and manage benefit programs for member businesses and individuals related to community internet exchange points;
- (2) Maintain and enhance the profitability and economic viability of internet service providers, content providers, and business enterprises by providing an internet exchange point to promote connectivity directly and not through third party networks;
- (3) Develop and maintain cost-effective and profitable partnerships with related industries;
- (4) Market and promote community internet exchange points as an industry wide solution to service providers;
- (5) Market, promote and serve individuals, companies and corporations to improve connectivity and reduce costs between networks;
- (6) Participate in the established multi-stakeholder model to develop and promulgate standards and best practices related to internet exchange points;
- (7) Disseminate information on internet exchange points;
- (8) Take on other activities as are necessary to accomplish the Association’s general purposes; and

(9) Engage in any and all lawful activities incidental to carry out any of the purposes listed in this Section, except as limited in these Articles of Incorporation.

Further, except as limited in the Articles of Incorporation or by applicable federal law, the Association shall have all general powers as enumerated in § 13.1-801 et seq., Code of Virginia 1950, as amended.

This Association is in no way intended to create a system of paying retirement and/or death benefits to its members.

Despite anything to the contrary in these Bylaws:

(1) No part of the Association's net earnings, either directly or indirectly, shall inure to the benefit of, or be distributable to, the Association's incorporator, or any of the Association's members, directors, officers or their families, or to any other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws; and

(2) Notwithstanding any other provision of these Bylaws, the Association is not organized for profit, is not organized to engage in any activity normally carried on for profit and must not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(6) (or the corresponding section of any future federal tax code).

ARTICLE III MEMBERS

Section 3.01 – Classification and Qualification

- A. The Association shall be a membership organization. Members shall have all the rights and duties set forth in both the Articles of Incorporation as well as these Bylaws. Membership shall consist of individuals, non-profit organizations and for-profit organizations and entities that share and desire to further the common business interest of the Association.
- B. Any person interested in the purpose and objectives of the Association as stated above shall be eligible for membership in the Association, subject to rules established by the Board.
- C. Members shall be entitled to vote and hold office.

Section 3.02 – Admission

A. Potential members shall:

1. Meet the requirements of membership as outlined in Section 3.01 as well as any additional requirements set forth by the Board;
2. Complete an Association membership application form which shall be approved or denied by the Board; and
3. Pay dues to the Association as required and established by the Board from time to time.

B. Membership in the Association shall be conferred upon a person when the Board approves a member's application and the Association has received the required dues, if established, for that person.

C. Notwithstanding the foregoing, maintaining an active connection to an internet exchange point operated by the Association shall also be considered an approved application for membership.

Section 3.03 – Dues

A. Association dues from members shall be due as determined by the Board from time to time. Continued membership in the Association is contingent upon being current in the payment of membership dues, if any.

B. A member whose Association dues are in arrears for more than ninety (90) days shall no longer be deemed an Association member and shall forfeit any membership he, she, or it has in the Association.

C. The Board shall evaluate and propose any changes to the Association dues amount on an annual basis.

Section 3.04 – Resignation and Termination.

A. Any member may resign by filing a written resignation with the Directors. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued, nor shall resignation entitle the member to receive a refund of all or any part of previously paid membership dues.

B. A member can have his, her, or its membership terminated by a majority vote of the Board.

ARTICLE IV MEMBER MEETINGS

Section 4.01 – Regular Meetings.

The regular meetings of the Association's members shall be held periodically at a time and place designated by the Board.

Section 4.02 – Annual Meetings.

An annual meeting of the members shall be held at a specific date, time, and location as designed by the Board. At the annual meeting, the members shall elect directors of the Association, receive reports on the activities of the Association, and take any other actions as may be required by the Board or to comply with applicable law.

Section 4.03 – Special Meetings.

Special meetings to conduct official Association business may be called by the Chair or by the Association's Board. A petition signed by two-thirds (2/3) of the members also may call a special meeting.

Section 4.04 – Notice of Meetings.

Printed notice delivered by regular mail, hand delivery or electronic mail notice of each meeting shall be sent to each member not less than one week prior to the meeting.

Section 4.05 – Quorum.

The members present at any properly announced meeting shall constitute a quorum. At least one-half (1/2) of the Association's members, including written proxies, shall constitute a quorum for voting purposes.

Section 4.06 – Voting.

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE V BOARD OF DIRECTORS

Section 5.01 – Board.

The Association's Board shall manage the Association's property and business affairs. The Board must act consistently with federal and state law, the Articles of Incorporation, these Bylaws, and any rules and regulations as may be prescribed by the members as well as any authorized Board actions made.

The initial number of Directors of the Association will be five (5), exclusive of any non-voting ex-officio members, which number may be increased or decreased pursuant to these Bylaws.. At all times there shall be no less than two (2) and no more than ten (10) Directors. The Executive Director of the organization shall be appointed as a full Board member during all times of their service, and the remaining Directors will be elected by a vote of the members as set forth more particularly below. All Directors will be members of the Association.

The Directors will be elected at any regular annual meeting of the members. Each Director will serve until the following date: (i) the next annual meeting of the members; (ii) his or her resignation, as set forth below; or (iii) his or her removal as set forth below. If the election of Directors is not to be held at a regular annual meeting of the members, then such election will be held as soon thereafter as conveniently possible.

The Chairperson of the Technical Committee shall be appointed as an ex-officio member of the Board and be entitled to all rights and privileges conveyed as such with the exception of voting.

Section 5.02 – Duties.

The Board shall:

- A. Supervise the affairs and conduct the business of the Association;
- B. Make recommendations to the membership;
- C. Be subject to the orders of the membership;
- D. Meet as often as needed a time and place determined by the Board; and
- E. Perform the duties prescribed in these Bylaws and any rules or regulations set forth by the Board.

Section 5.03 –Voting; Term.

- A. Each Director shall have one vote on matters before the Board.
- B. Each Director shall hold office until their resignation, removal, or the end of their term.
- C. The term of office of each Director is three years (beginning with the initial term of the Association's initial term of directors).
- D. A Director may not serve on the Board for more than three consecutive three-year terms (a maximum of nine years); provided, that if an individual does not serve on the Board at any time for a period of at least three full, consecutive years, then any prior service on the Board by such individual will not be counted for purposes of determining whether this term limit has been exceeded (*i.e.*, after the individual does not serve on the

Board for three full, consecutive years, then the individual once again will be eligible to serve on the Board for three additional three-year terms).

E. If a Director serves less than a full term as the result of resignation or removal from the Board, then the Director will be deemed to have served the full term for purposes of determining whether the term limit set forth in this Section 5.03 has been exceeded. If a Director serves for less than a full term for any other reason, including because the director has filled a vacancy, then the partial term will not be counted for purposes of determining whether the term limit set forth in Section 5.03 has been exceeded.

Section 5.04 – Authority.

- A. The Association's Board shall approve an annual budget and submit to the Association members for review. The Board shall have the authority to expend funds allotted in that approved budget.
- B. On an as-needed-basis, the Board periodically shall limit the expenditures that the Chair could authorize to spend for Association business without the Board's approval. Changes to the approval limit shall be noted in the official minutes of the Board and shall not exceed \$50,000 per annum.
- C. The Board shall approve unbudgeted expenditures up to 50% of the available Association funds.
- D. The Board shall determine the policies and procedures regarding the Association's accounting and finances.
- E. The Board shall have the authority to make donations to reputable non-profit organizations for worthy causes which do not conflict with Article II of these Bylaws. The Board shall ensure compliance with applicable IRS regulations.
- F. The Executive Director shall have authority to approve expenditures up to \$10,000 without prior Board approval.

Section 5.05 – Participation.

To maintain membership on the Association's Board, the Board's members must:

- A. Adequately and effectively perform the duties of their respective positions, including the management of their proposed budgets;
- B. Routinely attend meetings of the Association's Board and/or provide an update on the accomplishments to date, challenges encountered, and any other information that the Association's Board should consider; and
- C. Ensure that adequate staffing levels are obtained in order to meet the Association's objectives.

Section 5.06 – Resignation or Removal from Office.

- A. Any member of the Board may resign at any time through communication to the Association's Chair, Vice Chair or Secretary. The resignation shall be effective when notice is received by the Chair, Vice Chair or Secretary, unless the notice specifies that the resignation will be effective on a later date and the Board accepts the terms of such resignation.
- B. The resigning Director should transition all duties to others on the Board to ensure continuity of tasks and initiatives in support of Article II.
- C. The Board may remove any member from the Board for cause by an affirmative vote of three-fourth (3/4) of the other members of the Board (i.e., not including the Director who is being voted upon).

Section 5.07 – Expenses; Compensation.

Directors are volunteers and shall not receive any stated compensation for their services as Directors. However, by resolution of the Board, Directors and members of the committees shall be entitled to be reimbursed for reasonable and necessary expenses incurred in connection with the performance of their duties as Directors as may be fixed or determined by the Board from time to time. Such reimbursement should be for legitimate Association expenses or for attendance at Association meetings; provided, however, that nothing contained herein shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor.

Section 5.08 – Director Vacancies.

If a vacancy should occur in by death, resignation or removal of a Director, then the remaining Directors will elect a successor Director for the Director whose place is vacant. The successor Director will serve in accordance with the Articles and these Bylaws until the next regular election of Directors.

Section 5.09 -- Executive Director.

The Board of Directors shall have the option to appoint an Executive Director of the organization at its sole discretion. The Executive Director will handle the day to day affairs of the organization and shall report to the Board. The Executive Director shall be a full voting member of the Board, per section 5.01. The Executive Director shall be a contracted resource that serves on a Month to Month term with no further obligations by either party, and shall be paid a fee agreed upon by the Board.

ARTICLE VI BOARD MEETINGS

Section 6.01 – Regular Meetings.

The regular meetings of the Board shall be held as determined by majority resolution of the Directors. The resolution may authorize the Chair to fix the specific date and place of each regular meeting, in which case notice of the meeting date and place must be given in the manner provided in the Bylaws. At the annual meeting of the Board, to be held immediately following the annual meeting of the members, the Directors shall elect the officers of the Association, as set forth in Article VII.

Section 6.02 – Special Meetings.

Special meetings to conduct official Association business may be called by a majority of the Directors, or as otherwise provided by law.

Section 6.03 – Notice of Meetings.

Except as may otherwise specifically be provided in these Bylaws, the Chair must give at least five (5) days' advance written notice by mail or email of each regular or special meeting to all Directors. A Director's attendance at any meeting shall constitute a waiver of notice, except where a director attends a meeting for the express purpose of objecting to the transaction of the business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, the meeting need be specified in the notice unless specifically required by law or the Bylaws.

Section 6.04 – Quorum.

At least one-half (1/2) of the Board, including written proxies, shall constitute a quorum for voting purposes.

Section 6.05 – Conduct of Meetings.

Meetings of the Board shall be presided over by the Chair. In the absence of the Chair, the Vice Chair will preside over the Board meetings.

Section 6.06 – Meetings by Electronic Communication.

Any annual, regular, or special meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All participating Directors shall be considered present in person at the meeting for all purposes.

Section 6.07 – Action without Meeting by Written Consents.

If all of the Directors severally or collectively consent in writing to any action taken by the Association, whether before or after the action is taken, then those consents shall have the same force and effect as the unanimous vote of the Board at a duly called meeting. The Secretary shall file the consents with the minutes of the Board.

Section 6.08 – Required Vote.

Except as may otherwise be provided in these Bylaws or the Articles of Incorporation, the action of a majority of Directors at a meeting at which a quorum is present shall be the action of the Board.

**ARTICLE VII
OFFICERS**

Section 7.01 – Officers.

The officers of the Association shall be a Chair, Vice Chair, Treasurer, and Secretary. The Association's Board may elect additional officers from time to time in its sole discretion.

Section 7.02 – Term of Officers.

- A. The Board shall elect the officers annually by a vote of the Board.
- B. Each officer shall hold office until their successor shall have been duly elected and shall have qualified, or until death, resignation, or removal.
- C. Any two or more offices, except those of Chair and Secretary, may be held by the same person.
- D. The officers shall serve without compensation, except that they may be reimbursed by resolution of the Board for expenses as may be fixed or determined by the Board.
- E. All officers are subject to removal by the majority vote of the Board.

Section 7.03 – Duties of Officers.

The Officers shall perform the duties prescribed by the Articles of Incorporation, these Bylaws, and any rules and regulations as may be prescribed by the Board from time to time.

- A. The Chair shall:
 - Be the executive head of the Association, with control over all of the Association's business affairs and properties;
 - Preside at all meetings of the Association and the Board;

- Make recommendations on chairpersons for all committees established by the Officers or Board;
- Keep the Board fully informed and shall frequently consult the same concerning the business and activities of the Association and shall make, on behalf of the Board, a report to the members at the annual meeting;
- Ensure that all Association requirements are fulfilled through ongoing monitoring of tasks and related deadlines; and
- Perform other duties which may be delegated by the Board.

B. The Vice Chair shall:

- Perform the duties of the Chair in the event of his/her absence or disability;
- Assist the Chair in performing his/her duties and to perform other Association duties as may needed and directed by the Chair and/or the Board.

C. The Secretary shall:

- Give notice of all meetings as required by law or these Bylaws;
- Maintain meeting minutes of the members, the Board, and any committees in the Association's corporate minute book;
- Maintain and/or review Association correspondence, reports, records, and other communications that are not performed within other officer positions; and
- Perform other duties which may be delegated by the Board.

D. The Treasurer shall:

- Be custodian of Association funds, which includes accounting for all deposits and disbursing of funds based on the Board approved transactions;
- Maintain the official financial records of Association activity;
- Submit written financial reports on a periodic basis to the Board, preferably on a monthly basis but in all events whenever requested by the Board;
- File any and all tax forms required; and
- Perform other duties which may be delegated by the Board.

Section 7.04 – Officer Vacancies.

If a vacancy should occur in any office, then the vacancy shall be filled by the Board and disclosed to the membership through normal Association communications.

**ARTICLE VIII
ASSOCIATION COMMITTEES**

Section 8.01 – Creation.

Committees may be established by the Board by majority vote to accomplish the Association purposes set forth in Article II. The Board may establish, maintain, or remove committees in support of Association specific initiatives. Each committee must consist of at least two (2) Directors and, to the extent provided for in a written resolution from the Board, may exercise the powers of the Board.

Section 8.02 – Duties.

Responsibilities to be accomplished by committees:

- A. Ensure that the committee objectives are provided to the Board. Changes to the objectives should be discussed at meetings of the Board;
- B. Ensure that required tasks and initiatives are adequately staffed and that the appropriate deadlines are met. Additionally, provide cross-training as necessary to ensure seamless transitions; and
- C. Provide status reports to the Board as required by the Board. Any challenges requiring urgent attention should be immediately disclosed to the Board.

**ARTICLE IX
FINANCIAL AND TAX MATTERS**

The Association financial records shall be independently reviewed on a periodic basis, annually at a minimum, with an annual report generated and distributed to members during the annual meeting. The Association's fiscal year and accounting period will end on December 31.

**ARTICLE X
CONFLICT OF INTEREST POLICY**

The Board may adopt a conflict of interest policy that covers board members, staff members, and volunteers with significant decision making authority with respect to the resources of the Association. The conflict of interest policy should identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and should provide for review of individual transactions by the uninvolved

Directors. Approval by the disinterested Directors will be by vote of a majority of Directors in attendance at a meeting at which a quorum is present. An interested party will not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance.

ARTICLE XI MAINTENANCE AND INSPECTION OF RECORDS

Section 11.01 – Articles and Bylaws.

The Association will keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws, as amended to date, which will be open to inspection by the Directors at all reasonable times during office hours.

Section 11.02 – Other Corporate Records.

- A. The accounting books, records, and minutes of proceedings of the Board and any committees of the Association will be kept at such place or places designated by the Board, or, in the absence of such designation, at the Association's principal office. The minutes will be kept in written or typed form, and the accounting books and records will be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Association must turn over to the successor or the Chair, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the Association as have been in the custody of the officer, employee, or agent during their term of office.
- B. Every Director has the absolute right at any reasonable time to inspect all books, records, and documents of every kind. The inspection may be made in person or by an agent or attorney, and includes the right to copy and make extracts of documents. Members shall have such rights to inspect the records of the Association as are provided by the laws of the Commonwealth of Virginia.

ARTICLE XIII LIABILITY AND INDEMNIFICATION

No director or officer of the Association shall be personally liable for the payment of the Association's debts and liabilities except as any director or officer may be liable by reason of his or her own conduct or acts. Relief from liability for the Association's debts shall not apply in any instance where that relief is inconsistent with any provisions of the Internal Revenue Code applicable to organizations described in Section 501(c)(6).

Subject to the previous paragraph and to any limitations imposed under Internal Revenue Code Section 501(c)(6), the Association shall indemnify every Director or Officer, their heirs, executors, and administrators, to the maximum extent permitted under the laws of the Commonwealth of Virginia, whether or not such person is then in office, against expenses

actually and reasonably incurred by him or her in connection with any action, suit or proceeding, civil or criminal, to which he or she may be made a party by reason of having been a director or officer of the Association. The Association shall advance expenses in defense of such an action, suit, or proceeding to the maximum extent permitted under the laws of the Commonwealth of Virginia. The right of indemnification provided by this section shall not be exclusive of any other rights to which any Director or Officer may be entitled, including any right under policies of insurance that may be purchased and maintained by the Association or others, even as to claims, issues or matters in relation to which the Association would not have the power to indemnify such director or officer under the provisions of this section.

The Board will evaluate the Association's need for insurance coverage as appropriate for its activities including but not limited to general liability insurance, and Directors and Officers liability insurance, and may from time to time obtain such insurance coverage at the discretion of the Board.

ARTICLE XIV DISSOLUTION

The Association may be dissolved at any regular or special meeting of the members by an affirmative two-thirds (2/3) vote of all of the Association membership, provided that notice of dissolution has been submitted in writing to the entire Association membership at least ten (10) days prior to the meeting at which it shall be considered.

Upon the dissolution of the Association, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV AMENDMENT OF BYLAWS

These Bylaws only shall be amended by the affirmative vote of two-thirds (2/3) of the Board. The Board shall conduct an annually comparison of the Association practices to the Bylaws and the Articles of Incorporation to ensure compliance with the Association's tax exempt purpose.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently appointed and acting Secretary of the Association and the above Bylaws are the Bylaws of the Association as adopted by the Board on April 20, 2021

Dated: 5/3/2021 | 7:17:01 AM PDT

Name: Ryan Woolley

Title: Secretary

DocuSigned by:
Ryan Woolley
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