

BYLAWS OF THE QUORUM OUTREACH AND RESEARCH FOUNDATION

ARTICLE I: Name, Office, and Duration

1. Name. The name of this corporation is the Quorum Outreach and Research Foundation.
2. Location. The principle place of business and administrative office shall be located at Henderson, NV.
3. Duration. The Corporation shall have perpetual existence.
4. The organization meets section 508(e) requirements by operation of Nevada state law

ARTICLE II: Purpose

1. Purpose. The Corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. Such purposes include but are not limited to:
 - a. To provide grants, fellowships, and educational outreach for the scientific community.
 - b. To conduct scientific research, especially in the area of computer science.
 - c. To conduct educational outreach promoting and engaging students in scientific research.

ARTICLE III: Membership

1. Membership. The Corporation shall have no members.

ARTICLE IV: Board of Directors

1. Election. The Corporation shall designate a Board of Directors who shall initially be appointed a majority of the incorporators to serve as Directors until such Director's death, resignation, or removal as provided by these bylaws.
2. Number. The initial number of Directors shall be five (5) and may be increased or decreased without further amendment of these bylaws. At no time may the number of Directors be less than three (3).
3. Qualifications. To serve as a Director, an individual shall have experience as working scientist, either in a scientific field in academia or private industry. In addition, each prospective Director shall have demonstrable educational background in a scientific or engineering discipline.
4. Powers. The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of Nevada, to conduct the affairs of the Corporation in accordance with these bylaws. The Board of Directors may by general resolution delegate to committees of their own number, or to

officers of the Corporation such powers as they deem appropriate.

5. Meetings. Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors including phone conference calls, monthly or annual meetings, or otherwise called by a majority of the Board of Directors.
6. Special Meetings. Special meetings may be called by the President of the Corporation or a majority of the Board of Directors. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.
7. Annual Meetings. Directors may meet each year for the purpose of organization, the election of officers, and transaction of other business. The time and location of such meeting shall be noticed in writing.
8. Notice and Waiver. Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof.
9. Quorum. A quorum shall consist of a majority of the Directors. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Director.
10. Vacancy. Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors, though less than a quorum. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting. Newly elected members to the incorporating Board of Directors shall serve initial terms of three years unless otherwise asked and agreed upon by a majority of the Board of Directors.
11. Removal. Any Director may be removed by majority vote of the remaining Directors for failure to act in the best interests of the Corporation, or lack of sympathy with the stated purpose of the Corporation.
12. Compensation. Directors shall receive no compensation for their service as Directors.

ARTICLE V: Officers

1. Designation of Officers. The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these bylaws. The initial officers of the Corporation shall be designated by the incorporators, and shall serve for three years. One person may hold more than one office, except no person may hold the office of President and Secretary.
2. Election and Term. Officers of the Corporation shall be re-elected at the annual meeting of the Board of Directors, and shall serve for one year or until their replacements are elected and qualified.
3. Removal. At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the Corporation, or for lack of sympathy with the stated purpose of the Corporation. Any officer proposed to be

- removed is entitled to five (5) business days notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.
4. Compensation. Officers of the Corporation shall receive reasonable compensation as fixed by the Board of Directors. The fact that any officer is also a Director shall not preclude receipt of reasonable compensation for services provided under Article V of these bylaws.
 5. Vacancy. Vacancies, in any office for any reason, shall be filled by the Board of Directors for the unexpired term of office.
 6. Duties of Offices.
 - a. President: The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office of President and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.
 - b. Vice President: The Vice-President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform any other duties that may be prescribed by the Board of Directors.
 - c. Secretary: The Secretary will keep minutes of all meetings of Members and of the Board of Directors, by the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.
 - d. Treasurer: The treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Directors. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

ARTICLE VI: Restrictions on Actions

1. All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.
2. Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law,

or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors or Officers shall not be liable for the debts of the Corporation.

3. No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.
4. In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined by Section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall not:
 - a. Fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
 - b. Engage in any act of self dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
 - c. Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
 - d. Make any investment on such manner as to subject it to tax under Section 4944, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
 - e. Make any taxable expenditures as defined in Section 4945(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

ARTICLE VII: Contracts, Checks, Deposits and Funds

1. **Contracts.** The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation.
2. **Checks, Drafts and Orders of Payment.** All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer or Board agent such as the Board of Directors may from time to time designate by general resolution of the Board of Directors.
3. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.
4. **Gifts.** The Directors, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.
5. **Loans.** No Director, Officer or agent shall have the authority, on behalf to the

Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

ARTICLE VIII: Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

ARTICLE IX: Statement of Nondiscrimination

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity or national origin.

ARTICLE X: Power to Amend, Alter, Make, and Repeal Bylaws

The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Corporation by majority vote.

ARTICLE XI: Projects and Intellectual Property

1. The corporation makes no claims to intellectual property on any technology, intellectual property, patent, trademark, copyright, or other artifact created or funded, in whole or in part, by members of the board of directors, officers, the director, or other individuals affiliated with the corporation.
2. If a member of the board of directors obtains revenue for use by the corporation, that member becomes the fiscal officer for that revenue and must approve any expenditures for its use in writing.
3. If a member of the board of directors obtains revenue for use by the corporation, 15% of that revenue will be classed as an indirect costs fee. These fees may be used for any internal purposes related to continuing the corporation, including paying employees, expenses, or contributing in other ways to the broad mission of the corporation. If the board member accrues funding from a source that explicitly declines, in writing, to give indirect costs as part of a grant or from a foundation, that board member must provide this in writing notice to members of the board from the foundation funding the project. Board members, by majority vote, may decline to accept such funding without indirect costs.
4. For all projects in which the corporation claims ownership of intellectual property,

these must be listed and described in the bylaws. While projects may be started at any time by members of the board, such projects will only be considered owned as intellectual property by the corporation if the bylaws are amended and it is agreed upon by unanimous vote. All owned intellectual property must be listed in Article XII.

5. Fees related to intellectual property, if any, will be determined by fair market value.

ARTICLE XII: Intellectual Property Owned by the Corporation

The corporation maintains ownership of the following intellectual property:

1. A corporate website: This website covers all relevant information regarding the corporation.
2. Advertisements: This includes any advertisements created for the purpose of the corporation or projects funded by the corporation. Such advertisements include those from any media outlet, including television, print, and those involving any software or service.

ARTICLE XIII: Miscellaneous

1. The fiscal year of the corporation shall be from October 1 to September 30 of each year.
2. The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

Adoption of Bylaws

Adopted by the Board of Directors by resolution and vote of all directors on the date below:

Andreas Stefik, Signature

Date

Melissa Stefik, Signature

Date

Derrick Smith, Signature

Date

Stephanie Ludi, Signature

Date

Scott Hancock, Signature

Date