



Amended and Restated Bylaws of Infrastructure Masons, Inc.

Article I Name, Offices, and Purpose

Section 1.1. Name. The name of this corporation is Infrastructure Masons, Inc., a Nevada nonprofit corporation, (the “**Corporation**” or “**iMasons**”).

Section 1.2. Offices. The principal office of the Corporation will be at 3855 SW 153rd Drive, Beaverton, OR 97003. The Board of Directors of the Corporation (the “**Board**”) may change the location of the principal office and may establish branch or subordinate offices at any location worldwide.

Section 1.3. Purpose.

(a) Organization and general purpose. An infrastructure mason is an individual professional entrusted with building and/or operating the physical and logical structures of the Digital Age. It is the Corporation’s objective to bring these professionals together at regular intervals to focus their combined experience and expertise to advance the industry, develop their fellow masons, and empower business and personal use of the infrastructure to better the economy, the environment, and society. To achieve these objectives, the infrastructure masons may share their experience on topics including but not limited to staffing, projects, case studies, technology, performance, etc. to enhance each member’s ability to further their development.

(b) Certification of Incorporation. The organizational structure, the general purpose of the Corporation, and important limitations on the permissible actions of the Corporation, are described in the Corporation’s articles of incorporation filed with the Nevada Secretary of State’s office on September 2, 2016 (the “**Articles**”), as may be amended from time to time.

Article II Membership

Section 2.1. Membership. The Corporation has no members as defined in NRS 82.031 and pursuant to NRS 82.231. iMasons is a professional association of individuals whose individual participants are referred to as “members” but these parties are not statutory members. An iMasons member means an individual that has met the requirements for membership, has been accepted by iMasons as a member, and has executed an iMasons membership agreement and is currently in Good Standing. iMasons members have no voting rights with respect to the election of the Board of Directors or the affairs of the Corporation, as the right to manage the affairs of the Corporation is vested exclusively in the Board and its delegates. If, notwithstanding the foregoing, the iMasons members are deemed to be members under Nevada state law as such term is used in the applicable provisions of Nevada state law, such iMasons members shall not have any of the rights of members under Nevada state law, and have only the rights given to the participant members under these Bylaws.



Section 2.2. Membership Categories. iMasons members are categorized based on their primary job function. Categories or types of members are established in the iMasons Membership Policy as approved by the Board and amended from time to time. Types of iMasons members include End User Members and Partner Members.

To maintain an appropriate focus on the needs and issues of End Users, iMasons prefers that the number of End User Members equal or exceed the number of Partner Members. If the number of Partner Members significantly exceeds the number of End User Members, iMasons may institute measures intended to recover the desired balance.

In addition to categorization based on job function, members are also classified based on the amount and breadth of experience they have in different aspects of digital infrastructure in accordance with the iMasons Membership Policy.

Section 2.3 Change of Member Type. If a member changes employment during their membership term such that it would change their member type, they are required to inform iMasons by updating their profile information. In such cases the member's member type will be updated immediately. However, the member's annual term is completed with no adjustment of member dues based on the new member type. The member's dues are adjusted based on their member type at the next annual renewal.

Section 2.4. Membership Agreement. Members are required to execute a Membership Agreement, as adopted by the Board and amended from time to time, which describes the privileges, benefits, and responsibilities of iMasons membership.

Section 2.5 Membership Term and Dues. Members are generally required to pay annual dues, as approved by the Board and updated from time to time. Member terms are one year, beginning when the Membership Agreement is signed and the dues paid, and ending one year later. iMasons reserves the right to reduce or waive a member's dues.

Section 2.6. Intellectual Property Policy. Members are subject to an intellectual property rights policy, as adopted by the Board and amended from time to time.

Section 2.7. Operational Policies. Members will abide by operational policies as adopted by the Board and amended from time to time.

Section 2.8 Acceptance of Membership; Ongoing Requirements

(a) Acceptance of Membership. A prospective member's iMasons membership will be deemed accepted upon:

1. The applicant completing the on-line member profile, thereby establishing their member type and level;
2. The member accepting the Membership Agreement;



3. Payment of annual dues, if applicable; and
4. iMasons reviewing and approving the applicant's member type and level and accepting them as a member.

(b) Ongoing Requirements. To maintain active membership, each member must remain in Good Standing and must be in conformance with all iMasons policies including but not limited to any intellectual property rights policy or operational policies as adopted by the Board and amended from time to time.

Section 2.9. Good Standing. In the context of an iMasons member's status under these Bylaws, "good standing" means a member that has paid all dues owed or has not exceeded the notice period for non-payment of dues, and whose membership has not been terminated or suspended.

Article III Board of Directors

Section 3.1. Powers. Except as otherwise provided under Chapter 82 of the Nevada Revised Statutes, in the Articles, or in these Bylaws, the Board will direct all affairs of the Corporation and may exercise all powers available to a corporation under applicable law, including without limitation the power to authorize officers or agents to enter into contracts, execute financial instruments, and make other commitments on behalf of the Corporation. All corporate powers are exercised by or under authority of the Board.

Section 3.2. Number of Directors and Board Composition. The Corporation should have no fewer than three (3) and no more than eight (8) voting (non-Executive) Directors. A minimum of two (2) Directors should be either End User or Honorary End User members. If the number of Directors or composition of the Board falls outside these guidelines the then-current Board will act to remedy the situation. Until remedied, the other sections related to the Board remain in force and the Corporation is deemed to have a fully functioning Board.

By way of example, should the number of non-Executive Directors fall below three (3) due to the resignation of a Director, the remaining two Directors will appoint a third Director in accordance with Sections 3.9(c) and (d) of these Bylaws.

Section 3.3. Director Terms. Voting (non-Executive) Director terms are generally three (3) years. To ensure continuity on the Board, the ends of voting Director terms will be staggered such that each year, one-third of the Director's regular terms will end. Directors can serve successive terms. To establish and maintain the convention that one-third of the Directors' terms end each year, each Director's initial term may be different than three (3) years. Each Director's initial term is established by the Board when the new member is appointed. For example, a new Director's initial term may be pro-rated to the remainder of their predecessor's term in order to maintain the planned rotation.



Section 3.4. Appointment and Election of Directors. The founding director is Dean Nelson (the “**Founding Director**”). The Founding Director may appoint the first five (5) voting (non-Executive) Directors (including himself) via written consent to the Corporation.

After the initial appointment of Directors by the Founding Director, Directors will be elected by the current Board according to the voting procedures in Section 3.9 (c) and (d).

Section 3.5. Resignation. A Director may resign from the Board by providing written notice to the Board.

Section 3.6. Removal. A Director may be removed from office for any cause or no cause as determined by the Board acting by the affirmative vote of the full number of Directors then in office, minus one. This clause does not apply to the Founding Director during the first two (2) years of the existence of the Corporation as measured from the acceptance of the Articles by the State of Nevada on September 2, 2016.

Section 3.7. Compensation. Voting (non-Executive Directors) will not receive compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

Section 3.8 Transactions with Interested Parties. No contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or have a financial interest, shall be void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction or solely because his or their votes are counted for such purpose, if:

- (a) the material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board, and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or
- (b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board.

Section 3.9. Board Meetings.

(a) Location; telephonic meetings. The Board and any Board committees may hold regular or special meetings at any location worldwide or by any electronic means. Participation by telephone, videoconference, or any similar means is sufficient provided that all meeting participants can concurrently communicate with each other, and such participation will constitute presence for the purposes of these Bylaws.

(b) Regular and special meetings. Regular meetings of the Board may be held at times



determined by the Board and communicated to all Directors. The Board Chair or 20 percent of the Directors then in office may call a special meeting. The party calling a special meeting must use all reasonable efforts to effect actual notice of the special meeting upon all other Directors no less than two business days prior to the special meeting. Unless otherwise indicated in the notice thereof, any and all business that would otherwise be transacted at a regular meeting of the Board may be transacted at a special meeting of the Board.

(c) Quorum and Voting. A majority of the voting (non-Executive) Directors in office immediately before a meeting will constitute a quorum for the transaction of business at that meeting of the Board. Except as otherwise required under Chapter 82 of the Nevada Revised Statutes, or by these Bylaws, the act of the majority of the voting Directors present at which a quorum is achieved will be an act of the Board. Each Director will have one vote, except Executive Director(s) who carry no vote. In the absence of a quorum at any such meeting, a majority of the voting Directors present may adjourn the meeting from time to time and set a time for the meeting to be continued. Notice of the new time will be given to all Directors not present as provided in subsection (e) below.

(d) Founding Director Veto and Quorum Right. During the first two (2) years of the existence of the corporation as marked by the acceptance of the Articles by the State of Nevada on September 2, 2016, (a) the Founding Director will have a veto right over all Board actions (i.e. a “no” vote by that Director will result in the disapproval of a proposed action, regardless of the number of votes for approval), and (b) the Founding Director must be present as part of any quorum (i.e. if the Founding Director is not present, the Board will not have a quorum, regardless of the number of other Directors present).

(e) Notices. All notices required under this Article will be given to all Directors in office at the time of such notice and may be given by telephone (including voice message), email, facsimile, or in person at least 24 hours in advance of the meeting or by first class mail to such individual’s last known business address at least three (3) business days in advance.

3.10. Action without a Meeting. Board actions may be taken without a meeting if: (a) the Board Chair or her or his delegate sends a written communication to all Directors then in office describing the action by email, facsimile, or first class mail to the contact information then on file with the Board; (b) no Director objects, within 10 (ten) business days, to taking action without a meeting; and (c) a majority of voting Directors then in office provide a written consent supporting the action, within 10 (ten) business days of the initial communication (subject to the veto right of the Founding Member described above). Communications may be made via electronic means so long as the method used provides reasonable assurance of notice, security, and authenticity.

Article IV Officers

Section 4.1. Officers. The officers of the Corporation will be a Chair, a Secretary, and a Treasurer. These officers will be selected from the then current Board. The Corporation may also have one or more Executive Director(s). The Board may appoint such other officers as it



may deem appropriate. Officers are appointed by the Board and serve at the discretion of the Board and will hold office until such officer is terminated or resigns. The Board may terminate an officer's position by communicating such termination in writing. An officer may resign their position by communicating their resignation to the Board in writing. Termination or resignation of an officer will not alter their role as a Director.

Section 4.2. Responsibilities.

(a) Chair. The Chair will have all of the responsibilities normally associated with the role of president or chief executive officer. The Chair will oversee the management of the business of the Corporation, and will see that orders and resolutions of the Board are carried into effect. The Chair will oversee the Executive Director(s). In addition to the responsibilities described above, the Chair will act as chair of all meetings of the Board, or delegate that responsibility. The Founding Director will have the right to appoint the Chair for the first two (2) years of the existence of the Corporation as marked from the date of acceptance of the Articles, 2 September, 2016.

(b) Executive Director(s). An Executive Director is a non-voting member of the Board of Directors appointed by the Board to preside over the day-to-day affairs of the Corporation under the direction of the Board and of the Chair. An Executive Director will perform the duties and have the powers prescribed by the Board.

(c) Secretary. The Secretary will have the powers and perform the duties that are incident to the office of Secretary under Chapter 82 of the Nevada Revised Statutes, including overseeing the recording of proceedings of the Board and documenting the actions of the Board and its committees.

(d) Treasurer. The Treasurer will be the lead Director for oversight of the financial condition and affairs of the Corporation and will have the duty and power to: keep and be responsible for all funds of the Corporation; maintain the financial records of the Corporation; deposit funds of the Corporation in depositories as authorized; disburse such funds as authorized; make proper accounts of such funds; and render, as required by the Board, accounts of all such transactions and of the financial condition of the Corporation.



(e) **Officer Compensation.** The Chair, Secretary, Treasurer, and other officers as appointed by the Board shall serve without compensation. The Executive Director(s) shall be entitled to such salaries or compensation as shall be fixed and approved from time to time by the Board.

(f) **Delegation of Authority.** The Board may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provision hereof.

Article V Sponsors, Contributions, and Strategic Partners

Section 5.1 Corporate Sponsors of iMasons. To support the financial needs of the organization, from time to time, iMasons may accept corporate sponsorships, usually in the form of an annual financial contribution for which the sponsoring company receives certain privileges and benefits for the one-year term of their sponsorship. These corporate sponsors are not members of iMasons. iMasons carefully evaluates potential sponsorships to prevent potential conflicts of interest between iMasons fiduciaries and sponsors. The role of sponsors, sponsor levels, the process for evaluating and accepting sponsorships, and the privileges and responsibilities of each level of sponsor are outlined in the iMasons Sponsorship Policy. Amounts received from corporate sponsorships will be treated as unrestricted earned income, unless otherwise authorized by the Board.

Section 5.2 Event Sponsors. From time to time iMasons organizes events, and may accept sponsorships for an event, or for some aspect of an event. These event sponsorships relate only to a specific event and are independent of iMason's corporate sponsorships. Event sponsorships are typically for a lesser amount than corporate sponsorships and are negotiated less formally. The amount of the sponsorship, payment terms, and the benefits the sponsor will receive are conveyed in writing. If an event sponsorship exceeds \$10,000 USD, it is evaluated per the iMasons Sponsorship Policy. Amounts received from event sponsorships will be treated as unrestricted earned income, unless otherwise authorized by the Board.

Section 5.3 Other Sponsors. From time to time iMasons may accept other sponsorships to support the needs of the organization. These will be negotiated with the sponsor and the amount of the sponsorship and the privileges and benefits the sponsor receives will be made in writing. If a sponsorship exceeds \$10,000 USD, it is evaluated per the iMasons Sponsorship Policy. Amounts received from other sponsorships will be treated as unrestricted earned income, unless otherwise authorized by the Board.

Section 5.4 Contributions and Donations. From time to time iMasons may receive contributions or donations. If iMasons or the donor characterizes how these donations will be used then they are donor restricted funds and iMasons must account for these funds separately from operating funds and ensure that they are used for the specified purpose. Donations exceeding \$10,000 USD are evaluated per the iMasons Sponsorship Policy to minimize the potential for conflicts of interest.



Section 5.5 Tax Deductibility of Donations and Contributions. Under US and EU tax law, contributions or donations to iMasons are generally not tax deductible as contributions to a charity because, while iMasons is incorporated as a not-for-profit corporation, it is not a charity. Prospective donors should obtain legal and accounting advice. iMasons may be able to facilitate tax deductible contributions to the iMasons Scholarship Fund through a qualified third party.

Section 5.6 Strategic Partnerships. From time to time the Corporation may enter into strategic partnerships with other individuals or organizations. Strategic Partners are not members of the Corporation. The goals and nature of a strategic partnership, and the roles, responsibilities, and privileges of the parties, are documented in a partnership agreement approved by the Board or their delegate. The partnership agreement will also identify the term of the partnership and one or more Directors who will be the primary iMasons point of contact.

Article VI Committees and Working Groups

Section 6.1 Advisory Groups, Committees, and Working Groups. The Board may establish advisory groups, committees and technical and non-technical working groups from time to time in its discretion. The Board will establish the size, duration, composition, and purpose of such groups. The work of the groups will be subject to intellectual property policies, governance models, and operational rules as determined by the Board.

The Board appoints chairs of all committees for one-year terms.

Section 6.2 Advisory Council. An advisory council will be formed as a non-fiduciary body to provide advice, input, and support to the Board and management. Members may include the most influential, most experienced end user or honorary end user members, senior representatives of companies that sponsor iMasons, and others whose input and perspective is deemed valuable by the Board. The Board appoints members of the Advisory Council for one-year terms.

Article VII Financial Administration and Recordkeeping

Section 7.1. Fiscal Year. The fiscal year of the Corporation will be January 1 – December 31.

Section 7.2. Checks and Notes. Except as otherwise resolved by the Board or as required by law, any checks, notes, or other manifestation of a financial obligation by the Corporation must be signed or otherwise expressly authorized by either of the Chair, Treasurer, or a delegate of the Chair or Treasurer.

Section 7.3. Deposits. Funds of the Corporation will be deposited from time to time to the credit of the Corporation with a bank, trust company, or other depository selected by the



Board.

Section 7.4. Maintenance of Corporate Records; Reports; Inspection. The Corporation will keep records of Board proceedings and actions, corporate records such as its Articles and Bylaws, records of its contractual relationships, and adequate and correct financial records at its principal office. Unaudited financial statements are available to all Directors upon request.

Article VIII Indemnification and Insurance

Section 8.1. Indemnification and Payment of Expenses in Advance. To the fullest extent permitted by the laws of the State of Nevada, the Corporation will indemnify and defend any person who is made, or threatened to be made, a party to an action, suit, or proceeding by reason of the fact that the person is or was a Director, officer, or agent of the Corporation and acting on behalf of the Corporation. The Corporation may approve advancing to any such person who may be entitled to indemnification all expenses incurred by such person in defending or settling any such action upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VIII.

This Section 7.1 will not be deemed exclusive of any other provisions or insurance for the indemnification of Directors, officers, employees, or agents that may be included in any statute, bylaw, agreement, resolution of Directors, or otherwise, both as to action in any official capacity and action in any other capacity while holding office, or while an agent of the Corporation.

Section 8.2. Indemnification Contracts. The Board is authorized to enter into a contract with any Director, officer, employee, or agent of the Corporation, or any person serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including employee benefit plans, providing for equivalent indemnification rights, or, if the Board so determines, greater than, those provided for in this Article VIII.

Section 8.3. Insurance. The Board may authorize the purchase and maintenance of insurance on behalf of any particular agent of the Corporation (including a Director, officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent arising out of the agent's role as an agent of the Corporation.

Article IX Amendments

Except where such power is expressly limited by law, the Articles or these Bylaws may be amended or repealed, and new Bylaws may be adopted, by an affirmative vote of the Board, subject to the quorum rules in Section 3.9 (c) and veto rules in Section 3.9 (d) of Article III of



these Bylaws.

Article X Dissolution

Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations selected by the Board, which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

This Amended and Restated Bylaws of
Infrastructure Masons, Inc. was adopted by
the board of directors of Infrastructure
Masons, Inc. on July 7, 2018

Oliver Jones, Secretary