

BYLAWS OF INTERSECT

(a Wyoming nonprofit corporation)

ARTICLE I

NAME AND OFFICES

- 1) **Name**: The name of this corporation shall be Intersect by that name it shall exist, act and transact its business.
- 2) **Business Offices**: The principal office of the corporation in the state of Wyoming shall be located at 1920 Thomes Avenue, Suite 610, Cheyenne, WY 82001, or such other location as the Board of Directors may designate.
- 3) **Registered Office**: The corporation shall have and continuously maintain in the State of Wyoming, a registered office, and a registered agent whose office is identical with such registered office, as required by the Wyoming Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Wyoming, and the address of the registered office may be changed from time to time by the Board of Directors.
- 4) **Purpose**: Intersect is a member-based organization that supports the growth of decentralized and inclusive systems through technology and education, the administration of Cardano's governance processes enabling technical changes, and advocacy.

ARTICLE II

MEMBERS

- 1) The corporation shall have members composed of individuals and legal entities, including, without limitation, corporations, companies, firms, governments, and businesses, that sign an Intersect membership agreement, pay any required membership dues, and maintain good standing. The Board of Directors will establish the amount of dues. A member in good standing is a dues-paying member, and said member shall be entitled to one vote on each matter submitted to a vote of the members. Any member may resign his/her membership at any time by written notice to the Board of Directors, but such resignation shall not relieve the member so resigning his/her membership of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

- 2) The members shall meet each year in the last quarter of the year, either in person or telephonically (e.g., as a digital (online) meeting), as established by the Board of Directors, in an annual meeting for the purpose of allowing the members of the corporation to discuss the business and affairs of the corporation and vote (if applicable) upon any matters required to be voted upon by such members. Regular meetings shall be for the purpose of any such matter consistent with the above notice requirements. Special meetings of the membership may be held at any time upon the call of the President (or other Executive Officer of the corporation), the Board of Directors, or not less than five percent (5%) of the members having voting rights.
- 3) Written notice stating the place, day, and hour of any meeting of members shall be delivered electronically to each member at such meeting, not less than ten nor more than sixty days before the date of such meeting, by or at the direction of the President, or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.
- 4) In addition to (and to the extent not inconsistent with) these Bylaws, the Board of Directors may adopt (the "Membership Governance,") setting forth, among other things, the membership class(es) of the corporation and the rights (including, without limitation, voting rights) and benefits of such class(es). The Board of Directors shall be voted upon and designated or appointed by the members depending on the membership class(es) of such members.
- 5) Each member in good standing shall be entitled to one (1) vote for any matters or affairs submitted to the membership (or class(es) thereof) for a vote. A majority vote of those voting will decide any issue presented to the membership (or class(es) thereof). Written or printed notice stating the issue to be voted on shall be made available electronically to each member entitled to vote.
- 6) The members holding at least ten percent (10%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.
- 7) Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by not less than requisite number of members otherwise entitled to vote at a meeting with respect to the subject matter thereof.
- 8) The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing conducted after not less than fifteen (15) days written notice to the member, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed by the Board.
- 9) Membership in the corporation is not transferrable or assignable.

ARTICLE III

BOARD OF DIRECTORS

1) General Powers. The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Wyoming, but they shall be natural persons who are at least eighteen years of age.

2) Board Membership. The Board of Directors shall consist of five a maximum of (5) Directors. The initial Board of Directors shall consist of the individuals named appointed by the incorporators of the corporation. The initial directors shall be replaced in the order determined by the Board of Directors consistent with the election requirements provided in this Article III and the Members Governance. At all times, the corporation shall have at least three (3) Directors. The Board of Directors, by majority vote, may establish a range for the size of the Board of Directors by fixing a minimum and maximum number of Directors, so long as the minimum number of Directors is at least three (3).

3) Term of Office. Each Director shall hold office until his or her successor shall have been elected and qualified.

In the event a vacancy shall occur in the Board of Directors by reason of death, removal, resignation, incompetency, or any other cause, the remaining Directors may fill the vacancy by the affirmative vote of the majority of the remaining Directors. A new Director appointed by the Board of Directors to fill a vacancy shall serve for the unexpired term of his/her predecessor or until the expiration of an earlier period as may be determined by the Board of Directors.

4) Election of Directors. The Board of Directors shall prescribe the manner by which the Board of Directors shall be elected, designated or otherwise voted upon in the Intersect Membership Governance, including, without limitation, designation and appointment by class(es) of members.

To the extent consistent with the [Intersect Membership Governance, the Board of Directors will determine and notify the members at the annual meeting the process for determining and voting upon the Board of Directors for the following calendar year. Any seats on the Board of Directors that are proposed for election and the method of such election will be notified to the members at each annual meeting.

Any board seat that will be filled by election will follow a nomination and voting process by the members. Nominations for directors may be made by members in good standing, and such nomination must be filed in writing with the Secretary of the corporation thirty (30) days after the Annual Meeting. Any nomination made by members in good standing shall specify which seat the nominee is being submitted for and resides in or, alternatively, whether the nominee is being submitted for an at-large seat. From those nominated, the directors shall be elected by a ballot delivered in person, by mail or sent electronically to each member in good standing. The individuals nominated for each seat that will be filled receiving the highest number of votes cast at such election shall become a director, regardless of whether that individual receives a majority

of the votes. The new director(s) shall assume such position as of the effective date established for such director.

5) Regular Meetings. A regular meeting of the Board of Directors shall be held in the first quarter each calendar year beginning with calendar year 2024. The Board of Directors may provide by resolution, the time and place, either within or without the State of Wyoming, for the holding of additional regular meetings of the Board without other notice than such resolution.

6) Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The persons or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Wyoming, as the place for holding any special meeting of the Board called by them.

7) Notice of Meetings. Except as provided in paragraph 5 of this Article III, notice of each meeting of the Directors, whether regular or special, shall be preceded by at least two (2) days notice to each Director. Notice may be communicated in person, by telephone, and or electronically. The notice of all Board meetings shall state the place, date, and hour thereof but need not unless otherwise required by statute, state the purpose or purposes thereof.

8) Quorum. At least the greater of one-third (1/3) of the then-serving Directors or two (2) Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority of the Directors are present at said meeting, a Director present may adjourn the meeting from time to time without further notice

9) Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or these Bylaws.

The Board has the right to appoint an Executive Officer of the corporation to cast a vote to remove any tied decision.

10) Compensation of Directors. No Director or officer shall be entitled to receive any profit or compensation from the corporation by reason of his/her being a Director or officer, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, however, nothing herein contained shall be construed to preclude any Director from serving the corporation in some other capacity and receiving compensation therefore.

11) Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

12) Meetings by Telephone. Members of the Board of Directors or any committee designated thereby may hold or participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment, provided that all such persons so participating in such meeting can hear each other at the same time.

ARTICLE IV

OFFICERS

1) Required Officers. The officers of the corporation shall be a President, a Secretary/Treasurer, and other such officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint other such officers as it shall deem desirable. Such officers shall have the authority to perform the duties prescribed by the Board of Directors. The same person may hold any two or more offices.

2) Election and Term of Office. The officers of the corporation shall be elected by the Board of Directors, and each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or the earlier of such officer's death, resignation, removal, termination, disqualification or other term specified by the Board of Directors. A vacancy in any office shall be filled by a vote of a majority of the Directors

3) Resignation and Removal. Any officer may resign at any time by giving written notice thereof to the Board of Directors. Such resignation shall take effect on the date specified therein and no acceptance of the same shall be necessary to render the same effective. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors at any time, with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

4) Vacancies. A vacancy in any office because of death, resignation, removal, termination, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

5) President. The President shall be the executive officer of the Corporation and subject to direction from the Board of Directors. In the event that no executive officer is appointed, then the role shall be performed by a person nominated by the Board of Directors. He/she shall, in general, supervise and control all of the business and affairs of the corporation. He/she shall preside at all meetings of the members and of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the corporation, contracts or other instruments which the Board of Directors has authorized to be executed, except in the cases where signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation. In general, he/she shall perform all duties incident to the office of President as may be prescribed by the Board of Directors.

6) Secretary. The Secretary shall keep minutes of all meetings of the Board of Directors and members; see that all notices, such as membership notices and ballots, are duly given in accordance with these Bylaws or as required by law; be the custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with these Bylaws; keep a register of the post office address of each member and each Director, and, in general, perform all other duties assigned to him/her by the President or the Board of Directors. In the absence of the President, the Secretary will preside at meetings.

7) Treasurer. The Treasurer shall have custody of all funds and securities of the corporation. Shall open, maintain, and manage bank accounts and investment accounts as approved by the board. Shall provide financial reports to the Board and interact with external administrators, advisors, and auditors.

All day-to-day financial operations will be conducted by the company operational team overseen by the President/Executive Officer or nominated person, in accordance with Article VII of these Bylaws and prescribed by the Board of Directors.

ARTICLE V

COMMITTEES

1) Number and Term of Office. The corporation may have standing committees that will perform duties to steer the corporation. Committee design and implementation will be reviewed and approved by the Board of Directors.

Each committee shall consist of at least two (2) members of the Board of Directors operating under terms of reference approved by the Board of Directors.

Each of the committees shall function according to the extent provided in a resolution adopted by a majority of the Directors in office and shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; amending or restating the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of any of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings thereof; adopting a plan for the distribution of the assets of the corporation; authorizing distributions; or amending, altering or repealing any resolution of the Board of Directors.

The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of the responsibility imposed upon it or him/her by law.

2) Other Committees. The Board of Directors, by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, may designate and appoint other committees. Any member thereof may be removed by the Board of Directors whenever, in their judgment, the best interests of the corporation shall be served by such removal.

4) Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

5) Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6) Quorum. Unless otherwise provided in the applicable resolution of the Board of Directors, a quorum for a committee will be defined by the committee in its terms of reference.

7) Rules. Each committee may adopt rules for its own government that are not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE VI

INDEMNIFICATION

1) Indemnification. To the fullest extent permitted or required by the Act (as defined below) and any other applicable law, if any Director or officer (as defined below) of the corporation is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a Director or officer of the corporation, the corporation shall: (1) indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred in such proceeding, and (2) advance to such person expenses incurred in such proceeding.

The corporation may, in its discretion (but is not obligated in any way to) indemnify and advance expenses to an employee or agent of the corporation to the same extent as to a director or officer.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the corporation may, at its discretion, provide for indemnification or advancement of expenses in a resolution of its Directors, or in a contract or in its Articles of Incorporation.

Any repeal or modification of the foregoing provisions of this Article VI for indemnification or advancement of expenses shall not adversely affect any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect. Except as otherwise provided in Paragraph 2 of this article, it is intended that the indemnification provided under this article shall be the maximum permitted under the act.

As used in this article, the following terms have the following meanings:

A. Act. The term “Act” means the Wyoming Nonprofit Corporation Act as it exists on the date of incorporation of the corporation and as the Act may be thereafter amended from time to time. In the case of any amendment of the Act after the date of incorporation of the corporation, the term “Act” shall include such amendment only to the extent that the amendment permits a corporation to provide broader indemnification rights than the Act permitted prior to the amendment.

B. Director or Officer. The term “director” or “officer” means: (1) a director or officer of the corporation, and (2) while an individual is a director or officer of the corporation, the individual is serving at the corporation’s request as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust, or other enterprise or employee benefit plan, and (3) any other position (not with the corporation itself) in which a director or officer of the corporation is serving at the request of the corporation and for which indemnification by the corporation is permitted by the act.

C. Proceeding. The term “proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal.

D. Code. The term “Code” means the Internal Revenue Code of 1986, as amended from time to time.

2) Limitation. Notwithstanding any provision of this Article VI, during any period that the corporation is a “private foundation” within the meaning of Section 509 of the Code, or any corresponding provision of any future United States tax law, the corporation shall not indemnify any person from or against or advance to any person the cost of, such expenses, judgments, fines, or amounts paid or necessarily incurred, nor shall the corporation purchase or maintain such insurance, to the extent that any such indemnification, purchase or maintenance would be determined to be an act of self dealing within the meaning of Section 4941 of the Code, to be a taxable expenditure within the meaning of Section 4945 of the Code, or to be otherwise prohibited under the Code, unless and to the extent: (i) a court orders such indemnification; or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS, GIFTS AND PROXIES

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation and in such manner as shall from time to time be determined by resolution by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President/Executive Officer or Nominated Person of the corporation.

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 select.

4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift or device for the general purposes or any special purpose of the corporation.

5. Proxies. Unless otherwise provided by resolution adopted by the Board of Directors, the Board Directors, President or any other officer of the corporation may, from time to time, appoint one delegate to attend a board meeting and vote on decisions on their behalf.

The President//Executive Officer or Nominated Person can appoint one or more agents or attorneys in fact of the corporation, in the name and on behalf of the corporation, to cast the votes which the corporation may be entitled to cast as the holder of stock or other securities in any other corporation, association or other entity any of whose stock or other securities may be held by the corporation, at meetings of the holders of the stock or other securities of such other corporation, association or other entity, or to consent in writing, in the name of the corporation as such holder, to any action by such other corporation, association or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the corporation and under its corporate seal, or otherwise, all such written proxies or other instruments as he may deem necessary or proper in the premises.

ARTICLE VIII

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep at its registered or principal office a record giving the names and addresses of the Board of Directors. All books and records of the corporation may be inspected by any Director or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX

CORPORATE SEAL

The corporation shall not have a corporate seal unless a seal is required by law. In that case, the corporation's seal shall be in such form as shall be approved by resolution of the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by the Secretary for authentication of contracts or other papers requiring the seal.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Act or: under the provision of the Articles of Incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the persons or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

AMENDMENTS TO BYLAWS

Unless the Act or the corporation's Articles of Incorporation reserve such power exclusively to the members, these Bylaws may be altered, amended, modified, supplemented or repealed, including, without limitation, by the adoption of a Members Governance (to the extent not inconsistent with the Bylaws), and new Bylaws may be adopted by the Board of Directors at any regular meeting or at any special meeting (or by written consent in lieu thereof) if written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such a meeting (or by written consent in lieu thereof).

MISCELLANEOUS PROVISIONS

- 1) Logo. The logo of the corporation shall be approved by the Board of Directors. It shall be the exclusive property of the corporation and shall not be used except with the approval of the Board of Directors.
- 2) Fiscal Year and Audit. The fiscal year for business purposes shall be fixed by resolution adopted by the Board of Directors. As soon as practicable at the close of each fiscal year, the President shall direct that an audit be made by a person or persons, the selection of which is subject to the approval of the Board of Directors. A copy of such audit shall be furnished to each member of the Board of Directors in a timely manner.
- 3) Powers. The corporation shall be empowered to receive membership dues; to establish and accept reunion fees; to accept donations to further the purposes of the corporation; and to accept memorabilia. No part of the income or principal of the corporation shall be used to the benefit of any private individual, contributor, or member of the Board of Directors. All assets of the corporation will be used to achieve the purposes of the corporation.

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The undersigned, being the duly elected and qualified Secretary of the Corporation, hereby certifies that the foregoing Bylaws of the Corporation were duly adopted by the Board of Directors of the Corporation effective the ____ day of December 2023.

By:

Name: _____

Title: Secretary

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