

BYLAWS OF THE LANDIS-II FOUNDATION

Adopted: _____ (Date)

Signed: _____ (Secretary)

ARTICLE I: PURPOSE

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

The Corporation’s primary purpose is to provide oversight, training, and technical support for the LANDIS-II computer modeling system (the “**Software**”) used in scientific and educational research.

ARTICLE II: NONMEMBERSHIP

The Corporation has no members and will have no members.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Duties. The Board of Directors (the “**Board**”) shall manage the affairs of the Corporation.

Section 2. Number. The number of Board directors may vary between a minimum of three and a maximum of fifteen.

Section 3. Term and Election. The term of office for a Board director is three years. A Board director may be reelected without limitation on the number of terms she or he may serve. The Board elects its directors, except that a director may not vote on his or her own position. Despite the expiration of a director’s term, a director continues to serve until a qualified successor is elected, designated, or appointed, or until there is a decrease in the number of directors.

Section 4. Removal. Any director may be removed, with or without cause, by the unanimous vote of the remainder of the directors then on the Board.

Section 5. Vacancies. Vacancies on the Board and newly created Board positions must be filled by a majority vote of the Board directors then on the Board.

Section 6. Quorum and Action. Where the law requires a majority vote of the directors in office, such action is taken by that majority. If a quorum is present, action at a Board meeting is taken by a majority vote of the directors present, except as otherwise provided by these bylaws. A quorum at a Board meeting is a majority of the number of Board directors prescribed by the Board or, if no number is prescribed, a majority of the number in office immediately before the meeting begins.

Section 7. Regular Meetings. The Board may establish regular Board meetings at a time and place it determines. No other notice of the date, time, place, or purpose of these meetings is required.

Section 8. Special Meetings. The Board may hold special meetings at the time and place it determines. Notice of such meetings, describing the date, time, place, and purpose of the meeting, must be de-

livered to each Board director personally, by telephone, by mail, or by email not less than two days prior to the special meeting.

Section 9. Meeting by Telecommunication. Any regular or special meeting of the Board may be held by telephone, telecommunications, or electronic means, as long as all directors can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors. Prior to any actions, all participating directors must be informed that a meeting is taking place at which official business may be transacted.

Section 10. Salaries. Board directors will not receive salaries for their service as directors, but may be reimbursed for expenses related to Board service.

Section 11. Action by Consent. Any action required or permitted by law to be taken at a Board meeting may be taken without a meeting if all directors sign a written consent that sets forth the action to be taken or the action taken.

ARTICLE IV: COMMITTEES

Section 1. Committees Exercising Board Functions. Any committee that exercises any Board function must be approved by a majority of the directors then in office. Such committees must be comprised of at least two directors who are elected by the majority of the directors then in office. Only elected directors have voting power in such committees.

Section 2. Executive Committee. The Board may elect an Executive Committee. The Executive Committee has the power to make ongoing decisions between Board meetings.

Section 3. Committees. The Board may establish or dissolve other committees as it deems necessary and desirable. Such committees may exercise functions of the Board or may be advisory committees. Unless otherwise stated in the bylaws, all committee members serve at the pleasure of the Board.

Section 4. Technical Committee and Technical Advisory Group. The Board shall appoint a Technical Committee consisting of at least two directors. The Technical Committee must be chaired by a director. The Technical Committee's responsibilities are: (1) appointing and supervising a Technical Advisory Group and evaluating the qualifications of Technical Advisory Group members; (2) evaluating and accepting or rejecting recommendations of the Technical Advisory Group, or in its discretion referring such recommendations to the Board; and (3) implementing policies and procedures necessary and reasonable to manage the Technical Advisory Group or as otherwise directed by the Board.

All members of the Technical Advisory Group serve at the pleasure of the Technical Committee. All members of the Technical Advisory Group must, as determined by the Technical Committee, be proficient in software coding or engineering, and be familiar with the basic structure and purposes of the Software. The purpose of the Technical Advisory Group is to determine whether any proposed change to the API (Application Programming Interface), Software core (not including extensions), the core user interface, web site functionality, or Software installers is valid and advisable.

Any recommendations of the Technical Advisory Group must be accepted by unanimous consent of the Technical Committee or referred to The Board for a full vote. To be valid, any recommendation referred to the Board must be accepted by a majority of the directors then in office. Actions or determinations of the Technical Committee are binding.

Section 5. Limitations on the Powers of Committees. No committee may authorize payment of a dividend or any part of the income or profit of the Corporation to its directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; may elect, appoint, or remove directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, bylaws, or any resolution by the Board.

ARTICLE V: OFFICERS

Section 1. Titles. The officers of the Corporation are President, Treasurer, and Secretary.

Section 2. Election. The Board shall elect the President, Treasurer, and Secretary to serve two year terms. An officer may be reelected without limitation on the number of terms s/he may serve. Despite the expiration of an officer's term, an officer continues to serve until a qualified successor is elected, designated, or appointed.

Section 3. Vacancy. A vacancy of the office of President, Treasurer, or Secretary must be filled not later than the first regular meeting of the Board following the vacancy.

Section 4. Other Officers. The Board may elect or appoint other officers, agents, and employees as it deems necessary and desirable. The Board shall determine the terms, authority, and duties of such offices, agents, or employees.

Section 5. President. The President is the chief executive officer of the Corporation and the chair of the Board. The Board may prescribe any other powers and duties to the office of President.

Section 6. Secretary. The Secretary is responsible for all record keeping. The Secretary shall perform, or cause to be performed, the following duties: (a) officially recording the minutes of all Board meetings and actions; (b) giving proper notice of all Board meetings; (c) authenticating corporate records; and (d) any other duties the Board may prescribe.

Section 7. Treasurer. The Treasurer is responsible for (a) full and accurate accounting of all corporate financial records; (b) depositing all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as the Board may designate; (c) appropriately disbursing funds; (d) preparing and delivering corporate financial to the Board; and (e) any other duties the Board may prescribe.

ARTICLE VI: AMENDMENTS TO BYLAWS

So long as a quorum of directors is present, the Board may amend these bylaws, or repeal and adopt new bylaws, by a majority vote. Prior to any change of the bylaws, each director must be given notice as in Section 1.8 and the notice (1) must state that a purpose of the meeting is to consider a proposed change to the bylaws and (2) must include a written copy of any proposed change.

ARTICLE VII: INDEMNITY OF OFFICERS AND DIRECTORS

The Corporation shall indemnify its officers and directors to the fullest extent allowed by Oregon law. No amendment to this Article that limits this obligation will have any effect on any director or officer's act or omission that occurs prior to the effective date of the amendment or the date that notice of the amendment is given to the director or officer, whichever comes later.