
BYLAWS
OF
ADA INITIATIVE, INC.
A Delaware
Nonstock Corporation

Adopted as of _____

BYLAWS
OF
ADA INITIATIVE, INC.

OFFICES.

1.1 **Principal Office.**

- (A) The principal office of Ada Initiative, Inc. (the “Corporation”) will be as determined by the Board.
- (B) The principal office may be moved to any other such place, either within or outside the State of Delaware, as the Board of Directors designate.

1.2 **Additional Offices.** The Corporation may maintain additional offices at such other places as the Board of Directors designates.

1.3 **Registered Office and Agent.**

- (A) **Registered Office.** The Corporation must maintain a registered office within the State of Delaware at 1209 Orange Street, Wilmington, Delaware 19801.
- (B) **Registered Agent.** The registered agent at the registered office is The Corporation Trust Company.
- (C) **Changes.** The registered office and registered agent of the Corporation may be changed by resolution of the Board of Directors.

MEMBERS.

1.4 **Members.** The directors of the Corporation are its members.

1.5 **Manner of Acting.** If any action is required by law to be taken by members of the Corporation, such may be taken by the directors of the Corporation without any further formalities.

BOARD OF DIRECTORS.

- 1.6 **Powers.** The Board of Directors of the Corporation shall supervise, manage, and control all of the affairs, business activities, and policies of the Corporation.

1.7 **Membership and Elections.**

(A) Number of Directors.

- (i) The number of directors constituting the Board of Directors must be no fewer than three.
- (ii) The exact number of directors will be the number fixed by a resolution adopted by the affirmative vote of a majority of the directors then in office.

(B) Classes.

- (i) The directors shall be divided into two classes: Class A and Class B.
- (ii) Each class must have approximately one-half of the number of directors authorized.

(C) Election of Directors. The incumbent directors shall elect the successors of those directors whose terms are expiring at each annual meeting of the Board of Directors.

1.8 **Initial Board of Directors.**

(A) Those directors named in the Certificate of Incorporation or by the Incorporator constitute the initial Board of Directors (the “Initial Directors”).

(B) Initial Terms.

- (i) Initial Directors in Class A must serve an initial one-year term.
- (ii) Initial Directors in Class B must serve an initial two-year term.

(C) The Initial Directors are eligible to serve an indefinite number of additional terms beyond their initial term.

1.9 **Term.**

- (A) Each director holds office for a term of two years and until his or her successor has been duly elected and qualified or until his or her earlier death, resignation, or removal.
- (B) Directors may be elected to serve an indefinite number of terms.

1.10 **Resignation.** A director may resign at any time by:

- (A) giving written notice of his or her resignation to the President or the Secretary of the Corporation; or
- (B) presenting his or her written resignation in person at a meeting of the Board of Directors.

1.11 **Removal.**

- (A) A director may be removed, with or without cause, at a meeting of the Board of Directors by the affirmative vote of a majority of the directors then in office.
- (B) Such action must be taken at a meeting of the Board of Directors for which written notice of the purpose is given in accordance with Section 4.3 of these Bylaws.

1.12 **Vacancies and Newly Created Directorships.**

- (A) Vacancies on the Board of Directors resulting from the death, resignation, or removal of a director or an increase in the authorized number of directors must be filled by an affirmative vote of a majority of the directors then in office.
- (B) The director elected to fill any such vacancy or newly created directorship holds office until the next election of directors in his or her class and until his or her successor has been elected and qualified.

1.13 **Compensation.**

- (A) Directors may not receive salaries for their services as directors, but by resolution of the Board of Directors, expenses of attendance, if any, may be paid to a director for each annual or special meeting of the Board of Directors that he or she attends.
- (B) No provision of these Bylaws may be construed to preclude any director from serving the Corporation in any other capacity, including without limitation as an officer of the Corporation, and from receiving reasonable compensation for such service.

MEETINGS OF THE BOARD OF DIRECTORS.

1.14 **Annual Meeting.** The Board of Directors shall hold an annual meeting, which should be the first meeting of the Board of Directors in each fiscal year, at such place as may be selected by the directors, for the purpose of electing or appointing directors and officers for the following term and for the transaction of such other business as properly comes before the meeting.

1.15 **Special Meetings.**

- (A) Special meetings of the Board of Directors may be called at any time by the President and must be called by the President or the Secretary at the request of any two directors.
- (B) Special meetings may be held at such place, either within or outside the State of Delaware, and at such time as specified in the notice of meeting.

1.16 **Notice of Board Meetings.**

- (A) **Media of Notice.** Notice of the time and place of meetings of the Board of Directors must be communicated to each director by telephone, electronic mail, facsimile transmission, or mail or personally delivered to each director, charges prepaid, addressed to him or her at his or her address as shown in the records of the Corporation.
- (B) **Notice Period.**

- (i) If notice is mailed, it must be deposited in the U.S. mail at least five days prior to the date of the meeting.
 - (ii) If notice is delivered personally or communicated by telephone, electronic mail, or facsimile, it must be delivered or communicated at least one day prior to the date of the meeting.
- (C) Purpose of Meeting. Neither the business to be transacted at nor the purpose of any meeting of the Board must be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

1.17 Usual Manner of Acting.

- (A) Quorum. A majority of the number of directors then in office constitutes a quorum for the transaction of business at any meeting of the Board of Directors, except that if a quorum is not present at a meeting, a majority of the directors present may adjourn the meeting to another time without further notice.
- (B) Voting. The action of a majority of the directors present at a meeting at which a quorum is present is the action of the Board of Directors, except as otherwise provided by law, the Corporation's Certificate of Incorporation, or these Bylaws.

1.18 Conduct of Meetings.

- (A) Presiding Officer. The President or his or her designee shall preside over meetings of the Board of Directors.
- (B) Secretary. The Secretary or his or her designee shall act as secretary of the meeting.

1.19 Action Without Meeting.

- (A) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, without prior notice and without a vote, if a consent, setting forth the action:
- (i) in writing, is signed by all of the directors then in office; or

- (ii) by electronic transmission, is approved by all of the directors then in office.
- (B) Such consents must be filed with the minutes of the proceedings of the Board of Directors in a manner in accordance with the General Corporation Law of the State of Delaware.

1.20 **Telephonic Meetings.**

- (A) A director may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.
- (B) Participation in a meeting in accordance with Section 4.7(A) constitutes presence in person at the meeting.

COMMITTEES.

1.21 **Committees of the Board of Directors.**

- (A) The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate one or more committees, each consisting of one or more directors.
- (B) Committees, to the extent provided in said resolution and not restricted by law or Section 5.2 of these Bylaws, have and may exercise the authority and act on behalf of the Board of Directors in the management of the Corporation, including but not limited to actions specified in these Bylaws as requiring the approval of the Board of Directors.

1.22 **Limitations on Committee Powers.** No committee may:

- (A) amend the Corporation's Certificate of Incorporation;
- (B) amend the Bylaws of the Corporation;
- (C) adopt an agreement of merger or consolidation;
- (D) approve the dissolution of the Corporation;

- (E) approve the sale or exchange of any assets of the Corporation; or
 - (F) elect, appoint, or remove any director, any member of a committee, or any officer of the Corporation.
- 1.23 **Term of Office.** Each member of a committee continues as such until his or her successor is appointed, unless the committee is sooner terminated, or until his or her earlier death, resignation, or removal.
- 1.24 **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as the original appointments.
- 1.25 **Committee Chairman.** One member of each committee must be appointed chairman of the committee.
- 1.26 **Quorum and Voting.**
- (A) **Quorum.** A majority of the whole committee constitutes a quorum, unless otherwise provided in the resolution of the Board of Directors authorizing the committee.
 - (B) **Voting.** The act of a majority of the members present at a meeting at which a quorum is present is the act of the committee.
- 1.27 **Alternate Committee Members.**
- (A) The Board of Directors may designate one or more directors as alternate members of any such committee to replace any absent or disqualified member at any meeting of the committee.
 - (B) In the absence or disqualification of a member of a committee and his or her alternate, the member or members of the committee present at any meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member.
- 1.28 **Rules.** Each committee may adopt rules for its own governance not inconsistent with these Bylaws.

OFFICERS.

1.29 Officers.

- (A) The officers of the Corporation are a President, a Secretary, a Treasurer, and such other officers as may be elected or appointed by the Board of Directors.
- (B) Officers whose authority and duties are not prescribed in these Bylaws have the authority to perform the duties prescribed by resolution of the Board of Directors.
- (C) Any two or more offices may be held by the same person.

1.30 Term of Office.

- (A) The term of office of all officers is one year.
- (B) An officer may resign by giving written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or at a subsequent time specified in the notice of resignation.

1.31 Compensation. The officers of the Corporation may receive reasonable compensation for their service as fixed by the Board of Directors.

1.32 Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors for any reason, but such removal is without prejudice to the contract rights, if any, of the person so removed.

1.33 Vacancies.

- (A) A vacancy in any office must be filled by the Board of Directors without undue delay at its annual meeting or at a special meeting called for that purpose.
- (B) In the event of the absence or disability of any officer of the Corporation, the Board of Directors may delegate his or her powers and duties to any other officer or officers.

1.34 President.

- (A) The President is the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors.
- (B) The President has charge of the business and affairs of the Corporation, subject to the direction and control of the Board of Directors, and shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which responsibility is assigned to some other person by the Board of Directors.
- (C) The President may execute on behalf of the Corporation any contracts or other instruments which the Board of Directors has authorized to be executed, and he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the Secretary or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument, except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Board of Directors.
- (D) The President may vote all securities that the Corporation is entitled to vote except to the extent such authority shall be vested in a different officer or agent of the Corporation by the Board of Directors.

1.35 **Secretary.**

- (A) The Secretary shall attend all meetings of the Board of Directors of the Corporation and record all votes and the minutes of all proceedings in the minute book of the Corporation.
- (B) The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors of the Corporation for which notice may be required.
- (C) The Secretary shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary acts.

1.36 **Treasurer.**

- (A) The Treasurer shall:

- (i) have custody of the funds and securities of the Corporation;
 - (ii) keep full and accurate accounts of receipts and disbursements in financial books of the Corporation; and
 - (iii) deposit all monies and other valuable effects in the name and to the credit of the Corporation in such banks or depositories as are designated by the Board of Directors.
- (B) The Treasurer is charged with the disbursement of funds of the Corporation, including without limitation distributions authorized by the Board of Directors in furtherance of the purposes of the Corporation.
- (C) The Treasurer shall render to the President and to the Board of Directors, whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

1.37 **General Powers as to Negotiable Paper.** The Board of Directors shall prescribe the manner of signature or endorsement of checks, drafts, notes, acceptances, bills of exchange, obligations, and other negotiable paper or other instruments for the payment of money and designate the officers or agents who are authorized to make, sign, or endorse the same on behalf of the Corporation.

1.38 **Powers as to Other Documents.**

- (A) The Board of Directors may authorize any officer or agent to enter into any contract or execute or deliver any instrument in the name of the Corporation. Such authority must be in writing and may be general or confined to specific instances.
- (B) When the execution of any contract or instrument has been authorized without specifying the exact officers authorized to execute such contract or instrument, it may be executed on behalf of the Corporation by the President.

INDEMNIFICATION AND INSURANCE.

- 1.39 **Indemnification.** The Corporation shall, except as provided in or limited by Section 7.3 of these Bylaws, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, or other enterprise (in any case, an “Other Enterprise”), and shall advance expenses to such person reasonably incurred in connection therewith, to the fullest extent permitted by the relevant provisions of the General Corporation Law of the State of Delaware, as such law presently exists or may hereafter be amended. The Corporation shall be required to indemnify a person in connection with a proceeding initiated by such person only if the proceeding was authorized by the Board of Directors.
- 1.40 **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee, or agent of an Other Enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Section 7.
- 1.41 **Indemnification from Other Sources.** The Corporation’s obligation, if any, to indemnify any person who was or is serving at its request as a director, officer, employee, or agent of an Other Enterprise must be reduced by any amount such person collects as indemnification from such Other Enterprise.

MISCELLANEOUS PROVISIONS

- 1.42 **Books and Records.** The Corporation must keep:
- (A) correct and complete books and records of account; and
 - (B) records of the proceedings of its Board of Directors.
- 1.43 **Fiscal Year.** The Board of Directors shall determine the fiscal year of the Corporation by resolution.

1.44 **Seal.** The Corporation’s seal must have inscribed thereon the name of the Corporation, the year of its incorporation, and the words “Corporate Seal, State of Delaware.”

1.45 **Waiver of Notice.**

- (A) **Waiver in Writing.** Whenever any notice is required to be given under the provisions of the General Corporation Law of the State of Delaware, the Corporation’s Certificate of Incorporation, or these Bylaws, a written waiver of notice, signed by the person or persons entitled to such notice, whether before or after the time stated therein, is equivalent to the giving of such notice.
- (B) **Waiver by Attendance.** Attendance of any director at a meeting constitutes waiver of notice of such meeting, except when such director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

1.46 **Amendments.**

- (A) **Certificate of Incorporation.** The Certificate of Incorporation of the Corporation may be amended in whole or in part by a majority vote of the directors then in office in accordance with the procedure set out in section 242(b)(3) of the General Corporation Law of the State of Delaware.
- (B) **Bylaws.**
 - (i) These Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted at any meeting of the Board of Directors by an affirmative vote of a majority of the directors then in office.
 - (ii) Such action must be taken at a meeting of the Board of Directors for which written notice of the purpose is given in accordance with Section 4.3 of these Bylaws.

{Certification on next page.}

I certify that the foregoing Bylaws of Ada Initiative, Inc. were adopted by the Board of Directors on _____, and that they are currently in effect.

[Name]

Secretary of the Corporation

Date