

Bylaws of BitByte

Article 1: Purpose and Mission

Section 1. **Purpose.** The purpose of the corporation is to promote the reduction of food waste.

Section 2. **Mission Statement.** The mission of the corporation is to cater to large organizations with ecologically friendly and healthy food.

Article 2: Offices

Section 1. **Principal Office.** The principal office of the corporation shall be located at 5200 Lake Road, Merced, California, 95343. The Board of Directors (hereinafter referred to as the "Board") may establish other offices at such places as it deems appropriate.

Article 3: Board of Directors

Section 1. **General Powers.** The business and affairs of the corporation shall be managed by its Board.

Section 2. **Number and Qualification.** The number of directors shall be three (3), and directors need not be shareholders of the corporation.

Section 3. **Election and Term.** The directors shall be self-appointed and serve a term until the finale on November 15, 2024.

Section 4. **Quorum.** A majority of directors (a minimum of 51%) shall constitute a quorum.

Section 5. **Meeting.** Meetings shall be held daily at 5 PM at the Kolligian Library. The Board may provide for additional meetings. Meetings may be held by conference call, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

- (a) Each member participating in the meeting can communicate concurrently with all other members.
- (b) Each member is provided the means of participating in all matters before the board, including the capacity to propose or object to a specific action to be taken by the corporation.

Section 6. **Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board. A quorum of the Directors or, if there is no quorum, a majority of the Directors present may adjourn any Directors' meeting to

meet again at a specified date, time, and place. Notice of the date, time, place and the business to be transacted at such meeting shall be given to any Directors who were not present at the time the meeting was adjourned. The Board shall keep written minutes of its proceedings in its permanent records.

Article 4: Officers

Section 1. **Number of Officers.** The officers of the corporation shall include a CEO, COO, and a CTO.

Chief Executive Officer. The Chief Executive Officer shall provide strategic leadership, make high-level decisions, and oversee the overall operations and performance of the company to achieve its objectives and maximize its point value.

Chief Operations Officer. The Chief Operations Officer shall oversee the day-to-day operations of the company to ensure that business operations are efficient and effective. The COO shall focus on implementing strategies, policies, and procedures to achieve operational excellence and support the CEO in maximizing the corporation's point value.

Chief Technology Officer. The Chief Operations Officer shall oversee the technological direction of the company, leading research and development initiatives, and ensuring that the technology infrastructure supports the organization's strategic goals for maximum point value.

Section 2. **Election and Term.** The officers shall be elected once by the Board at the first meeting of the Board. Each officer will serve a term through November 15, 2024.

Section 3. **Powers and Duties.** The officers shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as may be prescribed by the Board or these Bylaws.

Section 4. **Removal and Resignation.** Any officer may be removed, with or without cause, by the Board. Any officer may resign at any time by giving written notice to the corporation.

Section 5. **Vacancies.** All vacancies in the Board may be filled by the affirmative vote of a majority of the remaining officers.

Article 5: Indemnification

Section 1. The corporation shall indemnify its directors and officers to the fullest extent permitted by the laws of the State of OTIIR.

Article 6: Corporate Seal, Execution of Instruments

Section 1. The corporate seal, if any, shall have inscribed thereon the name of the corporation, the year of its organization, and the words "Corporate Seal, State of OTIIR". All instruments that are executed on behalf of the corporation that are acknowledged shall be executed by the CEO.

Article 7: Amendment to Bylaws

Section 1. The bylaws may be amended, altered, or repealed by the Board by a majority of a quorum vote at any meeting.

Article 8: Miscellaneous

Section 1. **Fiscal Year.** The fiscal year of the corporation shall be November 1, 2024 to November 15, 2024.

Section 2. **Dissolution.** The corporation may be dissolved only with the authorization of its Board given at a meeting called for that purpose, and with the subsequent approval by two-thirds of the Board.

Section 3. **Books and Records.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of its Board meetings and proceedings. These books and records shall be kept at such place or places designated by the Board and may be in written or typed form.

Section 4. **Conflict with Articles of Incorporation.** In the event of any conflict between the provisions of these Bylaws and the Articles of Incorporation of the corporation, the provisions of the Articles of Incorporation shall control.

Certification

Akhil Devarasetty, CEO of BitByte, Bhargavi Kulkarni, COO of BitByte, and Laith Darras, CTO of BitByte, hereby certifies that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the Board on November 6, 2024.