

BYLAWS of NECTR, LLC

ARTICLE 1 - OFFICES

SECTION 1.1 Offices

The principal office of the Corporation shall be located within the State of Connecticut, at such place as is designated in the Articles of Incorporation. The Corporation may maintain additional offices at such places as the Board of Directors may designate.

ARTICLE 2 - MEMBERS

SECTION 2.1 Who Shall Be Members

The corporation shall have no members.

ARTICLE 3 - PURPOSES

SECTION 3.1 Purposes

To promote and foster artistic expression by creating an environment providing an encouraging environment for art, a community that values and engages in the creative process and an environment in which people can explore, learn and share ideas.

ARTICLE 4 - BOARD OF DIRECTORS

SECTION 4.1 Board of Directors

The business and affairs of the Company shall be managed under the direction of the Board. The powers of the Corporation shall be exercised by, or under the authority of the Board, except as otherwise provided by statute, these Bylaws, or a resolution of the Board.

SECTION 4.2 Number and Election of Directors

The Board shall consist of not fewer than three and not more than seven Directors, and shall be an odd number when possible. The Directors shall be determined by the Board at the annual

meeting of the Board. Each Director shall be elected for a perpetual term or for such other term as the Board may determine by resolution.

SECTION 4.3 Term of Office

Each Director shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified or his or her earlier death, resignation, or removal.

SECTION 4.4 Nomination of Candidates for Directors

1. No person shall be eligible for election as a Director at a meeting of the Board unless he or she has been duly nominated in accordance with the procedures specified in paragraph (2) of this Section.
2. The President shall announce at the meeting of the Board the number of Directors to be elected at the meeting, shall declare the nominations of candidates for election as Director are open and shall call for nominations from the floor. Nominations may be made by any Director who is entitled to vote at the meeting. Nominations need not be seconded. After nominations have been made, the President shall, on motion, declare the nominations closed, and thereafter no further nominations may be made.

SECTION 4.5 Vacancies

Vacancies in the Board, including vacancies resulting from an increase/decrease in the number of Directors, shall be filled by a consensus vote of the remaining Directors.

SECTION 4.6 Removal of Directors

Except as otherwise provided by law, anyone or more of the members may be removed with, or without cause at any time by affirmative vote of a majority of the Board.

SECTION 4.7 Resignations

Any Director may resign at any time upon written notice to the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective.

SECTION 4.8 Compensation of Directors

The Board has no monetary compensation, excluding reimbursement of expenses, of Directors for their services as such. If the Board considers making a purchase from a Board member (or of the Board member's immediate family), the Board member may participate in the vote.

ARTICLE 5 - OFFICERS

SECTION 5.1 Number

The officers of the Corporation shall include a President, a Secretary, and a Treasurer. The Corporation may also include a Vice-President, Vice-Secretary and Vice-Treasurer, the responsibilities of which are detailed in Section 5.8. The officers may include such other officers as the Board may determine by resolution. Any number of offices may be held by the same person except as otherwise provided by statute.

SECTION 5.2 Election and Term of Office

Each officer shall hold office for one year and until a successor has been elected and qualified. All officers shall be nominated and elected at the annual meeting of the Board, with self-nominations permissible. Vacancies in the Board and officers of the Corporation shall be filled by a majority vote of the remaining Directors at the next Board meeting. Until such time as vacancies of an office can be filled, the Vice officer shall fill the role.

SECTION 5.3 Removal of Officers

Any officer may be removed from office without assigning any cause, by a majority vote of the disinterested Directors at any meeting of the Board.

SECTION 5.4 Resignations

Any officer may resign at any time by giving written notice to the Corporation. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Corporation.

SECTION 5.5 The President

The President shall be the chief executive officer of the Corporation and shall have general supervision over the business and operations of the Corporation, subject to the control of the Board. The President shall execute, in the name of the Corporation, deeds, mortgages, bonds, contracts, and other instruments authorized by the Board, except in cases where the execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board.

SECTION 5.6 The Secretary

The Secretary shall attend all meetings of the Board. The Secretary shall record all votes of the Board and the minutes of the meetings of the Board in a book or books to be kept for that

purpose. The books may be an online document with no hard copy retained. The Secretary shall disseminate minutes of the meetings of the Board to the community. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board or the President.

SECTION 5.7 The Treasurer

The Treasurer shall have custody of corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall have full authority to receive and give receipts for all money due and payable to the Corporation, and to endorse checks, drafts, and warrants in its name and on its behalf and to give full discharge for the same. The Treasurer shall deposit all funds of the Corporation, except such as may be required for the current use, in such banks or other places of deposit as the Board may designate. The Treasurer shall prepare and file all required tax documents for the Corporation. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board or the President.

SECTION 5.8 Vice Officers

Each of the primary offices of President, Secretary and Treasurer shall also have a Vice role which may be filled by similar elections. The Vice role shall have the same roles and responsibilities of the primary officer and except, where defined by statute, will have the same powers as the associated primary officer. The Vice officer shall fill the role of the primary officer in the event that the primary officer is unavailable at meetings or at the vacancy of the primary office until such time as an election is held to fill the office.

ARTICLE 6 - MEETINGS OF DIRECTORS

SECTION 6.1 Place and Notice of Meetings

Meetings of the Board may be held at such place as the Board may appoint or as may be designated in the notice of the meeting. If physical attendance at meeting location is not feasible, attendance via telephone, interactive computer network, or similar communications in which communication can be clearly understood by all participants shall be acceptable. Notice of the meeting, including the location, agenda and remote attendance information shall be sent to all Board members via email at least one week prior to the meeting.

SECTION 6.2 Annual Meeting

In addition to regular meetings scheduled at the discretion of the Board, the President shall schedule an Annual Meeting for the election of Directors, the election of officers and a review of the Corporation finances. The Treasurer shall prepare a report of the Corporation's finances

prior to the Annual Meeting and present the report at the annual meeting. The Annual Meeting shall occur prior to July 1 of each year.

SECTION 6.5 Quorum

Except for any actions requiring a vote by the Board, any number of the Directors shall constitute a quorum for the transaction of regular business. Actions which require a vote by the Board shall have a majority of the Board members in attendance. If a Director is unable to attend, they may convey their proxy to vote to one of the other Directors however shall not be included as a count of the Directors in attendance to achieve quorum. Voting may be conducted by email, however a consensus by all Board members is required to make decisions. If there is any dissension of opinion, the vote shall be deferred until the next Board meeting.

Actions requiring a vote by the Directors shall include but not be limited to:

- Filling of Vacancies in the Board
- Filling of Vacancies in the Officers
- Removal of Directors from the Board
- Adoption, Amendment or Repeal of Bylaws
- The Amendment or Repeal of any resolution of the Board

ARTICLE 7 - Committees

SECTION 7.1 Committees

The Board may create committees as needed for delegation of organizational and operational purposes. Upon the creation of a new committee, a Committee Lead shall be appointed by the Board to oversee the new committee. The term CORE shall be used synonymously with Committee, recognizing the CORE importance of each area of support provided by the Committee.

SECTION 7.2 Committee Rules

Operation of the CORE shall be at the discretion of the CORE Lead except where in conflict with the Board of Directors or these Bylaws.

SECTION 7.3 Service of Committees

Each committee of the Board of Directors shall serve at the pleasure of the Board. The appointment of any CORE, the delegation of authority to it, or action by it under that authority does not constitute, of itself, compliance by any director who is not a member of the CORE. The Board of Directors retains the rights to oversee the operations of each CORE.

ARTICLE 8 - TRANSACTION OF BUSINESS

SECTION 8.1 Checks, Notes and Contracts

The Board of Directors shall determine who shall be authorized on the Corporation's behalf to sign checks, drafts or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

ARTICLE 9 - INDEMNIFICATION AND INSURANCE

SECTION 9.1 Indemnification and Insurance

The Corporation may indemnify any director who has been successful, on the merits or otherwise, in the defense of any proceeding described below against reasonable expenses incurred by the director in connection with the proceeding, or as a court of competent jurisdiction shall determine.

The Corporation may indemnify any director, former director, any person who may while a director of the Corporation, have served at its request as a director, officer, partner, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise and may, by resolution of the Board of Directors, indemnify any officer, employee or agent against any and all expenses and liabilities actually and necessarily incurred by her in connection with any threatened, pending or completed action, suit, or proceeding (whether civil, criminal, administrative, or investigative) to which she may be or is made a party by reason of being or having been a director, officer, employee or agent; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which it shall be proved that the act or omission of the director, officer, employee or agent was material to the cause of action adjudicated in the proceeding and was either (1) committed in bad faith or was the result of active and deliberate dishonesty, or (2) the director, officer, employee or agent received an improper personal benefit in money, property or services, or (3) in the case of any criminal proceeding, the director, officer, employee or agent had reasonable cause to believe that the act or omission was unlawful.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to judgment penalties, fines, settlements and reasonable expenses actually incurred by such director, officer, employee or agent. The Corporation may pay or reimburse personal expenses in advance of the final disposition of the proceeding upon written receipt by the Corporation of a written affirmation by the director of the director's good faith belief that the standard of conduct necessary for indemnification by the Corporation has been met, and a written undertaking by or on behalf of the director to repay the amount if it shall ultimately be determined that the standard of conduct has been met.

The provisions of this Article shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

The indemnification provided by the Article shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power to the Corporation to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any director, officer, employee or agent of the Corporation, or who while a director, officer, employee or agent of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against and incurred by him arising out of such person's position, whether or not the Corporation would have the power to indemnify such person against that liability under law.

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any- time the Corporation is deemed to be a private foundation within the meaning of § 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §§ 4941 (d) or 4945(d), respectively, of the Code. Moreover, the Corporation shall not indemnify, reimburse, or insure any person in any instance where such indemnification, reimbursement, or insurance is inconsistent with § 4958 of the Code or any other provision of the Code applicable to corporations described in § 501(c)(3) of the Code.

If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

ARTICLE 10 - AMENDMENTS

SECTION 10.1 Amendments

The Articles of Incorporation of the Corporation may be adopted, altered or repealed in whole or in part by a majority vote of the Board of Directors. The Bylaws of the Corporation may be adopted, altered or repealed in whole or in part by a majority vote of the Board.

ARTICLE 11 - CORPORATE RECORDS

SECTION 11.1 Corporate Records

The Corporation shall keep at its office correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board of Directors and any committee of the Corporation, and a current list of the directors and officers of the Corporation. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

ARTICLE 12 - MISCELLANEOUS

SECTION 12.1 Fiscal Year

The fiscal year of the Corporation shall be the calendar year or such time as may be fixed by the Board of Directors.

SECTION 12.2 Definitions

The following terms used in these Bylaws shall have the meanings set forth below.

1. "Board" means the Board of Directors of the Corporation
2. "Corporation" means NECTR, LLC
3. "Director" means an individual serving on the Board of Directors of the Corporation