

Atlas Service Corps, Inc., EIN: 76-0834735

BYLAWS
OF
ATLAS SERVICE CORPS, INC.

(formed under the Delaware
General Corporation Law)

Adopted: April 18, 2006

Amended: April 21, 2010

Amended: August 25, 2012

Amended: September 24, 2021

BYLAWS
OF
ATLAS SERVICE CORPS, INC.

ARTICLE I
Offices

Section 1.01 *Location*. The principal office of Atlas Service Corps, Inc. (the “Corporation”) shall be located within or without the State of Delaware, at such place as the board of directors of the Corporation (the “Board”) shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board may designate. The Corporation shall have and maintain within the State of Delaware a registered agent as designated by the Board or the Chief Executive Officer of the Corporation (the “CEO”).

ARTICLE II
Purposes

Section 2.01 *Purposes of the Corporation*. The purposes of the Corporation shall be those set forth in the Certificate of Incorporation, as may be amended from time to time.

ARTICLE III
Members

Section 3.01 *Who Shall Be Members*. The Corporation shall have no members.

ARTICLE IV
Board of Directors

Section 4.01 *Power of the Board and Qualification of Directors*. The business and affairs of the Corporation shall be managed by or under the direction of the Board.

Section 4.02 *Number of Directors*. The number of directors constituting the entire Board shall be not less than five (5) nor more than seventeen (17), exclusive of the Ex-Officio Directors (defined below) but inclusive of the Founder (defined below). The number of directors may be increased or decreased by amendment of these Bylaws, or by action of the Board.

Section 4.03 *Election and Term of Directors*. The initial Board shall be comprised of the directors named in the Certificate of Incorporation (the “Initial Directors”). One of the Initial Directors, Scott Beale, the founder of the Corporation (the “Founder”), shall serve as a director pursuant to Section 4.04A (and in the event of any conflict between the terms of this Section 4.03 and the terms of Section 4.04A with respect to the Founder’s role as a director, the terms of Section 4.04A shall control). The other Initial Directors shall serve until his or her successor has been elected and qualified, or until his or her earlier death, incapacitation, resignation or removal, except with respect to the founder. Thereafter, to become a director, except with respect to the Founder and Ex-Officio Directors, a person shall be nominated by a director and elected by a majority of the Board at the annual meeting of the Board. Each director shall hold office for a term of three (3) years and until his or her successor has been elected and qualified,

or until his or her earlier death, incapacitation, resignation or removal; provided, that at any annual meeting of the Board, the Board may stagger the terms of directors so that approximately one-third of the entire Board shall be elected at each annual meeting of the Board by the directors then in office. Directors (other than the Founder) may serve a maximum of [three (3)], three-year terms [in succession], plus time served to fill a vacancy or until a successor has been elected. The tenure of incumbent members of the Board shall not be affected by an increase or decrease in the number of directors.

Section 4.04 Founder; Ex-Officio Directors.

A. Founder. The Founder shall serve as a director of the Board with the same rights and privileges enjoyed by all directors (e.g., full voting rights and participation in closed-door sessions). The Founder shall hold office as a director for successive three (3)-year terms, with no limit on the number of terms, but the Founder shall be re-elected as a director every three (3) years at the annual meeting of the Board. The Founder may temporarily suspend his membership on the Board as a director from time to time but may reassume the position upon prior written notice to the Board. The Board may remove the Founder as a director with or without cause at any time, or vote not to re-elect the Founder, with approval of [75%] of the directors then in office, provided that written notice of such removal or non-renewal is given to the Founder. For the avoidance of doubt, should the Founder at any time serve as the Corporation's CEO, he shall no longer be entitled to his position as a director pursuant to this Section 4.04A but instead shall become an Ex-Officio Director pursuant to Section 4.04B.

B. Ex-Officio Directors. In addition to the composition of the Board as provided in Section 4.03, the Board may, by resolution passed by a majority of the Board, designate ex-officio members who shall serve as directors of the Corporation by virtue of their status or position with the Corporation (the "Ex-Officio Directors"). The Ex-Officio Directors' voting and other rights as members of the Board, including but not limited to, participating in closed sessions of the Board and serving on committees of the Board, shall be determined by Board resolution. The initial Ex-Officio Director shall be the CEO.

This Section 4.04, and not Section 4.03, shall govern the term of the Ex-Officio Directors. The individual who is the CEO of the Corporation shall be a member of the Board (as an Ex-Officio Director) from the commencement of his or her employment as the CEO. If the CEO's employment as the Corporation's CEO terminates for any reason, then at the same time that he or she ceases to be the Corporation's CEO, he or she shall also cease to be a member of the Board. For the avoidance of doubt, should the Founder serve as the Corporation's CEO, the Founder shall not cease to be a member of the Board upon the termination of his employment as CEO, but instead shall serve as a director pursuant to Section 4.04A.

Section 4.05 Vacancies and Newly-Created Directorships. Vacancies occurring for any reason, including any vacancy by reason of the death, incapacity, resignation or removal of a director, and newly created directorships resulting from any increase in the authorized number of directors may be filled at any meeting of the Board by a majority vote of the directors then in office, even if the majority vote of the directors then in office constitutes less than a quorum, or

by the sole remaining director. A director elected to fill a vacancy shall hold office until the next annual meeting of the directors and until his or her successor is elected and qualified.

Section 4.06 *Removal of Directors.* Any one or more of the directors may be removed with or without cause at any time by a majority vote of the directors in office, provided that written notice of such removal is given to any director so removed.

Section 4.07 *Resignations.* Any director may resign at any time upon written notice to the Board. 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 the resignation effective.

Section 4.08 *Quorum of Directors and Action of the Board.* Unless a greater proportion is required by law or by the Certificate of Incorporation, one-third of the total number of directors shall constitute a quorum for the transaction of business. Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, the vote of a majority of the directors present at a meeting at which a quorum is present shall be an act of the Board. Notwithstanding the foregoing, the following actions must be approved by a majority of the entire Board (allowing for recusal due to a conflict of interest): approval of the Corporation's annual budget; amendment of the Corporation's Certificate of Incorporation or these Bylaws; and approval of the dissolution, merger or consolidation of the Corporation.

Section 4.09 *Meetings of the Board.* An annual meeting of the Board shall be held each year at such time and place as shall be fixed by the Board, for the election of officers and directors and for the transaction of such other business as may properly come before the meeting.

Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held at any time whenever called by the Chair of the Board or any two (2) directors.

Meetings of the Board may be held at such places within or without the State of Delaware as may be fixed by the Board for annual and regular meetings and in the notice of meeting for special meetings. It is expected that at least one meeting of the Board shall take place in person during each year.

Meetings may be held electronically and virtually via conference calls, web chats, digital video conferencing, or whatever technology may be available for the Board members to communicate. When holding virtual meetings, the preferred method is via a conference call or technology that combines video and audio, however meetings may occur in any way that allows for the Board members to communicate with each other, such as chat rooms. Online forums, chat rooms, GoogleDocs, Wikis, and other forms of technology may be used for discussion and to take action (e.g. cast votes). This is true for both full meetings of the Board as well as Committee meetings.

Section 4.10 *Informal Action by Directors; Meetings by Conference Telephone.* Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all members

of the Board consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any one or more members of the Board may participate in a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 4.11 *Compensation of Directors.* The Corporation may pay no compensation to directors for services rendered. Notwithstanding the foregoing, a director who is also an officer may be compensated for services rendered as an officer.

ARTICLE V *Committees*

Section 5.01 *General Provisions.* The Board may, by resolution passed by a majority of the entire Board, designate one or more standing or temporary committees, each committee to consist of [two (2)] or more directors of the Corporation. A director may serve on more than one committee. Committees may also include members that are not directors of the Corporation as long as there is an equal or greater amount of members that are directors. The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not such members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation as the Board may specify from time to time, and may authorize the seal of the Corporation to be affixed to all papers that may require it; but no such Committee shall have the power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommending a dissolution of the Corporation or a revocation of dissolution, or adopting, amending or repealing these Bylaws.

Section 5.02 *Standing Committees.*

A. *Executive Committee.*

The Board shall designate an Executive Committee which shall have such authority as the Board may grant to it for the management of the business and affairs of the Corporation, including, without limitation, during the intervals between the meetings of the Board, *i.e.* when the Board is not in session, to have and exercise, to the extent granted to it by the Board, all power and authority of the Board (including, without limitation, all power and authority of the Board in the management, control and direction of the financial affairs of the Corporation) except with respect to those matters reserved to the Board by the General Corporate law of the

State of Delaware, in such manner as the Executive Committee shall deem best for the interests of the Corporation. The Executive Committee shall consist of, at a minimum, the directors of the Corporation that also serve in an officer capacity (e.g., the Chair, Secretary and Treasurer). The Chair shall preside at the meetings of the Executive Committee. Pursuant to Section 5.03, the Executive Committee shall fix its own rules of procedure and shall meet where and as provided by such rules or by resolution of the Board. The Executive Committee shall keep regular minutes of its proceedings and shall file in the corporate records of the Corporation, and supply to each member of the Board, copies thereof. Vacancies in the Executive Committee shall be filled by a majority vote of the Board at [any] meeting of the Board.

B. *Finance Committee.*

The Board shall designate a Finance Committee which shall have such authority as the Board shall grant to it for the financial affairs of the Corporation, including, without limitation, preparing an annual budget to be presented to the Board at the annual meeting. Pursuant to Section 5.03, the Finance Committee shall fix its own rules of procedure and shall meet where and as provided by such rules or by resolution of the Board. The Finance Committee shall keep regular minutes of its proceedings and shall file in the corporate records of the Corporation, and supply to each member of the Board, copies thereof. Vacancies in the Finance Committee shall be filled by a majority vote of the Board at [any] meeting of the Board.

C. *Audit Committee.*

The Board shall designate an Audit Committee which shall have such authority as the Board shall grant to it for the audit affairs of the Corporation, including, without limitation, (i) performing an internal review and audit of the finances of the Corporation from time to time; (ii) making recommendations to the Board on the retention and termination of an independent certified public account (“CPA”); (iii) negotiating the CPA’s compensation, on behalf of the Board; (iv) conferring with the CPA to satisfy the Audit Committee members that the financial affairs of the Corporation are in order; (v) reviewing and determining whether to accept the audit; and (vi) approving non-audit services by the CPA and assure such services conform to the standards for auditor independence. Pursuant to Section 5.03, the Audit Committee shall fix its own rules of procedure and shall meet where and as provided by such rules or by resolution of the Board. The Audit Committee shall keep regular minutes of its proceedings and shall file in the corporate records of the Corporation, and supply to each member of the Board, copies thereof. Vacancies in the Audit Committee shall be filled by a majority vote of the Board at [any] meeting of the Board.

Section 5.03 *Committee Rules.*

Each committee designated by the Board shall have a charter that is approved annually by the Board. Unless the Board or applicable charter otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of a contrary provision by the Board or in rules or charter adopted by such committee, a majority of the entire authorized number of members of each committee shall constitute a quorum for the transaction of a business, the vote of a majority of the members present at a meeting at the time of such vote if a quorum is then present shall be the act of such committee,

and each committee shall otherwise conduct its business in the same manner as the Board conducts its business under Article III of these Bylaws.

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of such committee may be taken without a meeting if all members of such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and written consent thereto by the members of the committee shall be filed with the minutes of proceedings of such committee.

Any one or more members of such committee may participate in a meeting of the committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 5.04 *Service of Committees.* Each committee of the Board shall serve at the pleasure of the Board. The designation of any such committee and the delegation thereto of authority shall not alone relieve any director of his or her duty under law to the Corporation.

Section 5.05 *Records.* Minutes shall be kept of each meeting of each committee. Copies of the minutes of each such meeting shall be filed with the corporate records and supplied to each member of the Board.

ARTICLE VI *Officers, Agents and Employees*

Section 6.01 *Officers.* The Board shall elect or appoint a Chair, Secretary and a Treasurer of the Corporation. The Board may also elect or appoint such officers with such titles and duties as shall be determined by the Board by a resolution of the Board which is not inconsistent with these Bylaws. For example, the Board may elect a Vice Chair. Any two (2) or more offices may be held by the same person.

Section 6.02 *Term of Office, Vacancies and Removal.* Each officer shall hold office for the term for which he or she is elected or appointed and until his or her successor is elected or appointed and qualified or until his or her earlier death, incapacity, resignation or removal. Each officer may serve a maximum of [three] terms [in succession]. All officers shall be elected or appointed at the annual meeting of the Board. New officers may be elected or appointed at other meetings during the year as well. Vacancies resulting from any death, incapacity, resignation or removal may be filled by the Board. An officer appointed or elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office, and until his or her successor is elected and is qualified. Any officer may be removed by the Board with or without cause at any time.

Section 6.03 *Resignation.* Any officer may resign at any time by giving written notice to the Board. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Board.

Section 6.04 *Powers and Duties of Officers.* Subject to the control of the Board, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the Corporation as may be provided by the Board and, to the extent not so provided, as generally pertain to their respective offices.

A. *Secretary.* The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he or she shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his or her signature. The Board may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

B. *Chair.* The Chair shall preside at all meetings of the Board and the Executive Committee and, subject to the supervision of the Board, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board. The Chair shall work closely with the CEO.

C. *Treasurer.* The Treasurer shall be responsible for all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts, charges, disbursements, incurrence of debts and all investments and changes of investments of the Corporation, and shall deposit or cause to be deposited all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. Whenever required by the Board, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties customary to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board, give such bond or security for the faithful performance of his duties as the Board may require, for which he or she shall be reimbursed.

Section 6.05 *Agents and Employees.* The Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 6.06 *Compensation of Officers, Agents and Employees.* The Corporation may pay compensation in reasonable amounts to officers for services rendered, such amounts to be fixed by a majority of the entire Board.

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the Board or, if the Board delegates such power to any officer or officers, then by such officer or officers.

The Board may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE VII
Miscellaneous

Section 7.01 *Fiscal Year.* The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board.

Section 7.02 *Corporate Seal.* The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words “Seal” and “Delaware” and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board.

Section 7.03 *Checks, Notes, Contracts.* The Board shall determine who shall be authorized from time to time 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.

Section 7.04 *Books and 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 and any committee of the Corporation, and a current list of the directors and officers of the Corporation and their residence addresses. 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. These records shall be open to inspection, during normal business hours, by any officer or director, and shall be retained for at least [seven (7)] years.

Section 7.05 *Amendment of Certificate of Incorporation and Bylaws.* 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 pursuant to the procedure outlined in title 8, section 242 (b)(3) of the Delaware General Corporation Law. These Bylaws may be adopted, amended or repealed in whole or in part by a majority vote of the Board then in office (provided that any amendment to the terms and conditions of Section 4.04 of these Bylaws shall require approval of [75%] of the directors then in office).

Section 7.06 *Indemnification and Insurance.* The Corporation shall indemnify any director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative, or investigative (other than an action by or in the right of corporation), to which he or she may be or is made a party by reason of being or having been such director, officer, employee or agent if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding had no reasonable cause to believe his or her conduct was unlawful. However, there shall be no indemnification in respect of any claim, issue or matter as

to which he or she shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

The Corporation may pay expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such officer or director, to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation under this Article. Such expenses (including attorneys' fees) incurred by other employees and agents may be paid upon such terms and conditions, if any, as the Board deems appropriate.

Any indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in title 8, section 145 (a) and (b) of the Delaware General Corporation Law. Such determination shall be made (1) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (2) if there are no such directors or if such directors so direct, by independent legal counsel in a written opinion.

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 occurring before or after adoption hereof.

The indemnification and advancement of expenses provided by this 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 disinterested members or directors or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law.

The indemnification and advancement of expenses provided by this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefits of the heirs, executors and administrators of such a person.

The Board may authorize the purchase of 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 another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or which arises out of such person's status as a director, officer, employee, or agent 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 section 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 sections 4941(d) or 4945(d), respectively, 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.

Section 7.07 Loans to Directors and Officers. No loans shall be made by the Corporation to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers of the Corporation.

Section 7.08 Conflicts of Interest.

A. *Definition of Conflict of Interest.* A conflict of interest will be deemed to exist when, in the judgment of the Board, an individual is in the position to approve or influence corporate policies or actions which could ultimately benefit financially: (i) the individual, (ii) any family member (spouse, parents, children, brothers or sisters, and their spouses), or (iii) any organization in which the individual or an immediate family member is a director, trustee, member, partner or has an ownership interest of greater than ten percent. Service by the individual as director, trustee, member, or partner of a business that is a member of the Corporation, in and of itself, does not constitute a conflict of interest.

B. *Disclosure of Conflicts of Interest.* A director or officer shall disclose a conflict of interest: (i) prior to voting on or otherwise discharging his or her duties with respect to any matter involving the conflict which comes before the Board or any committee, (ii) prior to entering into any transaction involving the conflict, (iii) as soon as possible after the director or officer learns of the conflict, and (iv) on the annual conflict of interest disclosure form. The Secretary of the Corporation shall distribute annually to all directors and officers a form soliciting the disclosure of all conflicts of interest, including specific information concerning the terms of any transaction with the Corporation and whether the process for approval as set forth in this Article was used.

C. *Approval of Transactions Involving Potential Conflicts of Interest.* A director or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Corporation the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any transaction with the Corporation. Every effort should be made to disclose any such contract or transaction and have such contract or transaction approved by the Board.

Following receipt of information concerning a transaction involving a potential conflict of interest, the Board will consider the material facts concerning the proposed transaction, including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those transactions in which the terms are fair and reasonable to the Corporation and the arrangements are consistent with the best interests of the Corporation. Fairness includes, but is not limited to, the concepts that the

Corporation should pay no more than fair market value for any goods or services that the Corporation receives and that the Corporation should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Corporation. The Board may set conditions as a part of the approval of contracts or transactions.

D. *Validity of Actions.* No transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such director(s) or officer(s) are present at the meeting of the Board, or of a committee thereof, which authorizes such contract or transaction, or that his, her or their votes are counted for such purpose, if the material facts as to such director's or officer's interest in such contract or transaction and as to any such common directorship, officership or financial interest are disclosed in good faith or known to the Board, and the Board authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested director(s) or officer(s). Common or interested director(s) may be counted in determining the presence of a quorum at a meeting of the Board that authorizes such contract or transaction. At the time of the decision concerning the authorization of such transaction, the interested director(s) or officer(s) may not be present at the meeting.

E. *Employee Conflicts of Interest.* An employee of the Corporation with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his or her supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the corporate decisions which are the subject of the conflict will be determined. The Chair shall be responsible for determining the proper way for the Corporation to handle corporate decisions that involve unresolved employee conflicts of interest. When making such determinations, the Chair may consult with legal counsel.

The Chair shall report to the Board at least annually concerning employee conflicts of interest that have been disclosed and contracts and transactions involving employee conflicts of interest which the Chair has approved.

Section 7.09 *Electronic Signatures.*

Wherever a written instrument is required to be executed under these Bylaws, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

Section 7.10 *Dissolution.*

Upon any dissolution of the Corporation, the Board shall distribute any remaining assets of the Corporation, after satisfying all liabilities, as provided in the Corporation's Certificate of Incorporation.

