

BYLAWS

OF

CHI HACK NIGHT NFP

An Illinois Not For Profit Corporation
(Adopted as of April 8, 2019)

ARTICLE I NAME, PURPOSE AND OFFICES

Section 1.1 Name. The name of the corporation is Chi Hack Night NFP (“CHN” or the “Corporation”).

Section 1.2 Offices. The registered office of CHN in the State of Illinois may be, but need not be, identical with the principal office of the Corporation in the State of Illinois, and the address of the registered office may be changed from time to time by the Board of Directors.

Section 1.3 Other Offices. The principal office of CHN in the State of Illinois shall initially be located in the City of Chicago. CHN may also have offices at such other places both within and without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE II MEMBERS

Section 2.1 Rights and Privileges. There shall be one class of members. The rights and privileges of the membership will be (a) voting to approve the Board of Directors, (b) voting on each matter submitted to a vote of the members (i) as determined by the Board of Directors or (ii) at a special meeting of the members in accordance with Section 2.4, (c) serving on committees, commissions and advisory bodies of the membership established by the Board of Directors from time to time and (d) assisting in the development of, and participating in, programs and activities to be conducted and supported by CHN in furtherance of its purpose and the strategic goals established from time to time by the Board of Directors, with such assistance and participation as requested by the Board of Directors.

Section 2.2 Member Qualifications. Members of CHN shall be persons who have met the membership requirements as determined below (“Member Qualifications”). Any person may become a member, subject to verification by the Board of Directors or its designee, by:

(a) Completing a membership application, which includes providing such person’s (i) name, (ii) email address and (iii) contribution type (see Section 2.2(b) below),

(b) (i) paying a \$50 annual membership fee, due January 15th of each year or when such person becomes a new member, and having attended for no less than eight (8) CHN events, (ii) attending no less than fifteen (15) CHN events or (iii) attending no less than eight (8) CHN events and volunteering as defined by Board of Directors policy no less than four (4) hours, in each case, the number of such events or hours will be based on

such applicable measurement period (*i.e.*, the last twelve (12) months for new members or calendar year),

(c) Agreeing to abide by the current code of conduct as published on CNH's website (the "Code of Conduct"), and

(d) Abiding by any other policies as determined from time to time by the Board of Directors.

Membership in CHN shall persist, and will be automatically renewed, each calendar year so long as Membership Qualifications are fulfilled for the preceding calendar year. Membership in CHN will terminate on the last day of a calendar year in which such member did not meet the Membership Qualifications for such calendar year or as set forth in Section 2.7. New members may join at any point throughout the year so long as they have fulfilled their Membership Qualifications within the previous twelve (12) months for new members or the previous calendar year for renewing members. The Membership Qualifications set forth in Section 2.2(b) for renewing members shall be reviewed on an annual basis.

Section 2.3 Annual Meeting. The annual meeting of the membership shall be held on the first Tuesday of February of each calendar year, unless there is good cause as determined by the Board of Directors to change the date, in which case notice will be sent out in accordance with Section 2.9. Meetings are open to all members and participation by members in these meetings is strongly encouraged. A member will be eligible to vote at the annual meeting only if the member has fulfilled their Membership Qualifications by December 31st of the previous year.

Section 2.4 Special Meetings. Special meetings of the membership may be called by a majority vote of the Board of Directors, or upon the request of members holding not less than 20% of the votes entitled to be cast who have signed a petition stating the purpose, time and place of the special meeting.

Section 2.5 Quorum. Members holding 33% of the votes entitled to be cast on a matter, represented in person, shall constitute a quorum for consideration of such matter at a meeting of members. If a quorum is present, the affirmative vote of a majority of the votes present and voted, in person, shall be the act of the members, unless the vote of a greater number is required by these Bylaws or the State of Illinois General Not For Profit Corporation Act of 1986, as amended (805 ILCS 105/101.01, et seq.) (the "Act").

Section 2.6 Proxies. There shall be no proxies. At any meeting of the membership, a member entitled to vote will vote in person.

Section 2.7 Removal. Any member may be removed at a regular or special meeting of the Board of Directors by a two-thirds vote of the Board of Directors, when in the Board of Director's judgment such member has ceased to meet the Membership Qualifications.

Section 2.8 Resignation. Any member may resign from the membership at any time by giving notice to the secretary or president of CHN.

Section 2.9 Notice of Members' Meeting. Written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than sixty (60) days before the date of the meeting, or in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets not less than twenty (20) nor more than sixty (60) days before the date of the meeting, by or at the direction of the president of CHN, or the secretary of CHN, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. Members may be provided notice through mail, posting of the CHN website, electronic mail or any other medium in which members have been made aware of prior to such notice.

Section 2.10 Transfer of Membership. Membership in CHN is not transferable or assignable.

ARTICLE III DIRECTORS

Section 3.1 General Powers. The property and affairs of CHN shall be managed by its board of directors ("Board of Directors"). The Board of Directors may delegate any of its powers to committees as it shall create, while ensuring that such entities are held fully accountable to the Board of Directors.

Section 3.2 Duties. The duties of the Board of Directors are to (a) exemplify, encourage and promote CHN's mission and values, (b) facilitate the implementation of the purposes and strategic goals of CHN, (c) develop programs and activities that promote the purposes and strategic goals of CHN, (d) evaluate all programs and activities to be conducted by CHN, (e) approve an annual budget, (f) monitor finances, (g) authorize all legal documents, (h) present an annual report to the membership at the annual meeting, (i) take measures necessary to assure CHN's compliance with the law, the Articles of Incorporation and these Bylaws and (j) fulfill any other function that furthers the purposes and goals of CHN.

Section 3.3 Number, Tenure, Qualifications. CHN shall have a Board of Directors consisting of a variable range which may be between seven (7), nine (9) or eleven (11) directors. Directors need not be residents of Illinois. The term of the office for the directors shall be staggered. The term of the office for the directors designated as "A Directors" shall begin with the date of the adoption of these Bylaws until the first annual meeting of the members, and thereafter, every two (2) years (the "A Directors"), or until his or her earlier death, resignation or removal as provided herein. The term of the office for the directors designated as "B Directors" shall be begin with the date of the adoption of these Bylaws until the second annual meeting of the members, and thereafter, every two (2) years (the "B Directors"), or until his or her earlier death, resignation or removal as provided herein. Each director shall hold office for the term elected and until his or her successor shall have been elected, qualified and on boarded. Directors must be members of CHN in good standing at the time of election and throughout the term served. The number of A Directors and B Directors and number of "Appointed Directors" and "Elected Directors" shall comply with the schedule below. The Appointed Directors shall be CHN members who are nominated by the standing Board of Directors and approved by a majority of the members present and voting at the annual meeting of members where a quorum is present; provided, however, that if the members

do not approve a nominee for an Appointed Director (a “Rejected Nominee”), the Board of Directors will designate another member, which will not be the Rejected Nominee, to fill the Appointed Directors position. The Elected Director shall be CHN members who are nominated by the members and approved by a majority of the members present and voting at the annual meeting of members where a quorum is present.

<u>Board Size</u>	<u>Director</u>	<u>Designation</u> A = A Director B = B Director	<u>Class</u> AA = Appointed Directors E = Elected Directors
7	1	A	E
7	2	A	E
7	3	A	AA
7	4	A	AA
7	5	B	E
7	6	B	AA
7	7	B	AA
9	8	B	AA
9	9	B	E
11	10	A	E
11	11	B	E

Section 3.4 Elections. The election of the Board of Directors following the date hereof shall be voted on in person by the membership. An elections committee shall be formed and responsible for conducting the elections of all members of the Board of Directors and notifying candidates and members of the results. The elections committee shall consist of at least two (2) current directors and at least one (1) member in good standing who is not a director, in each case, as determined by the members of the Board of Directors who are not up for reelection. The chairperson of the elections committee shall be determined by the members of the Board of Directors who are not up for reelection and shall be a current or former member of the Board of Directors or a member in good standing who is not a director. Members of this committee cannot simultaneously run for a seat on the Board of Directors.

Any CHN member or director in good standing may nominate a member in good standing, including him or herself, for the Board of Directors. The slate of all candidates will be published on the CHN website or in a special written notice to all members entitled to vote at the annual meeting, provided CHN has at least one (1) candidate for each open seat. Nominations will remain open until one (1) week before the election. In the event an insufficient number of candidates are nominated, the Board of Directors will appoint members to be approved at the election. No nominations will be accepted from the floor at the annual meeting.

Section 3.5 Regular Meetings. Regular meetings of the Board of Directors shall be held at least six (6) times per calendar year, at such places and times and upon such notice as the Board of Directors may determine within its discretion.

Section 3.6 Executive Session. Executive session may be called by a simple majority vote of the directors at a legally convened meeting. Executive session will be closed to all except

the Board of Directors, unless the Board of Directors chooses to invite additional individuals for the purpose of clarifying any issues before the Board of Directors. Executive session may be called in the case of sensitive matters, matters of either pending or possible litigation, or any other such matter that could have a detrimental impact to CHN if discussed in an open meeting, in each case, as determined by the Board of Directors.

Section 3.7 Special Meetings. Special meetings of the Board of Directors may be called at the request of the president of CHN or upon the request of at least three (3) directors of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may designate any appropriate place for holding any special meeting of the Board of Directors.

Section 3.8 Quorum; Manner of Acting. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Any director may participate in any meeting of the Board of Directors (including any committee thereof) through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other, and such participation in a meeting shall constitute attendance and presence in person at the meeting. The act of a simple majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 3.9 Proxies. There shall be no proxies. At any meeting of the Board of Directors, a director will vote in person or through use of a conference telephone or other communications equipment.

Section 3.10 Orientation. The retiring directors are responsible for orienting newly elected or appointed directors, if practicable, as soon as possible following elections. Retiring directors shall turn over to the secretary of CHN all appropriate documentation and records pertaining to the Corporation and its business.

Section 3.11 Removal. Any director may be removed from the Board of Directors by a majority of the Board of Directors (such majority excluding the director at issue) after three (3) or more, whole or partial absences from regular meetings of the Board of Directors during any twelve (12) month period. Any director that no longer meets the Member Qualifications (as determined pursuant to Section 2.2) shall be automatically removed at the next annual meeting of the members, and if such director's term is not set to expire at such annual meeting, such vacancy shall be replaced pursuant to Section 3.13. Any director may also be removed for any reason at a special meeting of the general membership by a two-thirds majority of the members present as long as a quorum is constituted, provided written notice of such meeting is delivered to all members entitled to vote on the removal of directors. Any director proposed to be removed shall be entitled to written notice of such proposal, delivered to all members entitled to vote on removal of directors, at least twenty (20) days prior to such meeting at which removal is to be voted upon, and such director shall be entitled to appear before and be heard at such meeting. Delivery of such notice shall be by one of the methods specified in Section 3.17. Such removal shall be without prejudice to the contract rights, if any, of the director so removed. Elected Directors and Appointed Directors

removed from the Board of Directors shall be replaced by the same class (*i.e.*, an Elected Director or Appointed Director) and designation (*i.e.*, an A Director or B Director).

Section 3.12 Resignation. Any director may resign from the Board of Directors at any time by giving written notice to the president or secretary of CHN. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to become effective.

Section 3.13 Vacancies. Any vacancy occurring in the Board of Directors (including removals pursuant to Section 3.11), or any directorship to be filled by reason of an increase in the number of directors or any other removal outside an expiration of a term may be filled by the affirmative vote of a simple majority of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of the director they succeed.

Section 3.14 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of directors for attendance at meetings of the Board of Directors may be paid or reimbursed by the Corporation. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity. A director who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that director's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. No director or voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 3.15 Committees. The Board of Directors, by resolution adopted by a majority of the directors then in office (and such directors shall constitute a majority of the committee members to the extent required by Section 108 of the Act), may designate one or more committees, each of which shall consist of two (2) or more directors, which, to the extent provided in such resolution, shall have and may exercise the powers of the Board of Directors in the management and affairs of the Corporation, except as otherwise limited by Section 108.40(c) of the Act. The Board of Directors may designate one (1) or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. A majority of the committee members must be directors, and all committee members shall serve at the pleasure of the Board of Directors. However, committees appointed by the Board of Directors relating to the election, nomination, qualification, credentials of director or other committees involved in the process of electing directors may be composed entirely of non-directors, except as otherwise set forth herein. Any member of a committee may be removed by the Board of Directors from time to time. Unless a committee member dies, resigns, or is removed, he or she shall serve on the committee to which he or she was appointed until his or her successor is appointed, the committee is terminated or he or she is no longer a member or a director on the Board of Directors, when being a member or director on the Board of Directors was a requirement to be a member of the committee at such time of appointment. Unless otherwise provided in the resolution of the Board of Directors

creating a committee, a majority of the members of such committee shall constitute a quorum and the act of a majority of the committee members present and voting at a committee meeting where a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors, as in effect from time to time. Each committee shall keep regular minutes of its meetings and report the same to the directors when required.

Section 3.16 Commissions; Advisory Bodies. The Board of Directors by resolution adopted by a majority of the directors then in office, may create and appoint directors and/or non-directors to a commission, advisory body, or other such body, which body may not act on behalf of the Corporation or bind it to any action but may make recommendations to the Board of Directors or the officers of the Corporation.

Section 3.17 Notice. Notice of any regular meeting of the Board of Directors shall be given at least seven (7) days before the meeting, and notice of any special meeting of shall be given at least seven (7) days in advance of the meeting, unless otherwise specified by law or these Bylaws, by written notice (including email or other electronic means) to each director at the address in the records of CHN, or by direct verbal communication to the director. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need to be specified in the notice or waiver of notice of such meeting.

ARTICLE IV OFFICERS

Section 4.1 Officers. The officers of CHN shall consist of a president, treasurer, secretary, and such other offices which may be elected or appointed by the Board of Directors. No two offices may be held by the same person; provided that, for purposes of this Section 4.1, offices shall not include chairing committees. No president shall serve more than two consecutive terms, except in the case of the initial president, who may serve no more than three consecutive terms. A previous president subject to the consecutive term limit shall be eligible to serve as president after a one-year hiatus.

Section 4.2 Elections and Term of Office. The officers of CHN shall be selected by the Board of Directors. Except as set forth elsewhere herein, officers elected shall hold office for a term of one (1) year and until their successors are duly selected, qualified, and on boarded.

Section 4.3 President. The president shall preside at all meetings of the membership and the Board of Directors. Subject to the direction and mandate of the Board of Directors, the president shall (a) be in charge of the property and affairs of CHN, (b) see to it that the resolutions and directives of the Board of Directors and membership are carried into effect except in those instances in which that general responsibility is assigned to some other person by the Board of Directors, (c) serve as an ex officio member of all committees (subject to compliance with Section 3.15) and (d) discharge any and all duties as may be prescribed by the Board of Directors.

The president or such person designated by the president shall make a report (which shall include material decisions of the Board of Directors, the Corporation's membership status and a summary of material events the previous year) to the membership at the annual meeting. Except

in those instances in which the authority to execute is expressly delegated to another officer or agent of CHN, or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, the president may execute on CHN's behalf any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed. The president may accomplish such execution either individually or with any other officer authorized by the Board of Directors, according to the requirements of the form or instrument.

Section 4.4 Treasurer. The treasurer shall be the principal financial officer of CHN and shall oversee all financial transactions. The treasurer shall (a) see to it that adequate financial books and records are instituted and maintained for CHN, (b) be responsible for custody of all funds and securities of CHN, (c) ensure that all payments due by CHN are paid, (d) ensure that all monies due and payable to CHN are received, that receipts are given, and that these monies are deposited in the name of CHN in such banks or other depositories as shall be selected by the Board of Directors, (e) be responsible for submission of an annual budget and a year-end statement to the Board of Directors, (f) furnish an accounting on all financial matters to the Board of Directors at each of its regular meetings and (g) present a financial statement to the members at their annual meeting.

The treasurer shall also perform any and all other duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president or by the Board of Directors.

Section 4.5 Secretary. The secretary shall (a) keep minutes of all meetings of the membership and of the Board of Directors, (b) see to it that all notices are duly given as required by law and in accordance with the provisions of these Bylaws, (c) oversee the Corporation's records, (d) keep a register of the names and addresses, phone and e-mail addresses of each director and member, (e) verify the roster of members, (f) officially count all contested votes, and (g) perform any and all duties incident to the office of secretary and such other duties as from time to time may be assigned by the president or Board of Directors.

Section 4.6 Removal. Any officer may be removed by a vote of two-thirds of the directors whenever in their judgment the best interests of CHN would be served thereby. Any officer proposed to be removed shall be entitled to written notice of such proposal, delivered to the address in the records of CHN, at least ten (10) days prior to the meeting at which such removal is to be voted upon, and such officer shall be entitled to appear before and be heard at such meeting. If mailed, such notice shall be deemed to be delivered when deposited with the United States Postal Service with postage thereon prepaid. Such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.7 Code of Conduct Enforcement. The Board of Directors may remove an officer without prior notice when the Code of Conduct has been violated.

Section 4.8 Resignation. Any officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to become effective.

Section 4.10 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled for the unexpired portion of the term by a simple majority vote of the Board of Directors. Vacancies may be filled and new offices may be created and filled at any meeting of the Board of Directors, except while in executive session.

ARTICLE V INDEMNIFICATION

Section 5.1 Indemnification In Actions. CHN shall indemnify any present or former director or officer, and CHN shall have the right, but not the obligation, to indemnify any employee or agent of CHN 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 for such reasonable expenses (including attorneys' fees) and for such judgments, fines and amounts paid in settlement as the Board of Directors may determine.

Section 5.2 Determination Of Conduct. Any indemnification under pursuant to this Article V (unless ordered by a court) shall be made by CHN only as authorized by a majority of the Board of Directors, upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because such member, director, officer, employee, or agent acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. Such determination shall be made (a) by a simple majority vote of a quorum consisting of those directors serving on the Board of Directors who were not a party to such action, suit or proceeding, or (b) in the event such a quorum is not obtainable, or, even if obtainable, if a simple majority of disinterested directors so directs, by legal counsel in a written opinion.

Section 5.3 Payment Of Expenses In Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by CHN in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it ultimately shall be determined that the director, officer, employee or agent is entitled to be indemnified by CHN as authorized in this Article V.

Section 5.4 Indemnification Not Exclusive. The indemnification provided by this Article V shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, charter or otherwise, both as to action in the director's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 5.5 Insurance. CHN may, but shall not be obligated to, purchase and maintain insurance with limits to be established from time to time by the Board of Directors on behalf of any person who is or was a director, officer, employee, or agent of CHN or who is or was serving at the request of CHN as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in such a capacity, or arising out of such person's status as such, whether

or not CHN would have the power to indemnify such person against such liability under the provisions of this Article V.

ARTICLE VI CONTRACTS, BANKING, AND GIFTS

Section 6.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract and to execute and deliver any instrument in the name and on behalf of the Corporation. Such authority may be general or confined to specific instances or transactions.

Section 6.2 Checks and Drafts. All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of CHN in excess of a threshold determined by the Board of Directors from time to time shall be signed by two directors. The Board of Directors may designate such fiscal agents, investment advisors, and custodians to direct the management of the Corporation's assets. The Board of Directors may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor, or custodian.

Section 6.3 Deposits and Investments. All funds of CHN shall be deposited to the credit of CHN in such banks, trust companies, or other depositories as the Board of Directors may determine from time to time.

Section 6.4 Gifts. The Board of Directors, president, or their designees may accept on behalf of CHN any contribution, gift, bequest, or instrument for the general purpose or for any special purpose of CHN.

Section 6.5 Special Powers. In order to acquire funds for the purposes of CHN, the directors shall have the power to (a) hold or sponsor fundraising events, (b) borrow funds and give evidence of indebtedness, (c) prepare and submit proposals and receive grants, and (d) hire consultants to advise the Board of Directors on matters relating to the CHN's organization, administration and programs.

ARTICLE VII MISCELLANEOUS PROVISIONS

Section 7.1 Dissolution of the Corporation. The dissolution of the Corporation shall be effective upon (a) a unanimous decision by the Board of Directors and (b) at least two-thirds vote of the members, in each case, at a meeting at which there is a quorum. This provision does not in any way apply to prevent the administrative dissolution of the Corporation by any judicial or governmental authority.

Section 7.2 Books and Records. CHN shall keep (a) correct and complete books and records of accounts, (b) minutes of the proceedings of membership, Board of Directors and committee meetings, and (c) at its registered or principal office, a record of the names, email addresses and phone numbers of its members and Directors. All books and records of CHN, except confidential legal records, may be inspected, at any reasonable time or times, by any director, director's agent or attorney, member, or public officials, for any proper purpose.

Section 7.3 Fiscal Year. The fiscal year of CHN shall begin on the first day of January and end on the last day of December in each year.

Section 7.4 Compliance. Should any policy or practice of CHN or its Board of Directors fail to comply with the law or these Bylaws, it is the right and responsibility of the Board of Directors to take measures necessary to effect such compliance and to do so as expeditiously as is possible.

Section 7.5 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act, or under the provisions of the Articles of Incorporation or under the Bylaws of CHN, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a director or member at any meeting shall constitute a waiver of notice, except where a director or member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 7.6 Headings. The headings contained herein are for the purpose of reference only, and shall not in any way affect the meaning or interpretation of these Bylaws.

ARTICLE VIII AMENDMENTS

These Bylaws may be amended, altered or repealed and new Bylaws may be adopted, upon both (a) an affirmative vote of two-thirds of the members and (b) two-thirds majority vote of the Board of Directors, in each case, at a meeting at which there is a quorum. A summary of the proposed amendment(s) or the proposed amendment(s) themselves shall be included with the notice of the meeting in which the Bylaws are proposed to be amended.

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Exhibit C

Conflict of Interest Policy

Chi Hack Night NFP

Conflict of Interest Policy

Article I **Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (the "Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II **Definitions**

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, or
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III **Procedures**

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. **Procedures for Addressing the Conflict of Interest**

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter in to the transaction or arrangement.

4. **Violations of the Conflicts of Interest Policy**

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for the discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and member of the committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.