

# B.L.A.C.C. Connect

CORPORATE BYLAWS OF

B.L.A.C.C. Connect,

INCORPORATED WITHIN B.L.A.C.C. CORPORATION

# ARTICLE I – CORPORATE AUTHORITY

## Section 1.

Incorporation: B.L.A.C.C. Connect, is a duly organized Party to do business in the United States of America by the filing of Articles of Incorporation through B.L.A.C.C. Corporation on June 16, 2020.

## Section 2.

State law: The Corporation is organized under the laws of the State of California.

## ARTICLE II - OFFICES

### Section 1.

Registered Office and Registered Agent: The registered agent and registered office of the Corporation in the State of California, shall be the same as listed on the Articles of Incorporation and at such place as may be changed by the Board of Directors by filing such notices as may be required by law.

### Section 2.

Other Offices: The Corporation may also have offices at such other places, both within and without the State of California, as B.L.A.C.C. Connect may from time to time determine or the business of the Corporation may require.

# ARTICLE III – MEETINGS OF B.L.A.C.C. CONNECT OFFICIERS

## Section 1.

Place of Meetings: Meetings of shareholders shall be held at the principal office of the Corporation or at such place may be determined from time to time by the State Delegates of the B.L.A.C.C. Corporation.

## Section 2.

Annual Meetings: Each month, B.L.A.C.C. Connect Officers shall hold an annual meeting of officers on the last Sunday at 3 PM Pacific Time as shall be determined from time to time by the State Delegates, at which meeting officers shall elect a Officers and transact any other business as may properly be brought before the meeting.

## Section 3.

Special Meetings: Special meetings of the officers, for any purpose or purposes, may be called at any time by the State Delegate of B.L.A.C.C. Connect, or all the District Coordinators of B.L.A.C.C. Connect, or officers holding at least thirty percent (30%) of the issued and outstanding voting stock of the B.L.A.C.C. Connect. Business transacted at any special meeting shall be confined to the purpose or purposes set forth in the notice of the special meeting.

## Section 4.

Notice of Meetings: Whenever shareholders are required to permitted to take any action at a meeting, a written notice of the meeting shall be provided to each officer of record entitled to vote at or entitled to notice of the meeting, which shall state the place, date, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is

called. Unless otherwise provided by law, written notice of any meeting shall be given not less than ten nor more than thirty days before the date of the meeting to each officer entitled to vote at such a meeting.

## Section 5.

Quorum at Meetings: Officers may take action on a matter at a meeting only if a quorum exists with respect to that matter. Except as otherwise provided by law, a majority of the outstanding shares of B.L.A.C.C. Connect entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of officers. Once a share is represented for an purpose at a meeting (other than solely to object to the holding of the meeting), it is deemed present for quorum purposes for the remainder of the meeting and the officers present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of sufficient officers to leave less than a quorum. The holders of a majority of the outstanding shares represented at a meeting, whether or not a quorum is present, may adjourn the meeting from time to time.

## Section 6.

Proxies: Each officer entitled to vote at the B.L.A.C.C. Connect meeting or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to vote for him or her by proxy, but no such proxy shall be voted or acted upon after the meeting is adjourned, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. Except as otherwise provided herein or by law, every proxy is revocable at the pleasure of the shareholder executing it by communicating such revocation, in writing, to the Secretary of the Corporation in California.

## Section 7.

Voting at Meetings: If a quorum exists, action on a matter (other than the election of directors) is approved if the votes cast favoring the action exceed the votes cast opposing the action. Officers shall be elected by State Delegates. Unless otherwise provided by law or in the Corporation's Articles of Incorporation, and subject to other provisions of these Bylaws, each officer shall be entitled to one vote on each matter, in person or by proxy, for each share of the Corporation's capital stock that has voting power and that is held by such officers. Voting need not be by written ballot.

## Section 8.

List of Shareholders: The officer of the Corporation who has charge of the stock ledger of the Corporation shall prepare and make, at least ten days before any meeting of officers, a complete list of the shareholders entitled to vote at the meeting, arranged alphabetically, and showing the number of shares held by each shareholder. The list shall be open to the examination of any shareholder for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days before the meeting, either at a place in the city where the meeting is to be held, which place must be specified in the notice of the meeting, or at the place where the meeting is to be held. The list shall also be produced and kept available at the time and place of the meeting, for the entire duration of the meeting, and may be inspected by any shareholder present at the meeting.

## Section 9.

Consent in Lieu of Meetings: Any action required to be taken or which may be taken at any meeting of shareholders, whether annual or special, may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shareholders entitled to vote were present and voted. The action must be evidenced by one or more written consents, describing the action taken, signed and dated by the shareholders entitled to take action without a meeting, and delivered to the Corporation at its registered office or to the Secretary having charge of the Corporation's minute book. No consent shall be effective to take the corporate action referred to in the consent unless the number of consents required to act are delivered to the Corporation or to the officer having charge of its minute book within thirty days of the delivery of the earliest-dated consent. Prompt notice of the taking of the corporate action without a meeting by less than unanimous vote shall be given to those shareholders who have not consented in writing within 72 hours.

## Section 10.

Conference Call: One or more officers may participate in a meeting of officers by means of conference telephone, videoconferencing, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in this manner shall constitute presence in person at such meeting.

## Section 11.

Annual Statement: The State Delegates shall present at each annual meeting a full and complete statement of the business and affairs of the corporation for the preceding month.

# ARTICLE IV – DIRECTORS

## Section 1.

Powers of Directors: The business and affairs of B.L.A.C.C. Connect shall be managed by or under the direction of the State Delegates, which may exercise all such powers of B.L.A.C.C. Connect and do all lawful acts and things, subject to any limitations set forth in these Bylaws or the Articles of Incorporation for the corporation

## Section 2.

Number, Qualification and Election: The number of directors shall be set at ten (10). Each director shall be at least 18 years of age. The directors need not be residents of the state of incorporation. The officers shall be elected by the State Delegates at the annual meeting of shareholders. Each officer shall be elected for a term of 2 years, and until his or her successor shall be elected and shall qualify or until his or her earlier resignation or removal.

## Section 3.

Nomination of Directors: The State Delegate shall nominate candidates to stand for election as State Delegate; and other candidates may also be nominated by any officer of B.L.A.C.C. Connect, provided such nomination is submitted in writing to the Corporation's Secretary no later than 21 days (about 3 weeks) prior to the meeting of shareholders at which such directors are to be elected, together with the identity of the nominator and the number of shares of the stock of the Corporation owned by the nominator.

## Section 4.

Vacancies: Except as otherwise provided by law, any vacancy in the State Delegate occurring by reason of an increase in the authorized number of directors or by reason of the death, withdrawal, removal, disqualification, inability to act, or resignation of a director shall be filled by the majority of directors then in office. The

successor shall serve the unexpired portion of the term of his or her predecessor. Any State Delegate may resign at any time by giving written notice to the Board or the Secretary.

## Section 5.

### Meetings:

- Regular Meetings: Regular meetings of B.L.A.C.C. Connect shall be held at least 12 times per year without notice and at 7:00 PM in Los Angeles as determined by B.L.A.C.C. Connect.
- Special Meetings: Special meetings of B.L.A.C.C. Connect may be called by the State Delegate on two days' notice to each State Delegate, either personally or by telephone, express delivery service, email, or facsimile transmission, and on four days' notice by mail (effective upon deposit of such notice in the mail). The notice need not specify the purpose of a special meeting.

## Section 6.

Quorum and Voting at Meetings: A majority of the total number of authorized directors shall constitute a quorum for transaction of business. The act of a majority of directors presents at any meeting at which a quorum is present shall be the act of the Board of Directors, except as provided by law, the Articles of Incorporation, or these Bylaws. Each director present shall have one vote, irrespective of the number of shares of stock, if any, he or she may hold.

## Section 7.

Committees of Officers. The Officers, by resolution, may create one or more committees, each consisting of one or more officers. Each such committee shall serve at the pleasure of B.L.A.C.C. Connect. All provisions under the Statutes and these Bylaws relating to meetings, action without meetings, notice, and waiver of notice, quorum, and voting requirements of the Board of Directors shall apply to such committees and their members.

## Section 8.

Consent in Lieu of Meetings: Any action required or permitted to be taken at any meeting of B.L.A.C.C. Connect or of any committee thereof, may be taken without a meeting of all

members of State Delegate, as the case may be, consent thereto in writing, such writing or writings to be filed with the minutes or proceedings of B.L.A.C.C. Connect.

## Section 9.

Conference Call: One or more State Delegates may participate in meetings of the Board or a committee of the Board by any communication, including videoconference, by means of which all participating directors can simultaneously hear each other during the meeting. Participation in this manner shall constitute presence in person at such meeting.

## Section 10.

Compensation: The State Delegate shall have the authority to fix the compensation of Officer. A fixed sum and expenses of attendance may be allowed for attendance at each regular or special meetings of the Board. No such payment shall preclude any officer from serving B.L.A.C.C. Connect in any other capacity and receiving compensation therefore.

## Section 11.

Removal of Directors: Any officer or the entire officer may be removed, with or without cause, by the CEO (Chief Executive Officer), B.L.A.C.C. Corporation Board Member or State Delegate.

## ARTICLE V -- OFFICERS

### Section 1.

**Read B.L.A.C.C. Connect Business Plan Section 4**

### Section 2.

Compensation: The compensation of officers of the Corporation shall be fixed by the CEO.

# ARTICLE VI – CAPITAL STOCK

## Section 1.

Stock Certificates: The shares of the Corporation shall be represented by certificates, provided that the Board of Directors may provide by resolution that some or all of any or all classes or series of the stock of the Corporation shall be uncertificated shares. Notwithstanding the adoption of such a resolution by the Board of Directors, every holder of stock represented by certificates and, upon request, every holder of uncertificated shares, shall be entitled to have a certificate signed in the name of the Corporation, by the CEO, Chairperson, and by the Treasurer or Secretary. Any or all the signatures on the certificate may be by facsimile. The stock certificates of the Corporation shall be numbered and registered in the share ledger and transfer books of the Corporation as they are issued and shall bear the corporate seal.

## Section 2.

Lost Certificates: The Corporation may issue a new certificate of stock in place of any certificate theretofore issued and alleged to have been lost, stolen, or destroyed, and the Corporation may require the owner of the lost, stolen or destroyed certificate, or his or her legal representative, to make an affidavit of that fact, and the Corporation may require indemnity against any claim that may be made against the Corporation on account of the alleged loss, theft, or destruction of any such certificate or the issuance of such new certificate.

## Section 3.

Transfers: Transfers of shares shall be made on the books of the Corporation upon surrender and cancellation of the certificates therefore, endorsed by the person named in the certificate or by his or her legal representative. No transfer shall be made which is inconsistent with any provision of law, the Articles of Incorporation for the Corporation, or these Bylaws.

## Section 4.

Record Date: In order that the Corporation may determine the shareholders entitled to notice of or to vote at any meeting of shareholders, or any adjournment thereof, or to take action without a meeting, or to receive payment of any dividend or other distribution, or to exercise any rights in respect of any change, conversion, or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors and shall not be less than ten nor more than twenty days before the meeting or action requiring a determination of shareholders. If no record date is fixed by the Board of Directors:

- for determining shareholders entitled to notice of or to vote at a meeting, the record date shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held or other action taken;
- For determining shareholders entitled to consent to corporate action without a meeting, the record date shall be the day on which the first written consent is delivered to the Corporation in accordance with these Bylaws; and
- For determining shareholders for any other purpose, the record date shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

# ARTICLE VIII – GENERAL PROVISIONS

## Section 1.

Insurance and Indemnity: The Corporation may purchase and maintain insurance in a reasonable amount on behalf of any person who is or was a director, officer, agent, or employee of the Corporation against liability asserted against or incurred by such person in such capacity or arising from such person's status as such. Subject to applicable statute, any person made or threatened to be made a party to any action, suit, or proceeding, by reason of the fact that he or she, his or her testator or intestate representative, is or was a director, officer, agent, or employee of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with such an action, suit, or proceeding. Notwithstanding the foregoing, no indemnification shall be made by the Corporation of judgment or other final determination that establishes that the potential indemnitee's acts were committed in bad faith or were the result of active or deliberate fraud or dishonesty or clear and gross negligence.

## Section 2.

Corporate Records: Any shareholder of record, in person or by attorney or other agent, shall, upon written demand under oath stating the purpose thereof, have the right during the usual hours for business to inspect for any proper purpose the Corporation's stock ledger, a list of its shareholders, and its other books and records, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to such person's interest as a shareholder. In every instance in which an attorney or other agent shall be the person seeking the right to inspection, the demand under oath shall be accompanied by a power of attorney or such other writing authorizing the attorney or other agent to so act on behalf of the shareholder. The demand under oath shall be directed to the Corporation at its registered office or its principal place of business.

## Section 3.

Fiscal Year: The fiscal year of the Corporation shall be the calendar year.

## Section 4.

Seal: The corporate seal shall be in such form as the Board of Directors shall approve. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, or otherwise reproduced.

## Section 5.

Execution of Instruments: All contracts, checks, drafts, or demands for money and notes and other instruments or rights of any nature of the Corporation shall be signed by CEO, Chairperson, Treasurer and Secretary.

## Section 6.

Notice: Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof through the United States mail, or by email, or facsimile, charges prepaid, to his or her address appearing in the books of the Corporation or supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. If the notice is sent by facsimile, it shall be deemed to have been given at the date and time shown on a written confirmation of the transmission of such facsimile communication. If such notice is related to a meeting, the notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting of shareholders, the purpose of and general nature of the business to be transacted at such special meeting.

## Section 7.

Waiver of Notice: Whenever any written notice is required by law, or by the Articles of Incorporation or by these Bylaws, 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. Except in the case of a special meeting of shareholders, neither the business to be conducted at nor the purpose of the meeting need be specified in the waiver of notice of the meeting. Attendance of a person either in person or by proxy, at any meeting, shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened or called.

## Section 8.

Amendments: The State Delegates shall have the power to make, adopt, alter, amend, and repeal from time to time the Bylaws of B.L.A.C.C. Connect except that the adoption, amendment, or repeal of any Bylaw regulating the election of directors shall be subject to the vote of shareholders entitled to cast at least a majority of the votes which all officers are entitled to cast at any regular or special meeting of the shareholders, duly convened after notice to the shareholders of that purpose.

The foregoing Bylaws were adopted by the State Delegates of B.L.A.C.C. Connect on September 26, 2023.

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California State Delegate SIGNATURE

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Nevada State Delegate SIGNATURE

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Ohio State Delegate SIGNATURE

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Texas State Delegate SIGNATURE