BYLAWS

OF

CHOR, INC.

(a Delaware non-profit, non-stock corporation)

As Adopted on November 15, 2013, and most recently amended on

September 17, 2026[1]

ARTICLE I

NAME & PURPOSES

Section 1. Name. The name of the corporation is CHOR, INC. (the "Corporation").

Section 2. Purpose. The corporation is a nonprofit corporation and is organized and shall be operated exclusively for charitable and educational purposes and for lessening the burdens of government as described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time (the "Code"), including to support and promote public access to and continued availability of publications reporting on funded research by leveraging existing and emergent digital technology used by scholarly publishing organizations and others in the scholarly community.

ARTICLE II

MEMBERSHIP

Section 1. Members. There shall be three (3) classes of members as set forth below. The Interim Members, the Publisher Members, and the Affiliate Members shall be referred to as the "Voting Members" herein.

(a) Interim Members. The Interim Members shall be those persons serving as Directors from time to time during the Interim Phase of the Corporation as defined in Article III, Section 2(b). After the Interim Phase is terminated, the Interim Members shall no longer be Members and shall cease to exist as a class of Members.

(b) Publisher Members. The Publisher Members shall be any legal entity (whether at the parent or subsidiary level) (i) actively engaged in the business of publishing scholarly materials and/or professional materials and that has the ability to assign DOIs to its own content or data; (ii) that signs a membership agreement and participates in the CHOR, Inc. service; (iii) that is approved for membership by the Board, or the Executive Director

[1] Other amendment dates: September 10, 2014, December 18, 2014, February 27, 2015, June 25, 2015, April 13, 2017, August 1, 2018, May 23, 2019, March 15, 2024, November 15, 2024

if delegated by the Board[2]; and (iv) that otherwise meets any additional terms and conditions of membership set forth from time to time by the Board. Each Publisher Member shall designate one person (the "Member Delegate") in writing who represents the Publisher Member for purposes of notice, voting and otherwise acting on behalf of the Publisher Member. Such person may be changed from time to time upon written notice by the Member Delegate or the chief executive officer of the Publisher Member to the Executive Director or Secretary of the Corporation, and such change shall become effective upon receipt of notice by the Executive Director or Secretary (or a later date if specified in the notice).

(c) Affiliate Members. The Affiliate Members shall be any entity (i) participating in scholarly communications other than publishing; (ii) that otherwise meets the terms and conditions of affiliate membership set forth from time to time by the Board; (iii) that signs an affiliate membership agreement; and (iv) that is approved for Affiliate Membership by the Board, or the Executive Director if delegated by the Board. Each Affiliate Member shall designate a Member Delegate in writing who represents the Affiliate Member for purposes of notice, voting and otherwise acting on behalf of the Affiliate Member. Such person may be changed from time to time upon written notice by the Member Delegate or the chief executive officer of the Affiliate Member to the Executive Director or Secretary of the Corporation, and such change shall become effective upon receipt of notice by the Executive Director or Secretary (or a later date if specified in the notice).

Section 2. Membership Privileges & Fees. The rights, duties, privileges and requirements of Publisher Memberships and Affiliate Memberships shall be determined by the Board, and may be modified from time to time by the Board. Members shall be given notice of such changes in a manner determined by the Board. The Board may set and amend annual membership fees and other special fees and assessments for Publisher Members and Affiliate Members upon prior written notice of any such amendment, special fees or assessment. Any fees and assessments may be pro-rated for organizations that join mid-year. Any Publisher Member or Affiliate Member that objects to amended fees, special fees, or assessments may terminate its membership prior to the effective date, in which case such amended fees, special fees and assessments shall not be due with respect to such member.

Section 3. Effective Date of Membership. Membership for Publisher Members and Affiliates

[2] Delegation formally granted by the Board by resolution on September 10, 2014.

Members shall become effective upon the counter-execution of a membership agreement by CHOR.

Section 4. Suspension; Removal; Resignation.

(a) The Board, or the Executive Director, if delegated by the Board may remove or suspend any Publisher Member or Affiliate Member for failure to timely pay annual or other dues, until such time as such dues are paid. The Board may elect to remove or suspend any Publisher Member or Affiliate Member for failure to comply with the terms, conditions and/or qualifications of membership, as determined by the Board from time to time, including without limitation material violation of any provision of a membership agreement. The Board shall provide the Publisher Member or the Affiliate Member with advance written notice of its intention to so remove or suspend the organization, including due to changed membership qualifications which render the organization no longer qualified. Except in the event of non-payment of fees, the organization shall be given the opportunity to be heard in good faith by the Board prior to the effective date of the proposed removal or suspension.

(b) Any Publisher Member or Affiliate Member may resign or not renew its current membership upon written notice to the Executive Director or the Secretary of the Corporation. The resignation shall be effective as of the date set forth in the notice, and if no date is specified, upon receipt by the Secretary.

Section 5. Meetings. A meeting of the Voting Members will be held annually (the "Annual Meeting of the Members") for the election of Directors and the transaction of such other business as may properly come before the membership. Unless otherwise fixed by the Board, the Annual Meeting of the Members will take place immediately before the Annual Meeting of the Directors. At any time in the interval between annual meetings, a special meeting of the Members may be called by the Chair, the Secretary, or by any three (3) Directors upon notice to the Secretary. The Board may determine the location of any meeting, or that such meeting shall be held remotely.

Section 6. Notice. Written notice which states the place (within or without the State of Delaware), date, and time of a meeting, and the means of remote communication, if any, by which Voting Members may be deemed to be present in person and vote at such meeting, will be made by first class mail, facsimile, courier service, electronic mail (if consented by the Voting Member) or hand delivery and **will be given not less than thirty (30) nor more than sixty (60) days before the date of the meeting to each Voting Member**. Notice of meetings need not be

given to any Voting Member who submits a signed waiver of notice whether before or after the meeting, or who attends a meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 7. Action by Members.

(a) Quorum. At all meetings of the Voting Members, the number of Voting Members as of the Record Date (as defined in (e) below), that shall constitute a quorum are:

(i) if there are less 100 Voting Members, 1/3 of the Voting Members

(ii) if there are at least 100 but less than 250 Voting Members, 1/5 of the Voting Members; and

(iii) if there are 250 or more Voting Members, at least 50 Members.

(b) Voting. Each Member Delegate from a Voting Member in good standing present (in person, by remote communication, or by proxy) shall be entitled to one vote. Except as otherwise provided by law or by these Bylaws, the action of a majority of the Voting Members present at any meeting at which a quorum is present shall be the act of the Members.

(c) Election of Directors. The Election of Directors by the Voting Members shall be (i) by majority vote on a slate presented by the Directors or by a Nominating Committee created by the Board following approval by the Board or (ii) by plurality vote from among candidates presented by the Directors or by a Nominating Committee created by the Board following approval of the Board and any candidate proposed in writing (to the Secretary) by any group of twenty (20) or more Voting Members, provided such written nomination is accompanied by the consent of the nominee and delivered to the Secretary at least thirty (30) days prior to the Annual Meeting of the Members at which the candidacy will be voted upon. Election of Directors by the Voting Members shall be by ballot, unless otherwise determined by the Board. Such ballots may be submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Member Delegate (or a proxy holder).

(d) Proxies. Voting by proxy shall be permitted for Voting Members, but no proxy shall be voted on after three (3) years from its date, unless the proxy provides for a longer duration.

(e) Record Date. The record date for determining membership for purposes of notice and voting at a meeting shall be thirty (30) days before the date of such meeting.

(f) Action by Written Consent without a Meeting. Any action which may be taken at any meeting of the Members, may be taken without a meeting, if consents in writing, setting forth the action so taken, shall be signed by the Voting Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Voting Members having a right to vote thereon were present and voted. Sufficient consents must be received within sixty (60) days of the earliest consent received, and may be in electronic form, provided that any such electronic transmission sets forth or is delivered with information from which the Corporation can determine that is was transmitted by the Member Delegate (or a proxy holder) and the date of transmission. No Member consent given by electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and filed with the records of the Corporation.

Section 8. Adjournment. At any adjourned meeting for which a quorum is present at the original meeting, any business may be transacted which might have been transacted at the original meeting. Notice of any adjourned meeting shall be given.

Section 9. Records. Minutes shall be kept of each meeting of the Members and copies of such minutes or written consents of the Members shall be filed with the corporate records.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers and Duties. The business and affairs of the Corporation shall be managed by or under the direction of its Board, consistent with the purposes and limitations set forth in the Certificate of Incorporation.

Section 2. Number, Election, Term of Office, Vacancies, Removal, and Resignation.

(a) Number and Composition. The initial number of Directors shall be those persons named in the Certificate of Incorporation. The number of Directors that constitute the Board shall between twelve (12) and eighteen (18), and may be increased or decreased from time to time by the Board. No decrease in the number of Directors shall serve to diminish the term of any Director then in office. At all times, the majority of Directors shall be (i) representatives of (i.e., directors, officers, or employees) 501(c)(3) entities formed in the United States or non-profit entities formed outside the United States; and (ii) representatives of Publisher Members.

(b) Qualifications. For up to three (3) years following incorporation, the Corporation

shall be governed by the initial Directors or such persons elected by the existing Directors from time to time (the "Interim Phase"). Within three (3) years of incorporation, the Corporation, by vote of the Directors, shall terminate the Interim Phase, at which time, the Voting Members shall elect the Directors who shall thereafter consist of:

(i) Representatives of Publisher Members;

(ii) None, one or two persons who are representatives of Affiliate Members;

(iii) None or one person who is a representatives of a research funding agency;

(iv) The Executive Director, who shall be a non-voting member;

(v) None, one or two members at large whose expertise the Board determines would be beneficial to the Corporation.

As used in this paragraph (b) and paragraph (d) below, "representative" shall mean an officer, director or employee of an organization.

(c) Election. Other than the ex-officio Executive Director, the Directors shall be elected at the Annual Meeting of the Members.

(d) Term of Office. The ex-officio Executive Director shall serve so long as s/he remains in the office giving rise to the directorship. All other Directors shall serve as set forth in this Section. Directors may be elected for up to three (3) consecutive three (3)-year terms (and then must take at least one (1) year off before being re-elected). Directors shall be divided into three (3) classes so as to make the number of Directors and the number of Directors representing U.S. 501(c)(3) or non-US nonprofit organizations in each class as nearly equal as possible. No Publisher Member or Affiliate Member may be represented by more than one Director at any time. Each Director shall continue in office until his or her successor has been elected and qualified, or until his or her death, resignation or removal.

(e) Resignation. Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Corporation. Such resignation shall take effect at the time specified in such notice, or if no time is specified, at the time of its receipt by the Secretary. The acceptance of the resignation shall not be necessary to make it effective.

(f) Deemed Resignation

(i) Should any Director cease to be a director, officer, or employee of the Voting Member which he or she represented at the time of election, then such person shall immediately notify the Secretary and shall be deemed to have resigned from the Board at such time as such affiliation ceases, and his or her seat shall become

vacant.

(ii) A Director who fails to attend (in person or by remote communication) fifty percent (50%) of the scheduled board meetings over the course of six (6) months may be deemed by vote of the Board to have resigned, and his or her seat shall become vacant.

(iii) A Director who serves as a representative of a Publisher Member or Affiliate Member that has had stopped being a Publisher Member or Affiliate Member shall be deemed to have resigned on the date of such termination, and his or her seat shall become vacant.

(iv) A Director who serves as a representative of a Publisher Member or Affiliate Member that has its membership suspended for failure to pay its dues shall be deemed to have resigned as of the date of such suspension, and his or her seat shall become vacant.

(g) Removal. Any Director may be removed for cause by a vote of the (i) Voting Members or (ii) the Directors.

(h) Vacancies and Newly Created Directorships. Newly created directorships resulting from an increase in the authorized number of Directors and vacancies occurring in the Board for any cause, including any vacancy occurring by reason of the removal of any Director, may be filled by the vote of a majority of the Directors then in office, even if less than a quorum, or by a sole remaining Director. Unless otherwise provided in the resolution appointing the Director, each Director so elected will serve until the next Annual Meeting of the Members and such Director's successor is elected or appointed and qualified or until such Director's earlier death, resignation or removal. Any Director who fills a vacancy and therefor is a Director for less than a full three (3) year term, may be elected to serve as a Director for up to two (2) full consecutive three (3) year terms.

Section 3. Meetings. Regular or annual meetings of the Board ("Annual Meeting of the Directors") will be held at such times and places (within or without the State of Delaware) as may from time to time be fixed by the Board or as may be specified in the notice of a meeting. Special meetings of the Board may be held at any time upon the call of the Chair, Secretary or any three (3) Directors upon written demand.

Alternate Representatives. While Board member attendance is generally expected, in exceptional circumstances when that is not possible, a Director may send an Alternate Representative. An Alternate Representative shall be named by each Director at the start of their term on the Board;

each Director's named Alternate Representative may be modified at any time upon written notice by that Director (email acceptable). Alternate Representatives do not count toward the Board meeting quorum requirement and are not entitled to exercise the vote of the Director for whom they are serving as Alternate Representative. An absent Director may not vote via proxy.

Section 4. Notice. Notice need not be given of regular meetings of the Board if the time and place of such meetings are fixed by the Board. **Notice of each special meeting of the Board must be given to each Director not less than two (2) days before such meeting.** Notice may be in writing by facsimile, courier service, electronic mail, by hand delivery or by telephone. Notice need not be given to a Director who submits a signed waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or after its commencement, the lack of notice to him or her.

Section 5. Participation or Meeting by Remote Communication. Any member of the Board (or a committee thereof) may participate in any meeting by means of a conference telephone or similar device by which all persons can hear all other persons participating in the meeting at the same time. The Board may also determine that any annual, special or regular meeting shall not be held at any place, but may instead be held solely by means of remote communication.

Section 6. Action of the Board.

(a) Quorum. Except as otherwise provided in these Bylaws, at all meetings of the Board, a majority of all Directors then in office shall constitute a quorum for the transaction of business. A Director who is required to recuse himself or herself from voting on a matter under either law or any conflict of interest policy adopted by the Corporation shall nevertheless be counted for purposes of determining the presence of a quorum.

(b) Voting. Except as set forth in these Bylaws, each Director shall have one vote. Directors may **not** vote by proxy.

(c) Majority Action. The action of a majority of the Directors present (whether in person or by remote communication) at any meeting at which a quorum is present shall be the act of the Board, except as otherwise provided by these Bylaws or required by applicable law.

(d) Action by Written Consent without a Meeting. Any action required or permitted to be taken by the Board or a committee thereof may be taken **if all members of the Board or such committee consent to such action in writing** (including electronic mail), and the writings are filed with the minutes of proceedings of the Board or such

committee.

Section 7. Adjournment. At any meeting of the Board, whether or not a quorum is present, a majority of the Directors present may adjourn the meeting to another time and place. Notice of such future meeting shall be given to the absent members, but may be given upon shorter notice than required under Section 4. At any such meeting following such adjournment at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 8. Compensation. Directors shall serve without compensation from the Corporation for their services as Directors; provided, however, Directors may be reimbursed for reasonable, actual out-of-pocket expenses incurred in order to fulfill their duties as Directors. Nothing herein shall in any way limit reasonable reimbursement of or payment by the Corporation for services provided to the Corporation (i) by a Director in any capacity separate from his or her responsibilities as a Director, and/or (ii) by any organization with which a Director is affiliated, provided that in the case of (i) or (ii), there is full, prior disclosure of the interest and compensation is approved by disinterested Directors, consistent with procedures set forth in any conflict of interest policy adopted by the Board.

ARTICLE IV

COMMITTEES

Section 1. Board Committees. The Board shall have the power to designate from time to time committees of the Board, including an Executive Committee, and to delegate to such committee(s) such powers as, in the discretion of the Board and consistent with applicable law, are necessary and desirable. However, no committee shall have the authority to:

(a) Amend the Certificate of Incorporation or these Bylaws;

(b) Approve, adopt or recommend to the Members, any action or matter (other than the election of removal of Directors) expressly required under DGCL[3] to be submitted to the Members for approval (e.g., an agreement of merger or consolidation; a sale, lease or exchange of all or substantially all of the Corporation's assets; or a dissolution of the Corporation);

(c) Amend or repeal any resolution of the Board which by its terms shall not be so amendable or repealable.

Each committee shall be appointed (and any member may be removed with or without cause) by

[3] As used in in these Bylaws, DGCL shall mean Delaware General Corporation Law.

the Board and shall consist of one or more Directors. Unless otherwise specified by the Board, at each meeting of a committee, a majority of the members of the committee shall constitute a quorum and the vote of a majority of the members present at any meeting at which there is a quorum shall be the act of the committee. Each committee shall keep minutes of its proceedings, and actions taken by a committee shall be reported to the Board at its next meeting.

Section 2. Advisory Committees and Working Groups. The Board shall have the authority to create Advisory Committees and Working Groups to provide guidance or recommendations to the Board or the Corporation on specific issues or endeavors from time to time as it deems appropriate. Such committees shall have only the duties specifically delegated to them by the Board; provided, however, no Advisory Committee or Working Group will have or purport to exercise any powers of the Board nor will any Advisory Committee or Working Group have the power to bind the Corporation contractually or to authorize the seal of the Corporation to be put on any papers. Advisory Committees and Working Groups and each member thereof will serve at the pleasure of the Board and may be removed at any time with or without cause.

ARTICLE V

OFFICERS; EMPLOYEES; AND AGENTS

Section 1. Officers. The officers of the Corporation (the "Officers") may consist of a Chair, a Secretary, a Treasurer, an Executive Director and such other officers with such titles as the Board may determine, of which the Chair and Treasurer must be Directors and all of whom shall be chosen by and serve at the pleasure of the Board. All Officers will be subject to the supervision and direction of the Board. The CHORUS Officers will also be known as the CHORUS Executive Committee

Section 2. Term of Office. Each Officer of the Corporation shall serve for a one (1) year term and until his or her successor has been appointed and qualified, unless of earlier resignation or removal, including his/her resignation or removal as a Director, except for the Executive Director who shall serve until resignation or termination by the Board. An Officer may serve any number of successive terms. One person may hold, and perform the duties of, more than one office, but may not sign or approve on behalf of two offices any document or transaction which requires the approval of two officers.

Section 3. Resignations and Removals. Any Officer may resign at any time by giving written notice of such resignation to the Chair or Secretary of the Corporation. Any Officer may be removed, with or without cause, by a vote of a Directors.

Section 4. Vacancies. Any vacancy in any office arising at any time from any cause may be filled in the manner prescribed in these Bylaws for regular appointment to such office.

Section 5. Chair: Powers and Duties. The Chair shall preside at all meetings of the Board. The Chair shall have and exercise general charge and supervision of the affairs of the Corporation, subject to the control of the Board. The Chair shall perform such other duties as may be assigned by the Board.

Section 6. Secretary: Powers and Duties. The Secretary shall act as the secretary at each meeting of the Board. In absence of the Secretary, the presiding officer will appoint a secretary of the meeting. In addition, the Secretary will: (i) record and keep the minutes of all meetings of the Board in the books to be kept for that purpose; (ii) see that notices and reports are duly given or filed in accordance with these Bylaws or as required by law; (iii) be the custodian of the records (other than financial) and have charge of the seal of the Corporation (if one exists) and see that it is used on all papers or documents as is required by law or duly authorized in accordance with these Bylaws; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as the Board may from time to time assign to the Secretary.

Section 7. Treasurer: Powers and Duties. The Treasurer shall: (i) have charge and custody of, and be responsible for, all funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such depositories as will be designated by the Board; (ii) exhibit at all reasonable times the Corporation's books of accounts and records of the Corporation upon request during business hours at the office of the Corporation where the books are kept; (iii) render a statement of the condition of the finances of the Corporation at the Annual Meeting of the Directors and the Annual Meeting of the Members; and (iv) in general, perform all such duties incident to the office of Treasurer, and such other duties as the Board may from time to time require. The Treasurer shall give such security for the faithful performance of the Treasurer's duties as the Board may require.

Section 8. Executive Director. The Executive Director shall be charged with the administrative and executive management of the affairs of the Corporation and such other powers and the performance of such other duties as the Board may delegate, subject to oversight by the Board. The Executive Director of the Corporation shall be an ex-officio, non-voting member of the Board.

Section 9. Staff.

(a) Personnel. From time to time, the Executive Director may employ such other staff personnel with such titles as he or she determines according to available

administrative funds and the needs and budget of the Corporation.

(b) Compensation of Staff. The Board, or any committee, will establish reasonable compensation and benefits for the Executive Director. The Executive Director will not participate in the discussions or deliberations of his or her compensation. The Executive Director may from time to time establish the rate of compensation and benefits for the staff personnel of the Corporation consistent with any budget of the Corporation approved by the Board.

ARTICLE VI

CONTRACTS, LOANS, CHECKS, BANK ACCOUNTS, AND INVESTMENTS

Section 1. Contracts. The Board may authorize any Officer or agent to enter into any contract or to execute and deliver any instrument (including evidences of indebtedness) in the name of and on behalf of the Corporation. Such authorization may be general or confined to specific instances.

Section 2. Banks; Checks. The Board shall from time to time and as necessary select such banks or depositories as it shall deem proper for the funds of the Corporation. The Board shall determine by resolution who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money.

Section 3. Investments. The funds of the Corporation may be retained in whole or in part in cash, or may be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, but only as the Board may deem desirable.

ARTICLE VII

INDEMNIFICATION

Section 1. In General. The Corporation shall indemnify any Officer or Director of the Corporation, and each such person serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (hereinafter all referred to more generally as "directors, officers and appointees"), 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, whether or not brought by or in the right of the Corporation, in a manner and to the fullest extent now or hereafter permitted by the DGCL, upon determination having been made as to such person's good faith and conduct as is required by the DGCL.

Section 2. Applicability. Every reference in this Article VII to "directors, officers and appointees" of the Corporation shall include every "director, officer or appointee" thereof or former "director, officer or appointee" thereof. The right of indemnification herein provided for shall be in addition to any and all rights to which any "director, officer or appointee" of the Corporation otherwise might be entitled, and the provisions hereof shall neither impair nor adversely affect such rights.

Section 3. Other Parties. In addition to the indemnification obligations set forth in Section 1 and 2 of this Article VII, the Corporation, by vote of the Board, may indemnify employees and agents of the Corporation in a manner and to the fullest extent now or hereafter permitted by the DGCL, upon determination having been made as to such person's good faith and conduct as is required by the DGCL.

Section 4. Advancement of Expenses. The Corporation, by vote of the Board, may provide advancement of expenses to any indemnified party, provided that the payment of expenses will be made only upon delivery to the Corporation of an undertaking, by or on behalf of the party, to repay all amounts so advanced if it is ultimately determined that the person is not entitled to be indemnified.

Section 5. No Payments Resulting in Excise Taxes. Notwithstanding any other provision of this Article, no indemnification or other payment shall be made under this Article which would constitute an excess benefit transaction under the Code or is otherwise prohibited under the Code.

Section 6. Insurance. The Corporation shall purchase and maintain insurance to indemnify the Corporation and the "directors, officers and appointees" or other employees and agents as permitted by law.

ARTICLE VIII

MISCELLANEOUS

Section 1. Records The Corporation shall keep correct and complete books and records of the accounts of the activities of the Corporation, including a minute book which shall contain the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Members, Directors and committees and written consents.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 3. Seal. The Board may, at its pleasure, obtain a seal for the Corporation, which may be in whatever form is desired by the Board.

Section 4. Offices. The Corporation may have its principal office and any other offices in such place(s) as the Board may from time to time determine either within or without the State of Delaware.

Section 5. Electronic Communication. Unless otherwise set forth in these Bylaws or DGCL, any writing required or permitted hereunder may be in electronic form.

ARTICLE IX

CONFLICT OF INTEREST

The Corporation shall adopt a conflict of interest policy regarding transactions between the Corporation on the one hand, and Directors, Officers and/or staff on the other hand.

ARTICLE X

AMENDMENTS

Section 1. Certificate of Incorporation. Subject to Section 242(b) of the DGCL, the Board may amend the Certificate of Incorporation by vote of the majority of the Directors then in office or by unanimous written consent.

Section 2. Bylaws. The Directors shall have the power to make, alter, amend and repeal the Bylaws at a meeting of Directors by regular vote or by unanimous written consent. The Voting Members shall have the power to make, alter, amend or repeal the Bylaws at a meeting of the Members by a vote of seventy-five percent (75%) of the existing Members or by unanimous written consent; provided further than any such amendment approved by the Voting Members which affects the rights and privileges of the Publisher Members under these Bylaws (including, without limitation, the right to have representatives serve as the majority of Directors), must be approved by at least the majority of the existing Publisher Members.

Section 3. Limitations on Amendments. No amendment of the Certificate of Incorporation or these Bylaws shall be taken that would adversely affect the qualification of the Corporation as an organization described in Section 501(c)(3) of the Code. Any amendment to Article I, Section 2, (Purposes) shall be consistent with the purposes set forth in the Certificate of Incorporation.