

SHEARMAN & STERLING LLP

599 LEXINGTON AVENUE | NEW YORK | NY | 10022-6069
WWW.SHEARMAN.COM | T +1.212.848.4000 | F +1.212.848.7179

April 22, 2019

New York State Office of the Attorney General
Charities Bureau
Transactions Section
28 Liberty Street
New York, NY 10005

Re: Amendment to the Certificate of Incorporation of The Light Millennium, Inc.
("Certificate of Amendment")

Dear New York State Office of the Attorney General :

Enclosed please find a copy of (i) the Certificate of Amendment (attached to Board Minutes) and an affidavit from Bircan Ünver, the President of The Light Millennium, Inc. (the "**Organization**"), (ii) the By-laws (attached to Board Minutes) of the organization that were approved by the Board, (iii) a Certificate signed by the Secretary of the organization and (iv) Board Minutes approving the amendments to the Certificate of Incorporation and the amendments to the By-laws.

The Certificate of Amendment changes the name, address for service of process and the purposes of the Organization.

Upon review, please advise us whether any additional information is needed or whether the Certificate of Amendment is approved.

Thank you for your assistance with this matter.

Regards,



Emmanuel Bello

Enclosures

ABU DHABI | BEIJING | BRUSSELS | DUBAI | FRANKFURT | HONG KONG | LONDON | MENLO PARK | MILAN | NEW YORK
PARIS | ROME | SAN FRANCISCO | SÃO PAULO | SAUDI ARABIA* | SHANGHAI | SINGAPORE | TOKYO | TORONTO | WASHINGTON, DC

SHEARMAN & STERLING LLP IS A LIMITED LIABILITY PARTNERSHIP ORGANIZED IN THE UNITED STATES UNDER THE LAWS OF THE STATE OF DELAWARE, WHICH LAWS LIMIT THE PERSONAL LIABILITY OF PARTNERS.
*DR. SULTAN ALMASOUD & PARTNERS IN ASSOCIATION WITH SHEARMAN & STERLING LLP

**SECRETARY'S CERTIFICATE
OF
THE LIGHT MILLENNIUM, INC.**

The undersigned, duly appointed, qualified and acting Secretary of The Light Millennium (the "Organization") DOES HEREBY CERTIFY THAT:

- a) on October 15, 2016, the following Board Members, representing a quorum for the purposes of conducting a Meeting of the Board of Directors, did resolve by unanimous vote to approve the amendment of the Certificate of Incorporation attached hereto as Exhibit A, which among other things (i) amend the name of the Organization, (ii) expand the corporate purposes of the Organization and (iii) revise the address for service of process on the Organization:

1) Bircan Ünver	2) Hande Subaşilar, Ph.D
3) Mujgan Hedges	4) Isa Alemdag

*Prof Sultan Catto and H.E. Carlos Garcia were not present for the Meeting of the Board of Directors held on October 15, 2016 and thus did not cast a vote on this date.

- b) on November 30, 2017, the following Board Members, representing a quorum for the purposes of conducting a Meeting of the Board of Directors, did resolve by unanimous vote to approve (i) approve the amendment of the Certificate of Incorporation of the Organization ("Amendment") attached hereto as Exhibit B and (ii) the negotiation, preparation, execution, delivery and performance, as applicable, by the Organization of certificates, instruments, agreements or other documents deemed necessary or advisable for or in connection with the Amendment;

1) Bircan Ünver	2) Hande Subaşilar, Ph.D
3) Isa Alemdag	4) H.E. Carlos Garcia
5) Mujgan Hedges	6) Prof. Sultan Catto (<i>absent</i>)

- c) on November 26, 2018, the following Board Members, representing a quorum for the purposes of conducting a Meeting of the Board of Directors, did resolve by unanimous vote to approve (i) the amendment to the By-Laws of the Organization ("Amendment") attached hereto as Exhibit C and (ii) the negotiation, preparation, execution, delivery and performance, as applicable, by the Organization of certificates, instruments, agreements or other documents deemed necessary or advisable for or in connection with the Amendment;

7) Bircan Ünver	8) Hande Subaşilar, Ph.D
9) Prof. Sultan Catto	10) H.E. Carlos Garcia
11) Mujgan Hedges	12) Isa Alemdag

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has signed this certificate this 17th day of April, 2019.



Name: Hande Subaşılar, Ph.D

The undersigned hereby certifies on behalf of the Organization that Hande Subaşılar has been duly elected (or appointed) and is duly qualified as, and on this day is, Secretary of the Organization, and the signature above is her genuine signature.

IN WITNESS WHEREOF, the undersigned has signed this certificate this ____ day of April, 2019.



Name: Bircan Ünver, M.A.
Title: President and Chairperson of the Board

IN WITNESS WHEREOF, the undersigned has signed this certificate this 17th day of April, 2019.



Name: Hande Subaşılar, Ph.D

The undersigned hereby certifies on behalf of the Organization that Hande Subaşılar has been duly elected (or appointed) and is duly qualified as, and on this day is, Secretary of the Organization, and the signature above is her genuine signature.

IN WITNESS WHEREOF, the undersigned has signed this certificate this 17th day of April, 2019.



Name: Bircan Ünver, M.A.

Title: President and Chairperson of the Board

BOARD OF DIRECTORS

OF

THE LIGHT MILLENNIUM, INC.

MINUTES of Special
Meeting of the Board
of Directors of The Light
Millennium, Inc. held
on Saturday, Oct. 15, 2016 at
10:30 __ 11:00 a.m.

DIRECTORS PRESENT: Bircan Ünver, M.A., Hande Subaşilar, Ph. D., Mujgan
Hedges and Isa Alemdag

ABSENT Prof. Sultan Catto, H.E. Carlos Garcia

A Special Meeting of the Board of Directors (the "Board") of THE LIGHT MILLENNIUM, INC. (the "Corporation") was held on Saturday, October 15, 2016 at 10:30 a.m.. A proper notice of meeting was delivered to each member of the Board of Directors in advance of the meeting in accordance with Article III, Section 5 of the Bylaws of the Corporation and Board Resolution #2d passed on February 04, 2006.

Ms. Bircan Ünver, M.A., Chairperson of the Board of the Corporation, presided as chairperson of the meeting, and Ms. Hande Subaşilar, Ph. D., General Secretary of the Corporation, acted as secretary for the meeting.

Amendment to Certificate of Incorporation of the Corporation

WHEREAS, the Board of the Corporation has reviewed an amendment to the certificate of incorporation (the "Amendment") presented by the President of the Corporation, substantially similar to the form of which attached hereto as Annex A; and

WHEREAS, the Amendment will, among other things, amend the name of the Corporation, expand the corporate purposes of the Corporation and revise the address for service of process on the Corporation; and

WHEREAS, the Board deems it advisable and in the best interest of the Corporation to authorize: (i) the Amendment and (ii) the negotiation, preparation, execution, delivery and performance, as applicable, by the Corporation of certificates, instruments, agreements or other documents deemed necessary or advisable for or in connection with the Amendment; and

NOW THEREFORE BE IT RESOLVED, that the Corporation is authorized to amend its certificate of incorporation pursuant to the terms of the Amendment and commence and effectuate the Amendment, to execute and deliver or otherwise provide or file other agreements, certificates, assignments, consents, waivers, releases, notices, reports, receipts, documents and instruments in connection with effectuating the Amendment and to take all other actions

necessary or appropriate in connection therewith; and

FURTHER RESOLVED, that each of the Chief Executive Officer, President, Chief Legal Officer, Chief Financial Officer, any Vice President, the Secretary or any Assistant Secretary and the Treasurer or any Assistant Treasurer of the Corporation and any other person authorized by the Chief Executive Officer or President of the Corporation, in each case acting singly, is hereby delegated the full power and authority of the Board (each an "Authorized Officer" and together the "Authorized Officers") with respect to the Amendment; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, to pay any fees or expenses in connection with the Amendment, to prepare or cause to be prepared, to execute, to file or cause to be filed any documents, instruments, agreements, certificates, assignments, consents, waivers, releases, notices, reports, correspondence or receipts and to take such other actions as may be deemed necessary or appropriate by any such Authorized Officer, including but not limited to obtaining the requisite approvals, ratings, rulings or consents from any agency or firm whose approval, rating, ruling or consent is deemed necessary or appropriate by such Authorized Officer for the Amendment or in connection with effectuating the Amendment.

Adjournment

There being no further business to come before the meeting, the same, upon motion duly made, seconded and adopted, was adjourned at 11:00 a.m.



Hande Subaşilar, Ph. D. General Secretary

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
THE LIGHT MILLENNIUM, INC.**

**UNDER SECTION 803 OF
THE NOT-FOR-PROFIT
CORPORATION LAW**

FIRST: The name of the corporation is The Light Millennium, Inc. (the "Corporation").

SECOND: The Certificate of Incorporation was filed by the Department of State on July 17, 2001.

THIRD: The law the corporation was formed under is the Not-for-Profit Corporation Law of the State of New York.

FOURTH: The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

FIFTH: The Certificate of Incorporation is amended as follows:

All references in the Certificate of Incorporation of the word "Corporation", when used to refer to the Organization, shall hereinafter be substituted and replaced with the word "Organization" throughout the entirety of the Certificate of Incorporation.

Paragraph **FIRST** of the Certificate of Incorporation regarding the name of the Organization is hereby amended and restated in its entirety as follows:

"FIRST: The name of the corporation is **The Light Millennium – a Global Public Benefit Organization (the "Organization")**"

Paragraph SIXTH of the Certificate of Incorporation regarding the purposes of the Corporation is hereby amended and restated in its entirety as follows:

“SIXTH: The purposes of the Organization are as follows:

- 1) To promote the free expression of ideas through the Organization’s multi-media platforms and to advance public access to community media in all countries.
- 2) To promote the culture of peace, harmony and synergy among all nations through the Organization’s multi-media platforms and organized events by advocating for government accountability and transparency.
- 3) To promote girls-women’s and children’s rights by advocating for gender equality, quality education for all and access to schools, libraries, museums and any other educational or learning center.
- 4) To form, operate and provide secular educational opportunities for underprivileged children and youth, by enabling access to, including, but not limited to, schools, libraries, museums and any other public or private spaces throughout the world including any location where there is agreement and cooperation from the relevant governmental authorities to achieve such objectives.
- 5) To support and raise the funding necessary for the creation of the library and museum centered on Turkish culture in the United States.
- 6) To support scientific ideas, technological experiments, and ideas related to the cosmos through the Organization’s multi-media platforms, organized events, and/or through collaboration and partnerships.
- 7) To promote clean-renewable energy and other environmental programs and initiatives through the Organization’s multi-media platforms, organized events and/or through collaborations and partnerships.
- 8) To promote global awareness, encouragement and collaboration towards the design, development and implementation of a recycling program for any and all forms of commercial and consumer electronics by forming partnerships with local municipalities, cities, states, nations and/or other constituents from the private sector.
- 9) To promote the development and implementation of alternative and innovative means of affordable and accessible public transportation.
- 10) To support the formation of the United Nations Non-Governmental Organizations General Assembly (“UNNGOGA”) by forming partnerships and collaborating with various associated/affiliated non-governmental organizations recognized by the

United Nations.

- 11) To launch a global online membership campaign to encourage active involvement, participation and support for the Corporation's initiatives, activities and programs.
- 12) To embrace all ideas, belief systems, cultural and ethical values and traditions, by acting and operating as a secular, non-religious based entity.
- 13) To promote and support the United Nations' Charter, Universal Declaration of Human Rights, Declaration and Programme of Action on a Culture of Peace (UNGA Res 53/243), and various other related resolutions of the United Nations General Assembly, and "human development" centered and "environmental protection-sustainability" related programs through the Organization's association with the United Nations and their constituents.

The above purposes shall be construed as both objects and powers, and the enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this Organization."


Paragraph TWELFTH of the Certificate of Incorporation regarding the address for service of process of the Corporation is hereby amended and restated in its entirety as follows:

"TWELFTH: The Secretary of State is hereby designated as agent of the Organization upon whom process against the Organization may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Organization served upon it is: The Light Millennium — a Global Public Benefit Organization Attn: Ms. Bircan Unver, 31-64 Steinway Street, 2nd Floor, Astoria, NY, 11103."

SIXTH: The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the Corporation is: The Light Millennium -- a Global Public Benefit Organization Attn: Ms. Bircan Ünver, 31-64 Steinway Street, 2nd Floor, Astoria, NY, 11103.

SEVENTH: The certificate of amendment was authorized by a vote of a majority of the entire board of directors. The Corporation has no members.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed
by Bircan Ünver, its President-Founder, this 15th day of October 2016.

By 
Name: Bircan Ünver
Title: President-Founder

B.U.

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION OF
THE LIGHT MILLENNIUM, INC.**

Under Section 803 of the Not-for-Profit Corporation
Law

Filer's Name Bircean Ünver
Address 31-64 Steinway St. 2nd Fl.
City, State and Zip Code Astoria, NY, 11103

11/30/17

BOARD OF DIRECTORS	MINUTES of Special
OF	Meeting of the Board
THE LIGHT MILLENNIUM, INC.	of Directors of The Light Millennium, Inc. held
	on Thursday, November 30, 2017 at 3:00 — 4:00 p.m.
DIRECTORS PRESENT:	Bircan Ünver, M.A., Hande Subaşilar, Ph. D., H.E. Carlos Garcia, Mujgan Hedges and Isa Alemdag.
ABSENT	• Prof. Sultan Catto,

A Special Meeting of the Board of Directors (the "Board") of THE LIGHT MILLENNIUM, INC. (the "Corporation") was held on **Thursday, November 30, 2017 at 3:00 p.m.** A proper notice of meeting was delivered to each member of the Board of Directors in advance of the meeting in accordance with Article III, Section 5 of the Bylaws of the Corporation and Board Resolution #2d passed on February 04, 2006.

Ms. Bircan Ünver, M.A., Chairperson of the Board of the Corporation, presided as chairperson of the meeting, and Ms. Hande Subaşilar, Ph. D., General Secretary of the Corporation, acted as secretary for the meeting.

Amendments to Certificate of Incorporation of the Corporation and the By-Laws

WHEREAS, the Board of the Corporation has reviewed an amendment to the certificate of incorporation (the "Amendment") along with the amendment to the By-laws (the "Amended By-Laws", collectively with the Amendment, the "Amendments") presented by the President of the Corporation, substantially similar to the form of which attached hereto as Annex A; and

WHEREAS, the Amendment will, among other things, amend the name of the Corporation and revise the address for service of process on the Corporation; and

WHEREAS, the Amended By-Laws will, among other things amend the name of the Corporation and where applicable, reflect the amendment to Certificate of Incorporation of the Corporation; and

WHEREAS, the Board deems it advisable and in the best interest of the Corporation to authorize: (i) the Amendment and (ii) the negotiation, preparation, execution, delivery and performance, as applicable, by the Corporation of certificates, instruments, agreements or other documents deemed necessary or advisable for or in connection with the Amendments;

and

NOW THEREFORE BE IT RESOLVED, that the Corporation is authorized to amend its certificate of incorporation pursuant to the terms of the Amendment and commence and effectuate the Amendment, to execute and deliver or otherwise provide or file other agreements, certificates, assignments, consents, waivers, releases, notices, reports, receipts, documents and instruments in connection with effectuating the Amendment and to take all other actions necessary or appropriate in connection therewith; and

FURTHER RESOLVED, that each of the Chief Executive Officer, President, Chief Legal Officer, Chief Financial Officer, any Vice President, the Secretary or any Assistant Secretary and the Treasurer or any

Assistant Treasurer of the Corporation and any other person authorized by the Chief Executive Officer or President of the Corporation, in each case acting singly, is hereby delegated the full power and authority of the Board (each an "Authorized Officer" and together the "Authorized Officers") with respect to the Amendments; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, to pay any fees or expenses in connection with the Amendments to prepare or cause to be prepared, to execute, to file or cause to be filed any documents, instruments, agreements, certificates, assignments, consents, waivers, releases, notices, reports, correspondence or receipts and to take such other actions as may be deemed necessary or appropriate by any such Authorized Officer, including but not limited to obtaining the requisite approvals, ratings, rulings or consents from any agency or firm whose approval, rating, ruling or consent is deemed necessary or appropriate by such Authorized Officer for the Amendment or in connection with effectuating the Amendment.

Adjournment

There being no further business to come before the meeting, the same, upon motion duly made, seconded and adopted, was adjourned at 4:00p.m.



Hande Subaşilar, Ph. D. General Secretary

Amendment to Certificate of Incorporation

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
THE LIGHT MILLENNIUM, INC.**

**UNDER SECTION 803 OF
THE NOT-FOR-PROFIT
CORPORATION LAW**

FIRST: The name of the corporation is The Light Millennium, Inc. (the "Corporation").

SECOND: The Certificate of Incorporation was filed by the Department of State on July 17, 2001.

THIRD: The law the corporation was formed under is the Not-for-Profit Corporation Law of the State of New York.

FOURTH: The Corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

FIFTH: The Certificate of Incorporation is amended as follows:

All references in the Certificate of Incorporation of the word "Corporation", when used to refer to the Organization, shall hereinafter be substituted and replaced with the word "Organization" throughout the entirety of the Certificate of Incorporation.

Paragraph **FIRST** of the Certificate of Incorporation regarding the name of the Corporation is hereby amended and restated in its entirety as follows:

"FIRST: The name of the corporation is **THE LIGHT MILLENNIUM, INC. – A Charitable Global Human Advancement Organization (the "Organization")**"

Paragraph SIXTH of the Certificate of Incorporation regarding the purposes of the Corporation is hereby amended and restated in its entirety as follows:

“SIXTH: The purposes of the Organization are as follows:

- 1) To promote the free expression of ideas through the Organization’s multi-media platforms and to advance public access to community media in all countries.
- 2) To promote the culture of peace, harmony and synergy among all nations through the Organization’s multi-media platforms and organized events by advocating for government accountability and transparency.
- 3) To promote girls-women’s and children’s rights by advocating for gender equality, quality education for all and access to schools, libraries, museums and any other educational or learning center.
- 4) To form, operate and provide secular educational opportunities for underprivileged children and youth, by enabling access to, including, but not limited to, schools, libraries, museums and any other public or private spaces throughout the world including any location where there is agreement and cooperation from the relevant governmental authorities to achieve such objectives.
- 5) To support and raise the funding necessary for the creation of the library and museum centered on Turkish culture in the United States.
- 6) To support scientific ideas, technological experiments, and ideas related to the cosmos through the Organization’s multi-media platforms, organized events, and/or through collaboration and partnerships.
- 7) To promote clean-renewable energy and other environmental programs and initiatives through the Organization’s multi-media platforms, organized events and/or through collaborations and partnerships.
- 8) To promote global awareness, encouragement and collaboration towards the design, development and implementation of a recycling program for any and all forms of commercial and consumer electronics by forming partnerships with local municipalities, cities, states, nations and/or other constituents from the private sector.
- 9) To promote the development and implementation of alternative and innovative means of affordable and accessible public transportation.
- 10) To support the formation of the United Nations Non-Governmental Organizations General Assembly (“UNNGOGA”) by forming partnerships and collaborating with various associated/affiliated non-governmental organizations recognized by the

United Nations.

- 11) To launch a global online membership campaign to encourage active involvement, participation and support for the Organization's initiatives, activities and programs.
- 12) To embrace all ideas, belief systems, cultural and ethical values and traditions, by acting and operating as a secular, non-religious based entity.
- 13) To promote and support the United Nations' Charter, Universal Declaration of Human Rights, Declaration and Programme of Action on a Culture of Peace (UNGA Res 53/243), and various other related resolutions of the United Nations General Assembly, and "human development" centered and "environmental protection-sustainability" related programs through the Organization's association with the United Nations and their constituents.

The above purposes shall be construed as both objects and powers, and the enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this Organization."

Paragraph TWELFTH of the Certificate of Incorporation regarding the address for service of process of the Corporation is hereby amended and restated in its entirety as follows:

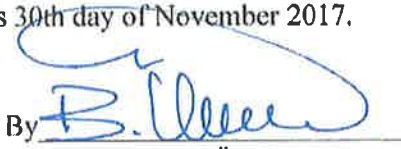
"TWELFTH: The Secretary of State is hereby designated as agent of the Organization upon whom process against the Organization may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Organization served upon it is: THE LIGHT MILLENNIUM, INC. — a Charitable Global Human Advancement Organization, Attn: Ms. Bircan Unver, 87-82 115th Street, Richmond Hill, NY, 11418."

SIXTH: The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the Corporation is: THE LIGHT MILLENNIUM, INC. — A Charitable Global Human Advancement Organization, Attn: Ms. Bircan Ünver, 87-82 115th Street, Richmond Hill, NY, 11418.

SEVENTH: The certificate of amendment was authorized by a vote of a majority of the entire board of directors. The Corporation has no members.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by Bircan Ünver, its President-Founder, this 30th day of November 2017.

By



Name: Bircan Ünver

Title: President-Founder

BOARD OF DIRECTORS

OF

THE LIGHT MILLENNIUM, INC.

MINUTES of Special
Meeting of the Board
of Directors of The Light
Millennium, Inc. held

on Monday, November 26, 2018 at
10:00 – 11:00 a.m.

DIRECTORS PRESENT:

Bircan Ünver, M.A., Hande Subaşilar, Ph. D.,
Prof. Sultan Catto, H.E. Carlos Garcia,
Mujgan Hedges and Isa Alemdag.

ABSENT

– | APPROVED by ALL

A Special Meeting of the Board of Directors (the “Board”) of THE LIGHT MILLENNIUM, INC. (the “Corporation”) was held on **Monday, November 26, 2018 at 10:00 a.m.** A proper notice of meeting was delivered to each member of the Board of Directors in advance of the meeting in accordance with Article III, Section 5 of the Bylaws of the Corporation and Board Resolution #2d passed on February 04, 2006.

Ms. Bircan Ünver, M.A., Chairperson of the Board of the Corporation, presided as chairperson of the meeting, and Ms. Hande Subaşilar, Ph. D., General Secretary of the Corporation, acted as secretary for the meeting.

Amendment (updating-and-strengthening) the By-Laws

WHEREAS, the Board of the Corporation has reviewed an amendment to the By-laws (the Amended By-Laws”, the “Amendment”) presented by the President to the Corporation, substantially similar to the form of which attached hereto as Annex A; and

WHEREAS, the Amended By-Laws will, among other things amend the name of the Corporation and where applicable, reflect the amendment to the Certificate of Incorporation of the Corporation; and

WHEREAS, the Board deems it advisable and in the best interest of the Corporation to authorize: (i) the Amendment and (ii) the negotiation, preparation, execution, delivery and performance, as applicable, by the Corporation of certificates, instruments, agreements or other documents deemed necessary or advisable for or in connection with the Amendment; and


NOW THEREFORE BE IT RESOLVED, that the Corporation is authorized to amend its By-laws pursuant to the terms of the Amendment and commence and effectuate the Amendment, to execute and deliver or otherwise provide or file other agreements, certificates, assignments, consents, waivers, releases, notices, reports, receipts, documents and instruments in connection with effectuating the Amendment and to take all other actions necessary or appropriate in connection therewith; and

FURTHER RESOLVED, that each of the Chief Executive Officer, President, Chief Legal Officer, Chief Financial Officer, any Vice President, the Secretary or any Assistant Secretary and the Treasurer or any Assistant Treasurer of the Corporation and any other person authorized by the Chief Executive Officer or President of the Corporation, in each case acting singly, is hereby delegated the full power and authority of the Board (each an "Authorized Officer" and together the "Authorized Officers") with respect to the Amendment; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, to pay any fees or expenses in connection with the Amendment, to prepare or cause to be prepared, to execute, to file or cause to be filed any documents, instruments, agreements, certificates, assignments, consents, waivers, releases, notices, reports, correspondence or receipts and to take such other actions as may be deemed necessary or appropriate by any such Authorized Officer, including but not limited to obtaining the requisite approvals, ratings, rulings or consents from any agency or firm whose approval, rating, ruling or consent is deemed necessary or appropriate by such Authorized Officer for the Amendment or in connection with effectuating the Amendment.

Adjournment

There being no further business to come before the meeting, the same, upon motion duly made, seconded and adopted, was adjourned at 11:00 a.m.



Hande Subaşilar, Ph. D. General Secretary

Annex A

Amendment to By-Laws

AMENDED AND RESTATED BYLAWS OF
THE LIGHT MILLENNIUM, INC.

ARTICLE I
ORGANIZATION

The name of this organization shall be The Light Millennium, Inc. – A Charitable Global Human Advancement Organization (the “Organization”)

ARTICLE II
MEMBERS

This Organization shall have no Members.

ARTICLE III
OFFICES

The principal office of the Organization shall be in the City of New York, in the State of New York. The territory in which the operations of the Organization will principally be conducted is the State of New York. The Organization may also have offices and/or branches at such other places, both domestically and internationally, as the Board of Directors may from time to time determine as desirable or necessary for the business, collaborative manner, approach, structure, or sister organizations of the Organization.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Powers and Duties. The Board shall have general power to control and manage the affairs and property of the Organization, shall have liability to contribute towards the purposes of the Organization (as described in the Certificate of Incorporation) and shall be willing to gather and build the necessary support to improve and sustain the Organization, subject to applicable law and in accordance with the purposes and limitations set forth in the Certificate of Incorporation and herein.

- (a) The Board may:
 - (i) Appoint and discharge advisors and consultants who have skills necessary or helpful to the Organization.
 - (ii) Employ and discharge persons for the furtherance of the purposes of the Organization.
 - (iii) Exercise all other powers necessary to manage the affairs and further the purposes of the Organization in conformity with the Certificate of Incorporation and these Bylaws, including without limitation, enter into partnership and/or collaborations with other institutions or organizations including governmental agencies/public-sector, educational institutions

and/or private-sector participants to further the purposes of the Organization.

- (iv) By resolution adopted by a majority of the entire Board, may designate from among its members an executive committee and other standing committees, each consisting of three or more Directors, and each of which, to the extent provided in the resolution, shall have all the authority of the Board of Directors, except that no such committee shall have authority as to the following matters:
 - A. The submission to members of any action requiring Board approval under this chapter;
 - B. The filling of vacancies in the Board or in any committee;
 - C. The amendment or repeal of the bylaws or the adoption of new bylaws; and
 - D. The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.
- (v) Designate one or more Directors as alternate members of any standing committee, who may replace any absent member or members at any meeting of such committee.
- (vi) Create such special committees as may be deemed desirable.
 - A. The co-chairs and members of such committees shall be appointed by the President of the Organization, with the consent of the Board.
 - B. Special committees shall have only the powers specifically delegated to them by the Board.
- (b) The Board shall:
 - (i) Direct the President and Treasurer of the Organization to present at the Annual Meeting of Directors a financial report, verified by the President and Treasurer or a majority of the Directors, or certified by an independent public accountant or certified public accountant or a firm of such accountants selected by the Board. If required by applicable law, this report shall be filed with the minutes of the Annual Meeting of the Board; and
 - (ii) Develop, maintain and, if possible, expand the Global Online Community (as herein defined).

- (iii) Vigorously engage in developing, maintaining and broadening an online community of contributing members (the “Global Online Community”, each member, a “Global Online Member”) as an integral part of the Organization’s development (see also Article VIII).

Section 2. Membership Dues. Elected Board Members shall pay an annual unrefundable fee of \$1,000.00 (“Board Dues”) due and payable on the annual month of such Member’s initial admittance or renewal, as applicable, to the Organization as a Member; provided that, in each case, upon approval of the Board, such dues will be payable in four equal installments, due on the first day of the first month of each calendar quarter. (subject to the provision for interim director dues)

Section 3. Interim Board Membership Dues. Elected Board Members shall pay an annual unrefundable fee of \$1,000.00 (“Board Dues”) due and payable on the earlier of (x) January 1st of each calendar year or (y) the date of such Member’s admittance or renewal, as applicable, to the Organization; provided that, in each case, upon approval of the Board, such dues will be payable in four equal installments, due on the first day of the first month of each calendar quarter.

Section 4. Number. The number of Directors constituting the entire Board shall be not less than three (3). Subject to such minimum, the number of Directors may be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the entire Board and no decrease shall shorten the term of any incumbent Director. The “entire Board” shall consist of the number of directors that were elected as of the most recently held election of directors.

Section 5. Election and Term of Office. The initial Directors shall be the persons named in the Certificate of Incorporation, initially filed on July 17, 2001 (as amended, restated or otherwise modified from time to time) with the Department of State of the State of New York, Division of Corporations, State Records & UCC, and shall serve until the first Annual Meeting of the Board. The Directors shall hold office for two (2) year terms; provided, however, that any Director elected to fill an unexpired term (whether resulting from the death, resignation or removal or created by an increase in the number of Directors) shall hold office until the next annual meeting at which the election of Directors is in the regular order of business and until his or her successor is elected or appointed and qualified. Directors may serve a maximum of two (2) consecutive terms and are eligible for reelection to the Board only after a two (2) year break from serving as a Director, provided that, no Director shall serve more than a total of four (4) terms or eight (8) years, except in the event that at the end of such Director’s tenure the required minimum of the Board Members would not be attained. In such circumstance, such Director may be granted special approval of the Board to extend such term past the permitted term limited until a new Director or Directors are elected. However such former Directors may contribute in a non-voting capacity during this period following the conclusion of their second consecutive term. To become a Director, a person shall (i) be nominated by a Director and such nomination shall be provided to the Secretary at least three (3) months (and in the case of a renewal, at least two (2) months) prior to the notice, for inclusion thereon, to members for election of Directors at the Annual Meeting of Directors or (ii) have completed and submitted a duly executed Board Member nomination form by the deadline set therein. Existing Board Members who wish to

renew their membership, subject to the limitations set forth in this Section, must submit a Board Membership renewal form no less than two months before the Annual Meeting of Directors. At anytime, the Board may resolve to lengthen or shorten the deadline to provide the Secretary with such nomination or membership renewal form.

Section 6. Qualification for Directors. Each Director shall

- (a) be at least 18 years of age;
- (b) possess certain language skills (including, but not limited to, knowledge and fluency in the English Language), training, education, skill and/or professional expertise necessary for developing the objectives of the Organizations, including without limitation, professional services (accounting, legal or tax) skills, internet and/or telecommunications technology and/or design related skills, e-design and programming, program development, research skills, marketing and sales skills, and production and broadcasting skills, writing/journalism, photography, multi-media based skills, grant writing-fundraising, business plan, product development and packaging skills, networking, social media, outreach/public relations and other skills that the organization may deem necessary, which may be reflected in a list to be updated prior to each Annual Meeting or new term election;
- (c) will sign a “Board Membership Agreement” that also will define the expertise, field or professional capacity that he or she possesses, and renew such form as appropriate with submission of the form to the Organization main email address: contact@lightmillennium.org;
- (d) commitment/willingness to contribute to the Organization and its purposes and goals which may be demonstrated through prior involvement with the Organization by serving as a “non-voting” member or as a supporter or volunteer of the organization on one or more committees of the Organization;
- (e) not be a director, board member, manager, partner, officer or otherwise hold a position within such organization or association of authority and/or discretion over the organization’s or association’s operations and/or affairs, of more than one organization or association with purposes substantially similar to those of the Organization, domiciled in the State of New York and whereby such corporation or association has obtained status from the Internal Revenue Service as a tax-exempt nonprofit organization, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended;
- (f) be employed at the same company or organization as a current Director; and
- (g) not be a spouse, parent, child, aunt, uncle or first cousin (“Family Member”) of a current Board Member or proposed nominee.

Section 7. Removal. Any Director may be removed at any time for cause by a vote of Directors then in office at a regular meeting or special meeting of the Board called for that purpose; provided that there is a quorum of not less than a majority present at such meeting;

provided further that at least two (2) weeks' notice of the proposed action shall have been given to the entire Board then in office. The following actions may constitute "cause": (i) missing two consecutive meetings unless such Director has submitted their opinion in writing or via electronic communication to the Board prior to such meeting, with respect to the related Board Meeting Agenda and a majority of the Directors has excused such Director from attendance or (ii) failing to undertake, collaborate on or deliver any project or initiative of the Organization in any measurable manner during a fiscal year.

Section 8. Resignation. Any Director may resign from the Board at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Organization or the President. Such resignation shall be reflected in the subsequent Board Meeting; provided that acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignation shall discharge any accrued obligation or duty of a Director, including the obligation to turn over to the Board any work product associated with the Organization.

Section 9. Vacancies and Newly Created Directorships. Any newly created Directorships and any vacancies on the Board arising at any time and from any cause may be filled by the Directors at a special meeting called for that purpose.

The Directors so elected shall serve until the next annual meeting at which the election of Directors is the regular order of business and his or her successor is elected or appointed or qualified. A vacancy in the Board shall be deemed to exist on the occurrence of any of the following:

- (a) The death, resignation or removal of any Director;
- (b) An increase in the authorized number of Directors by resolution of the Board; or
- (c) The failure of the Directors, at any annual or other meeting of Directors at which any one or more Directors are to be elected, to elect the full authorized number of Directors to be voted for at that meeting.

Section 10. Meetings. Meetings of the Board may be held (i) at any place as the Board may from time to time fix, (ii) on conference telephone, (iii) by video and audio conference and/or (iv) by and through similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. The Annual Meeting of the Board (also referred to herein as the "Annual Meeting of Directors") shall be held on the third (3rd) Friday or Saturday of the anniversary month of the first Annual Meeting of Directors, if not a legal holiday, and if a legal holiday, then on the next secular day following at 3:00 p.m. Other regular meetings of the Board shall be held no less than three (3) times during the year at a time and place fixed by the Board. Special meetings of the Board shall be held whenever called by the President of the Board, the Executive Director or any Director upon written demand of not less than three (3) Directors of the Board, in each case at such time and place as shall be fixed by the person or persons calling the meeting. Minutes of such meeting may be made available to the public through posting of such minutes on the Organization's website through dissemination of other materials.

Section 11. Notice of Meetings. Regular meetings may be held without notice of the time and place if such meetings are fixed by the Board. Notice of the time and place of the annual meeting, each regular meeting not fixed by the Board and each special meeting of the Board which notice shall, in the case of each annual and special meeting, be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken shall be (i) delivered to each Director by e-mail or facsimile at least five (5) days before the day on which the meeting is to be held; or (ii) mailed to each Director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary at least seven (7) days before the day on which the meeting is to be held) and, in each case, each Director shall respond to any notice within three (3) days following the date of receipt of such notice. To discuss matters requiring prompt action, notice of special meetings may be sent to each Director by electronic communication, facsimile, or telephone, or given personally, no less than forty-eight (48) hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight (48) hours. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Waivers of notice sent by email must be able to be reasonably determined to be sent by the Director. No notice need be given of any adjourned meeting.

Section 12. Quorum. Unless a greater proportion is required by law or the Certificate of Incorporation, in the case of an entire Board of fifteen Directors or less, the quorum shall be one-third of the entire number of Directors; and in the case of a Board of more than fifteen (15) Directors, the quorum shall be five (5) directors plus one additional Director for every ten (10) Directors (or fraction thereof) in excess of fifteen (15). If a quorum is present, the vote of the majority of the Directors present at the time of the vote shall be the act of the Board.

Section 13. Voting. Except as otherwise provided by law or these Bylaws (specifically as stated in Article IV, Section 16(b) and 16(c)), at any meeting of the Board at which a quorum is present, the affirmative vote of a majority of the Directors present at the time of the vote shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained. Any one or more Directors of the Board or any committee thereof may participate in a meeting of the Board or committee by means of telephone, video conference or similar communications equipment provided that all persons participating in the meeting can hear each other at the same time and can participate in all matters before the Board. Participation by such means shall constitute presence in person at a meeting shall require the affirmative vote of the entire Board. An alteration to these Bylaws or Certificate of Incorporation of the Organization that would increase the quorum requirement or vote requirement to greater than a majority of the Board present at the time of the vote shall require the affirmative vote of the entire Board.

Section 14. Action by the Board. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all Directors of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. If the consent is written, it must be signed by the director. If the consent is electronic it must be able to be reasonably determined to have been sent by the director. The resolution and the written consents thereto by the Directors of the Board or

committee shall be filed with the minutes of the proceedings of the Board or committee (which such resolutions and consents shall be made publicly available by posting such organization actions on the Organization's website).

Section 15. Adoption of the Bylaws. The bylaws may be adopted, amended or repealed by a unanimous vote of the Board at the time entitled to vote in the election of directors and, unless otherwise provided in the certificate of incorporation or the bylaws adopted by the Board. If any bylaw regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of the Board for the election of directors the bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

The proposed bylaws are to be circulated to the Members no later than fifteen (15) days prior to the meeting to adopt the bylaws. A majority of the votes cast of the Members at the meeting to adopt the bylaws shall be the act of the Members.

Section 16. Special Actions Requiring Vote of Members: The following Organization actions may not be taken without approval of the Members:

- (a) Unless the Organization's Certificate of Incorporation states otherwise, a plurality of the votes cast at a meeting of the Members is required for the election of the Directors of the Organization;
- (b) A unanimous vote cast at a meeting of the Members is required for (1) any amendment of the Certificate of Incorporation or changes in the Bylaws, (2) a petition for judicial dissolution, (3) disposition of all, or substantially all, of the assets of the Organization, (4) authorization of a plan of non-judicial dissolution, (5) revocation of a voluntary dissolution proceeding or (6) the purchase, sale, mortgage, leasing, exchange or other disposition of real property by the Organization; provided, however, a sale, lease exchange or other disposition of all or substantially all of the assets of the Organization must be authorized in accordance with statute and leave of the supreme court in the Judicial District or of the County Court of the county in which the Organization has its office or principal place of carrying out the purposes for which it was formed, shall also be required; or
- (c) A unanimous vote cast at a meeting of the Members is required for approval of a plan of merger.

Blank votes or abstentions shall not be counted in the number of votes cast.

Section 17. Compensation. No compensation of any kind shall be paid to any Director for the performance of his or her duties as Director. This shall in no way limit the reimbursement of reasonable and documented out-of-pocket expenses incurred in connection with Board service. Subject to any conflicts of interest policy adopted by the Organization and provided that there is full disclosure of the terms of such compensation and the arrangement has been determined to be fair and reasonable and approved by the Board, a Director may receive

payment for services provided to the Organization in any capacity separate from his or her responsibilities as a Director.

Section 18. Annual Report by Director. At the Annual Meeting of Directors, each shall present a report detailing, among other things, the project or programs that he or she has undertaken, the status of each and any support received.

ARTICLE V OFFICERS, EMPLOYEES AND AGENTS

Section 1. Number and Qualifications. The Officers of the Organization shall be a President, Vice President, a Secretary, and a Treasurer. One person may hold more than one office in the Organization except that no one person may hold the offices of President and Secretary. Officers may, but need not, be Directors of the Board. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity. The Organization may have such other officers, agents, and employees as shall be determined from time to time at any annual or special meeting of Directors, which officers, agents and employees shall be appointed by the Board.

Section 2. Election and Term of Office. The Officers of the Organization ("Officers") shall be elected for a two (2) year term at the Annual Meeting of the Board, and, subject to the provisions under Article 4, Section 5, each shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

Section 3. Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

Section 4. Removal. Any Officer, employee or agent of the Organization may be removed with or without cause by a vote of the majority of the Board. Any Officer may be removed from office by action taken at any regular or special meeting of Directors.

Section 5. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board at a special meeting called for such purpose.

Section 6. President: Powers and Duties. The President, or in his or her absence the Vice President, shall preside at all meetings of the Board, and shall perform the duties usually devolving upon a presiding officer; he or she shall see that all orders and resolutions of the Board of Directors are carried into effect.

The President shall have general supervision of the affairs of the Organization and shall keep the Board fully informed about the activities of the Organization. He or she has the power

to sign and execute alone in the name of the Organization all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature; provided that any contract for goods or services greater than \$3,000 shall require the countersignature of the Treasurer or Secretary to be effective and bind the Organization. The President shall perform all the duties usually incident to the office of the President and shall perform such other duties as from time to time may be assigned by the Board.

The President may have and use Executive power when the President deems it necessary, to apply for grants or obtain other similar project-based funding without prior Board approval.

Section 7. Vice President: Powers and Duties. A Vice President shall have such powers and duties as may be assigned to him or her by the Board. The Vice President, in the absence or disability of the President, may perform the duties and exercise the powers of the President and shall perform such other duties as may be imposed upon him by resolution passed at any annual or special meeting of the Directors.

Section 8. Secretary: Powers and Duties. The Secretary shall attend all meetings of Directors, recording all votes and the minutes of all proceedings in a book (whether in print or electronic format) to be kept for that purpose, and in advance of such meetings, assist the President in preparation for such meetings (where such preparation shall include the drafting of an agenda, minutes and assisting the President in the preparation of the Annual Report) and shall perform such other duties as may be imposed upon him or her by resolution passed at any annual or special meeting of the Directors.

He or she shall cause to be given notice of all meetings of Directors, and shall be responsible for the giving and serving of all notices of the Organization, and shall perform all the duties customarily incidental to the office of the Secretary, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned by the Board.

He or she, along with the President, shall have shared custody of the corporate records and shall keep in safe shared custody the seal of the Organization, and, when authorized by the Directors, shall affix it to any instrument requiring a seal.

Section 9. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Organization, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable documents of the Organization in the name and to the credit of the Organization in such banks or depositories as the Board may designate. At the annual meeting, he or she shall render a report of the Organization's accounts showing in appropriate detail: (a) the assets and liabilities of the Organization as of a twelve (12) month fiscal period terminating not more than six (6) months prior to the meeting; (b) the principal changes in assets and liabilities during that fiscal period; (c) the revenues or receipts of the Organization, both unrestricted and restricted to particular purposes during said fiscal period; and (d) the expenses or disbursements of the Organization, for both general and restricted purposes during said fiscal period. Such report shall be filed with the minutes of the Annual Meeting of the Board. The report to the Board may consist of a verified or certified copy of any report by the Organization to the Internal Revenue Service or the Attorney General of the State of New York which includes the information specified above. The

Treasurer shall, at all reasonable times, exhibit the Organization's books and accounts to any Officer or Director of the Organization, and whenever required by the Board, render a statement of the Organization's accounts and perform all duties incident to the position of Treasurer, subject to the control of the Board.

He/She shall disburse the funds of the Organization as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors whenever they may require it, an account of all his or her transactions as Treasurer. He or she shall, if required by the Directors of the Organization, give a bond in a sum and with one or more sureties satisfactory to the Board, conditioned upon the faithful performance of the duties of his or her office and for the restoration to the Organization in case of his or her death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Organization.

Section 10. Compensation. Any Officer who is not a Director but is an employee or agent of the Organization is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Organization as an employee or agent when authorized by a majority of the entire Board, and only when so authorized.

Section 11. Sureties and Bonds. In case the Board shall so require, any Officer or agent of the Organization shall execute for the Organization a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of his or her duties to the Organization and including responsibility for negligence and for the accounting for all property or funds of the Organization that may come into his or her hands.

ARTICLE VI COMMITTEES

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other standing committees. Committees of the Board shall have authority to bind the Organization. There may be committees of the Board, as follows:

- (a) Executive Committee. An Executive Committee which shall consist of at least three (3) Directors, one of whom shall be the President of the Organization, who shall also serve as chair of the Executive Committee. The other members of the Executive Committee shall be appointed by the President, subject to the approval of the Board. The Executive Committee shall have all the authority of the Board except as to the following matters:
 - (i) The submission to members of any action requiring Board approval under the New York Code - Not-For-Profit Corporation;
 - (ii) The filling of vacancies on the Board or on any committee;
 - (iii) The amendment or repeal of the Bylaws or the adoption of new Bylaws;

- (iv) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable; and
 - (v) The fixing of compensation of the Directors for serving on the Board or any committee.
- (b) Finance Committee. A Finance Committee which shall consist of at least two (2) Directors, one of whom shall be the Treasurer. The other members of the Finance shall be appointed by the President of the Board, subject to the approval of the Board. The Finance Committee shall advise the Treasurer and the Board in regard to the investments and general fiscal policy of the Organization.
- (c) Audit Committee. An Audit Committee comprised of at least two (2) Directors, each of whom is an independent Director. The members of the Audit Committee shall be appointed by the President of the Board, subject to the approval of the Board. The Committee will annually review or retain the independent auditor and upon completion of the audit review the results of the audit and any related management letter with the independent auditor. Unless formed prior to such occurrence, once the annual operational budget of the Organization reaches the threshold required by applicable law, such committee shall be formed.
- (d) Other Committees of the Board. The Board, by resolution adopted by a majority of the entire Board, may establish and appoint:
- (i) a committee of the Board, consisting of only one (1) Director and one (1) non-Director (each, a "Chairperson" and collectively, "Co-Chairs") ("Sub-Committee"); and
 - (ii) other committees of the Board, including, without limitation, certain trusteeship and patronage committees, consisting of at least two (2) Directors with such powers and duties as the Board may prescribe ("Committee"). The members of such committees shall be appointed by the President of the Board, subject to the approval of the Board.

ARTICLE VII

COMMITTEES OF THE ORGANIZATION

Section 1. Powers. The Board by resolution may appoint from time to time any number of persons as advisors of the Corporation to act either singly or as a committee or committees of the Corporation. Each advisor shall hold office at the pleasure of the Board and shall have only the authority or obligations as the Board may from time to time determine.

Section 2. No Compensation. No advisor to the Organization shall receive, directly or indirectly, any salary or compensation for any service rendered to the Organization as a member of a committee of the Organization, other than as agreed to by the Board and except that the Board may authorize reimbursement of expenditures reasonably and documented that are incurred in connection with activities on behalf of and for the benefit of the Organization.

ARTICLE VIII
GLOBAL ONLINE MEMBER

Section 1. Requirements to becoming a Global Online Member. Each Global Online Member shall;

- (a) have completed a registration form located on the Organizations website;
- (b) pay the initial membership fee indicated in the Global Online Member registration form and remit such fee to the Organization, as required, if such member intends to continue to be a Global Online Member, provided that after becoming a Global Online Member, the Board may waive such annual fee if such Global Online Member provides service or services, that is customarily compensable, to the Organization without compensation;
- (c) assist the Organization in growing its international network by, among other things, encouraging those in such Global Online Member's network to engage or join the Organization;
- (d) be willing to contribute to the Organization and its purposes and goals which may be demonstrated through actively participating as a supporter and/or volunteer of the organization;
- (e) adhere to the terms provided in the Global Online Membership policy; and
- (f) for the avoidance of doubt, not:
 - a. have voting capacity;
 - b. attend board meetings, unless specifically invited by the Board; and
 - c. have any liability arising from these By-laws.

Section 2. Termination. A Global Online Member may terminate their membership at anytime by notifying the Organization or by failing to remit or have waived the membership fee.

ARTICLE IX
CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 1. Checks, Notes and Contracts. The Board is authorized to select the banks or depositories it deems proper for the funds of the Organization and shall determine who shall be authorized on the Organization's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments.

Section 2. Investments. The funds of the Organization may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

ARTICLE X
BOOKS

There shall be kept at the office of the Organization correct books of account of the activities and transactions of the Organization including the minute book (which shall be made publicly available by posting, following the conclusion of each meeting, such minutes on the Organization's website), which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board.

ARTICLE XI
FISCAL YEAR

The fiscal year of the Organization ends on December 31.

ARTICLE XII
INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Organization may to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she or his or her testator was a Director, officer, employee or agent of the Organization, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

Section 2. Insurance. The Organization shall have the power to purchase and maintain all insurance policies deemed to be in the best interest of the Organization including insurance to indemnify the Organization for any obligation which it incurs as a result of its indemnification of Directors, Officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

ARTICLE XIII
AMENDMENTS

These Bylaws may be amended, altered, or repealed at any annual or special meeting of the Directors by unanimous vote of the entirety of the Directors, provided notice of intention to amend the bylaws shall have been contained in the notice of the meeting.

ARTICLE XIV
NON-DISCRIMINATION

In all of its dealings, neither the Organization nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity,

national origin, marital status, sexual preference, mental or physical disability or any category protected by state or federal law.

ARTICLE XV
REFERENCE TO CERTIFICATE OF INCORPORATION

References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these Bylaws. In the event of a conflict between the Certificate of Incorporation and these Bylaws, the Certificate of Incorporation shall govern.

ARTICLE XVI
SEAL

The seal of the Organization shall be circular in form and shall bear the name of the Organization and the words "New York 2001".

ARTICLE XVII
ELECTRONIC EXECUTION AND ELECTRONIC DOCUMENTS

The words "execute," "execution," "signed," "signature," "writing," "transmission" and words of like import in or related to these Bylaws and the transactions contemplated hereby (including without limitation notices, waivers and consents) shall be deemed to include electronic signatures, the electronic contract formations on electronic platforms approved by the Organization, or the keeping of records in electronic form, each of which shall be of the same legal effect, validity or enforceability as a manually executed signature or the use of a paper-based recordkeeping system, as the case may be, to the extent and as provided for in any applicable law.