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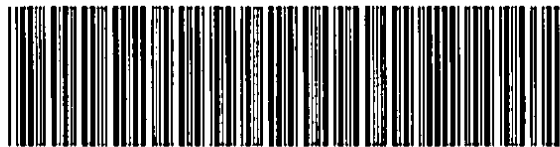
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Media Innovation Collaboratory

DOCUMENT NUMBER: N20000000696

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dr. Michelle Ferrier

(Name of Contact Person)

Media Innovation Collaboratory

(Firm/ Company)

1400 Village Square Boulevard, Suite 3-501
(Address)

Tallahassee, FL 32312

(City/ State and Zip Code)

report@troll-busters.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michelle Ferrier at 740 300-1595

(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

(Name of Corporation as currently filed with the Florida Dept. of State)

MEDIA INNOVATION COLLABORATORY

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ The new
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."
"Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

N/A

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P.= President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove		<u>Doug Mitchell</u>	
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove			

F. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Please see attached/enclosed REVISED articles of incorporation

The date of each amendment(s) adoption: December 15, 2020, if other than the date this document was signed.

Effective date if applicable: (no more than 90 days after amendment file date)

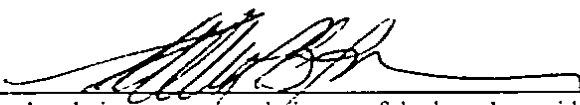
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 2/8/2020

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Michelle Ferrier

(Typed or printed name of person signing)

Executive Director

(Title of person signing)

BYLAWS

OF

THE MEDIA INNOVATION COLLABORATORY,
INCORPORATED

Adopted: December 15, 2020
(date)

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NOTE: The Oregon Nonprofit Corporation Act (ORS Chapter 65) both establishes and limits the powers and procedures available to nonprofit corporations. Where any questions arise about the meaning of these Bylaws, or where these Bylaws are silent on an issue, the Oregon Nonprofit Corporation Act should be consulted. If you would like assistance in updating, amending or interpreting these Bylaws, contact Center for Nonprofit Law.

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BYLAWS
OF
THE MEDIA INNOVATION COLLABORATORY, INCORPORATED

Except with respect to the Corporation's Articles of Incorporation, the provisions in these "Bylaws" control over provisions in any other document for managing and regulating the affairs of The Media Innovation Collaboratory, Incorporated (the "Corporation"). If a provision in these Bylaws is inconsistent with a provision in the Articles of Incorporation, the provision in the Articles of Incorporation shall supersede the provision in these Bylaws.

ARTICLE I. PURPOSE

Section 1. Purpose. The purposes of the Corporation are exclusively those allowed for organizations defined under §501(c)(3) of the Internal Revenue Code. Within these limits, the purposes of the Corporation include the following:

The Media Collaboratory, Incorporated fosters, sustains, and serves the values, principles and purposes of communication and journalism by, among other means, creating, connecting, collaborating, inspiring, developing, researching and educating people and organizations developing news, information and communication skills, services and tools for the new media ecosystem. The Corporation works with diverse, inclusive, and engaged individuals, communities, and organizations who are working to create a more equitable, just, inclusive and accurate tools and narratives and supports for the same.

ARTICLE II. NONVOTING MEMBERS/GENERAL MEMBERS

Section 1. Nonvoting Members. The Corporation may have nonvoting members at the discretion of the Board of Directors, who may pay dues or volunteer their time to support the organization. Nonvoting members may be referred to as "General Members."

The Board of Directors may establish categories of nonvoting membership and determine or alter any obligations and privileges of members in those categories by ordinary resolution. The nonvoting members will not have the power to vote on the election of Directors, or to participate in a binding vote on corporate matters.

ARTICLE III. NO VOTING MEMBERS

Section 1. No Voting Members. The Corporation will not have voting members who have the authority to vote in the election of the Board of Directors or any of the rights afforded to voting members pursuant to ORS 65.144.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board of Directors shall exercise, delegate, or otherwise authorize the exercise of all corporate powers and shall direct the management of the Corporation's affairs. Such management includes, but is not limited to the following: (a) establish the Corporation's policies and review and change them as necessary, (b) oversee its programs, (c) appoint or employ and supervise its staff director, (d) authorize its expenditures, (e) oversee its financial affairs, and (f) ensure the proper management and use of its assets and property. Whenever the Board of Directors delegates any of its authority or responsibility, the Board of Directors shall retain ultimate authority and responsibility over the matter delegated. The Board of Directors must also ensure that the Corporation: (a) properly employs the necessary corporate formalities to make its decisions, (b) prepares and submits all required state and federal reports, and (c) operates in compliance with relevant state and federal laws. Board Directors must diligently prepare for, attend, and participate in the meetings of the Board of Directors and any Board committees as needed, in order to carry out these tasks. The role of the Board of Directors does not include direct management or conduct of the daily operations of the Corporation.

Section 2. Records of Directors. The Secretary shall ensure that the Corporation maintains a current formal record of the names, contact information, and status of Directors. The contact information of Directors must be in the form of a street address, mailing address, or electronic address at which the Director elects to receive notices and other messages from the Corporation.

Section 3. Qualifications of Directors and Composition of the Board. Nominees for positions on the Board of Directors must have demonstrated a commitment to and understanding of the mission and purposes of the Corporation and must have expertise in areas relevant to the needs of the Corporation.

Section 4. Number of Directors. The Board of Directors must consist of no fewer than four (4) and no more than seventeen (17) Directors. The Board of Directors may create new positions on the Board of Directors by passing a resolution increasing the size of the Board, and then may elect new Directors at that same meeting or at a later time to

fill the newly created positions. Directors elected in this manner shall serve until the next regularly scheduled Annual Meeting.

Section 5. Terms of Directors. Directors will serve one (1) year terms which shall begin on the first of the month immediately following the annual election of Directors. However, unless they formally resign or are removed from office, Directors will remain in office until their successors are properly elected, designated, or appointed. There is no limit to the number of terms, successive or otherwise, a Director may serve.

Section 6. Selection of Directors.

(A) Nominations. Directors shall serve only until the next annual election of Directors, when initial Directors may be re-elected and any new Directors will be elected by the then current Board of Directors at an Annual Meeting held for that purpose. Nominations for new Board Directors may be made by the Board of Directors, by individual Directors, or by nonvoting members.

(B) Election Process. The election or re-election of a Director requires the affirmative vote of a majority of all the Directors in office. Each Director will have the right to vote only for as many persons as there are Director positions open on the Board of Directors at the time of the election. The vote must be by a secret ballot if any person so requests.

(C) Election Policy and Procedures. The Board of Directors may prepare and adopt by resolution, a formal written policy regarding the details of the Board election process, including requirements for the announcement of elections and the solicitations of nominations, the role of a nominating committee, and the schedule and procedures that must be used to hold elections.

(D) Annual Meeting. The election of Directors will take place at the Annual Meeting which will be held during the first (1st) quarter of the calendar year at an exact time and place set by the Board of Directors.

Section 7. Removal of Directors.

(A) Directors may be removed without cause by a two-thirds (2/3) majority vote of the entire Board of Directors, not including the Director to be removed, at a meeting held for that purpose.

(B) Directors may also be removed by a majority vote of the entire Board of Directors, not including the Director to be removed, for the following causes: (i) missing three (3) or more meetings of the Board of Directors in a year; (ii) failing to fulfill the duties of a Director; or (iii) intentional acts or omissions that a prudent person could reasonably have foreseen would seriously damage the reputation or interests of the Corporation.

(C) Whenever the removal of a Director will be considered at a meeting of the Board of Directors proper notice must be given in advance stating that the removal of a Director is to be considered. Removal of a Director by the Board of Directors may be considered at a regular or special meeting.

Section 8. Resignation of Directors. A Director may resign at any time. The resignation of a Director must be in writing and be delivered to the President or Secretary of the Corporation. Once delivered, a notice of resignation is irrevocable. If a Director resigns, and then subsequently desires to re-establish their position on the Board of Directors, the individual must be elected as if the individual had never been a Director.

Section 9. Filling Vacancies. The Board of Directors may, by a majority vote, elect new Directors to fill any vacancies on the Board of Directors. A Director elected to fill a vacancy will serve the remainder of the term normally associated with that position.

Section 10. Conduct of Directors. Directors must discharge their duty of loyalty and their duty of diligence in good faith with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the Director reasonably believes to be in the best interest of the Corporation.

Section 11. Quorum. At all meetings of the Board of Directors the presence or participation of a quorum, which is at least a majority of the number of Directors in office immediately before the meeting begins, is necessary to allow the transaction of corporate business or the making of corporate decisions.

Section 12. Decision-Making and Voting. All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each Director of the Board of Directors will have one (1) vote. At the request of any Director, the names will be recorded in the minutes of each Director who voted for, voted against, or abstained on a particular motion.

The Directors must diligently and conscientiously attempt to make decisions by consensus and give careful consideration to minority views. When a consensus apparently cannot be achieved, any Director may request that a vote be taken. The affirmative vote of at least a majority of all of the Directors participating in any properly called meeting at which a quorum is present, is necessary and sufficient to make a decision of the Board of Directors unless a greater proportion is required by law or by

these Bylaws. An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes required to pass a motion.

Section 13. No Proxy Voting. No proxy voting is allowed at any meeting of the Board of Directors or as part of reaching any decision of the Board.

Section 14. Telecommunication and Electronic Meetings. Meetings may be held by telephone, video conferencing, internet-based communication, or any other method, so long as all participating Directors can simultaneously hear and speak with each other. A Director participating in such a meeting is deemed present for purposes of a quorum.

Section 15. Decisions by Mail or Email.

(A) Voting by Mail. Any decision that the Board of Directors may make at a meeting may be made without a meeting if the decision is approved by the affirmative vote of all of the Directors of the Board. A clearly stated motion must be sent to all of the Directors on the Board by mail or fax, with clear instructions that this process requires one hundred percent (100%) of the Directors to vote "yes" for the motion to pass. Motions are adopted and effective on the date that all Directors in office have responded with an affirmative "yes" vote. If any Director votes "no," abstains, or fails to vote, then the motion fails to pass. A printed record of each Director's vote must be kept in the corporate records.

(B) Voting by Email. Voting by email may be authorized by the Board of Directors. Unless prohibited or limited by the Articles of Incorporation or these Bylaws, any action which may be taken at any annual, regular, or special meeting of the Board of Directors may be taken without a meeting by email if: (1) The Corporation has a record of all Directors email addresses; and (2) The Corporation maintains a copy of the announcement and record of the Director's votes in the corporate minutes.

The announcement shall be sent to each Director at the email address stored in the corporate records and shall include: (1) A description of the action to be taken; (2) A deadline to respond with a vote which may not be less than forty-eight (48) hours; (3) A statement that a Director may change their vote any time prior to the deadline; and (4) An effective date if the action is intended to be effective at a date which is later than the deadline date.

The affirmative vote of a majority of all Directors in office is an act of the Board of Directors if the action is taken pursuant to this section, unless a greater number of affirmative votes for the proposed action is required by law, the Articles of Incorporation, or these Bylaws.

Section 16. Meetings. The Board of Directors must meet at least four (4) times per year

and shall strive to do this by meeting at least once each quarter of the year. Robert's Rules of Order may be consulted for guidance but shall not be binding.

Section 17. Executive Session Meetings. The Board, by resolution, or the President, may at any time decide to go into an Executive Session meeting. Executive Session shall be used when the Board of Directors deems it is necessary to protect the confidentiality of the matters that will be considered there. Executive Session meetings may be attended only by Directors of the Board of Directors, and any guests the Board invites to join the meeting, which may include the Executive Director, other staff, or any other person the Board wishes to invite. A Director may only be excluded from any portion of Executive Session meetings in which matters will be considered that present a conflict of interest for that Director. Minutes shall be properly recorded but shall only be read or approved at a subsequent Executive Session if there is a need to continue to ensure the confidentiality of the matters contained in the minutes. The Secretary shall take care to record in the minutes only the motions passed and information essential to comply with the law in order to protect the confidential nature of Executive Sessions.

Section 18. Notice of Meetings.

(A) Notice must be given to every Director of the Board of every meeting of the Board of Directors, stating the date, time, and location of the meeting, and the purpose of the meeting if required by law or these Bylaws. The notice must be given not less than forty-eight (48) hours in advance of the meeting if delivered by telephone conversation or in person, and not less than seven (7) days in advance if delivered by first class mail, e-mail, or fax to an address provided by the individual Director.

(B) After the initial notice is given of the schedule for a series of regular meetings, which will occur at a fixed time and place, no further separate notice is required for each of those regular meetings. Notice must state the time, date, and location of the meetings and be delivered to all Directors on the Board of Directors. The Board of Directors may by resolution establish or change the dates of regularly scheduled meetings, with proper notice given to all Directors.

Section 19. Waiver of Notice. Any Director may waive the right to receive full advance notice of any meeting. Waivers of notice must be in writing, signed by the person entitled to notice, and must be delivered to the Secretary to be placed in the corporate records. Waivers may be signed before or after the meeting has taken place. The attendance of a Director at any meeting without specific objection to improper notice will constitute a waiver of the full notice of that meeting. To avoid a waiver of the right to receive notice when attending a meeting, a Director must either: (A) specifically object to holding the meeting at the beginning of the meeting if the Director's objection relates to the Corporation's failure to provide the required notice; or (B) specifically object to consideration of a particular matter at the meeting when the matter is

presented if the matter was not included in the meeting notice but was required to be so included by law, the Articles of Incorporation, or these Bylaws.

Section 20. Authority of Directors. The President shall be an official spokesperson for the Corporation and may represent the Corporation and its positions whenever appropriate. No Director of the Board of Directors other than the President may officially represent the positions of the Corporation or speak or make agreements on behalf of the Corporation without specific approval by the Board of Directors.

ARTICLE V. OFFICERS AND STAFF

Section 1. Officers. The Officers of the Corporation must carry out the policies and decisions of the Board of Directors as directed by the Board. The Officers must include a President, Secretary, and Treasurer. The Board of Directors may also elect one or more Vice Presidents, a Chairperson, and other Officers as desired. The same person may not hold any two of the offices of President, Secretary, or Treasurer at the same time, but the same person may hold any other two (2) or more offices. Officers must serve simultaneously as Directors on the Board of Directors.

Section 2. Election and Term of Office. The Officers of the Corporation will be elected by the Board of Directors. As soon as possible following the election of Directors, the Board of Directors will meet to elect new Officers of the Corporation. Officers will serve one (1) year terms. However, unless they formally resign or are removed from office, Officers will remain in office until their successors are properly elected, designated or appointed. There is no limit to the number of terms, successive or otherwise, an Officer may serve.

Section 3. Removal. Any Officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the interests of the Corporation would be best served by such removal. Removal will be without prejudice to the contract rights, if any, of the Officer so removed. The Officer being considered for removal has no vote in the process of removal. The removal of an individual as an Officer shall have no effect on the individual's status as a Director on the Board of Directors, unless the Board also removes the individual as a Director.

Section 4. Vacancies. If any office of the Corporation becomes vacant by death, resignation, retirement, removal, disqualification, or any other cause, the remaining Directors still in office, although less than a quorum, may elect any eligible individual to fill such a vacancy. The elected Officer will hold office for the remaining portion of the term of that office.

Section 5. President. The President is the principal Officer of the Corporation and will, in general, supervise or oversee the supervision of all of the affairs of the Corporation.

The President generally will preside at all meetings of the Board of Directors, unless the Board selects another person to preside. The President will also perform other duties as may be assigned by the Board of Directors. The President may serve as an ex-officio member of any committee.

Section 6. Vice President. If the Corporation has a Vice President, the Vice President will perform the duties of the President in the absence of the President or in the event of the President's inability to act. The Vice President, when acting as President, will have all the powers of and is subject to all the restrictions on the President. The Vice President will also perform other duties assigned by the Board of Directors. More than one Vice President position may be created, and duties clarified, in an ordinary resolution of the Board of Directors.

Section 7. Secretary. The Secretary will perform or oversee the performance of the following duties: (a) record and keep the minutes of the meetings of the Board of Directors and Board committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) keep a register of the contact information of each Director on the Board of Directors as provided by each individual Director; (e) ensure that all required state and federal reports are prepared and filed in a timely fashion; and (f) perform or oversee all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Secretary may delegate some or all of these tasks but remains responsible for their proper completion.

Section 8. Treasurer. The Treasurer will perform or oversee the performance of the following duties: (a) be responsible for the proper management and control of all funds of the Corporation; (b) prepare full and accurate financial records on a timely basis of all the income, expenses, and assets of the Corporation; (c) present reports on the financial affairs of the Corporation at least once each quarter at a meeting of the Board of Directors; and (d) provide financial information necessary to prepare and file the required reports to state and federal government agencies, showing the income, disbursements, and assets of the Corporation. The Treasurer may delegate some or all of these tasks but remains responsible for their proper completion.

Section 9. Chair. The Board of Directors may elect a Chair and determine his or her duties.

Section 10. Executive Director and Staff. The Board of Directors may appoint or employ an Executive Director or other staff, whether paid or unpaid, to perform and conduct the programs and activities of the Corporation. The Board of Directors shall evaluate the performance of the Executive Director on an annual basis. Unless the Board of Directors determines otherwise, the Executive Director will have the power, subject to the approval of the Board of Directors, to hire staff, establish staff duties and performance standards, evaluate the performance of staff, and when necessary terminate the employment of staff of the Corporation. The Executive Director shall receive notice of all meetings of the Board of Directors and Executive Committee meetings, and shall ordinarily attend all Board meetings, except when the Board goes into Executive Session to meet without the Executive Director present.

ARTICLE VI. COMMITTEES

Section 1. Establishment. The Board of Directors may establish any committee, including standing committees or temporary committees, by a resolution of the Board. Such resolutions must name the committee and the purpose of the committee. The establishment of an Executive Committee must be done in accordance with the procedures stated below.

Section 2. Executive Committee.

(A) The Board of Directors shall establish an Executive Committee of the Board to make decisions as deemed necessary between meetings of the full Board, and may delegate to the Executive Committee the power of the Board to authorize expenditures and amendments to budgets, set policies, and authorize programs or activities. The Executive Committee shall be established only by the affirmative vote of at least a majority of all Directors then in office. The Executive Committees must consist of the Officers and may contain up to two (2) other Directors on the Board of Directors. The Executive Committee shall not have any members who are not simultaneously Directors on the Board of Directors. The Board may place substantive restrictions or limits on the powers of the Executive Committee and may also require certain procedures for the Executive Committee to follow. The Executive Committee must make reasonable efforts to communicate with the full Board in advance regarding the issues and decisions that will be considered or voted on at Executive Committee meetings.

(B) The Executive Committee must comply with the provisions of these Bylaws concerning meetings and decisions of the full Board of Directors, including the

requirements for notice, quorum, voting and decision-making, the preparation and subsequent adoption of minutes of Executive Committee meetings, and the permanent storage of those minutes. All Executive Committee decisions must be recorded in official minutes, which must be provided to the full Board.

Section 3. Board Level Committees. In addition to the Executive Committee, the Board may establish other committees delegated with the power of the Board of Directors to accomplish specific tasks, including but not limited to: (a) making Board decisions, (b) authorizing expenditures, (c) adopting budgets, (d) setting policies, or (e) establishing programs. These types of committees are "Board Level Committees." Board Level Committees must consist of two (2) or more Directors of the Board of Directors and shall not have any members who are not simultaneously Directors on the Board of Directors. Such committees shall be established by resolution adopted by the Board at a properly called meeting and shall specifically state the authority of the Board being delegated to the committee.

Section 4. Non-Board Level Committees.

(A) The Board may establish any other working or advisory committee it deems appropriate. These are all "Non-Board Level Committees" which do not have the power to make Board level decisions, authorize expenditures, adopt budgets, set policy, or establish programs. Non-Board Level Committees shall be established by a resolution adopted by the Directors present at a properly called meeting. Any person may be a member of such a committee whether or not that person is a Director on the Board of Directors. Such committees may include a nominating committee, financial oversight committee, budget committee, personnel committee, and any number of working committees and advisory committees.

(B) Financial Oversight Committee. As soon as reasonably possible, the Board shall establish a Non-Board Level Committee responsible for financial oversight of the Corporation's income and expenses, which shall be named the Financial Oversight Committee. The committee must consist of two (2) or more persons, including at least one (1) person with some financial experience or experience with bookkeeping who is not the Corporation's check signer or bookkeeper. The committee shall be responsible for overseeing the Corporation's financial transactions and the implementation of the Corporation's financial policies. As part of its mission, the committee shall review on a monthly basis, or oversee a monthly review of, the Corporation's expenditures, financial transactions, bank statements, returned checks, and credit card statements. The committee shall report any questions or concerns about the Corporation's finances to the Board. The committee shall also make the necessary arrangements for and oversee the Corporation's annual audit or annual financial review.

Section 5. Committee Members. The Board shall appoint the members of committees,

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COLLABORATORY, INCORPORATED

or for committees other than the Executive Committee the Board may delegate this task to the President or the Committee Chair. The term of office of a member of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee.

Section 6. Committee Chairs. One member of each committee will be selected or appointed Committee Chair by the Board, or if the Board wishes, it may delegate that power to the President or to the members of the committee.

Section 7. Limitation on Powers. No committee may (a) elect, appoint, or remove any Officer, Director of the Board of Directors, or member of the Executive Committee; (b) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; (c) authorize the dissolution of the Corporation or revoke proceedings therefore; (d) amend, alter, or repeal the Articles of Incorporation, these Bylaws, or any resolution of the Board of Directors; or (e) authorize the payment of a dividend or any part of the income or profit of the Corporation to its Directors, Officers, or any other person or entity.

The Board of Directors shall always have the power to amend, alter, or repeal the decisions of committees, subject to limitations on the unilateral amending of contracts, interference with third party rights, and other legal limitations.

ARTICLE VII. MISCELLANEOUS PROVISIONS

Section 1. Compensation of Officers and Directors. No Officer or Director of the Board of Directors will receive any compensation for fulfilling the responsibilities of a Director of the Board or of an Officer as defined in these Bylaws. However, the Corporation may pay compensation to Officers and Directors of the Board of Directors for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Directors of the Board of Directors and their relatives who receive regular compensation from the Corporation must always constitute less than a majority of the Board. Officers and Directors of the Board of Directors may be given reimbursement for actual expenses incurred in the course of fulfilling their responsibilities, subject to Board approval.

Section 2. Conflict of Interest. The Board of Directors shall adopt a conflict of interest policy consistent with IRS regulations. A conflict of interest is always present whenever the Corporation pays money or other compensation, or provides any tangible benefits, to an Officer or Director of the Board of Directors or to a Director's or Officer's family member. All transactions involving conflicts of interest must be approved using the following procedures: (1) conflict of interest transactions must be approved by the full Board of Directors; they cannot be approved by the President, Executive Committee,

Executive Director, or other staff. (2) Directors and Officers who have a conflict of interest in any matter must (a) declare the existence of any direct or indirect conflict of interest, (b) disclose the details of the proposed transaction on the record, (c) abstain from voting on that matter, and (d) leave the room where the vote is to take place, until the votes have been counted. The minutes must record this to show that it was done. (3) The rest of the Board of Directors must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the Corporation and that no special benefits are being given to any person. The information relied upon by the Board of Directors, and its source, must be recorded in the minutes. (4) All conflict of interest transactions must be approved by the affirmative vote of a majority of all of the Directors of the Board of Directors who do not have a conflict of interest involved in that issue as long as no less than two (2) disinterested Directors vote to approve the transaction.

All Directors and Officers must sign a disclosure of all conflicts of interest and update it if that disclosure needs to be changed.

Section 3. Financial Controls. The Board of Directors shall adopt formal Board policies that provide a system of financial controls that are adequate to prevent the misuse, embezzlement, or theft of the Corporation's funds and assets and that would discover if those problems or crimes occurred. Those financial policies shall require that there must be three (3) separate levels of financial operations, and that those operations shall be performed by different people: (A) those with the authority to spend the Corporation's money; (B) those who are the bookkeeper(s) who record and track the income and expenditures; and (C) those who oversee the bookkeeping system and the expenditure of funds. This means that the persons who have authority to sign the Corporation's checks or use its credit cards shall not be allowed to also serve as the Corporation's bookkeeper(s); and that the Corporation's bookkeeper(s) shall not be given permission or authority to spend the Corporation's money, sign its checks, or use its credit cards.

Section 4. Annual Financial Assessment. The Board of Directors must require the performance of an annual audit, financial review, financial compilation, or financial assessment, which must involve the services of a trusted person with bookkeeping skills and knowledge, who does not do the bookkeeping for the Corporation or sign checks for the Corporation. This need not be a formal audit but must at least involve a sufficiently thorough review of the Corporation's financial records so that it would likely discover any misuse, embezzlement, or theft of the Corporation's funds or assets. The financial oversight committee described above shall select the person performing the annual financial assessment and shall ensure that the resulting report is presented to the entire Board of Directors.

Section 5. Tax Year. The tax year of the Corporation is the calendar year.

Section 6. Written Documents. Wherever these Bylaws require a written document, such document may be created, stored, or transmitted by electronic means in lieu of a physical, hard, or paper copy of the document. Notwithstanding the foregoing, the Corporation shall strive to store corporate documents as both electronic and physical documents whenever practicable.

Section 7. No Discrimination. In the delivery of its services to the public, the Corporation does not discriminate for or against any person on the basis of ethnicity, nationality, place of origin, religion, gender, sexual orientation, marital status, familial status, economic status, age, or mental or physical disability.

ARTICLE VIII. AMENDMENTS

Section 1. Amendment of the Articles of Incorporation and Bylaws. The Board of Directors may amend or restate the Articles of Incorporation or these Bylaws, and the affirmative vote of at least two-thirds (2/3) of the entire Board of Directors is necessary and sufficient to so amend. Proper written notice must be given in advance, including either a written copy or written summary of the proposed amendments.

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CERTIFICATE OF SECRETARY

I, the undersigned do hereby certify that the foregoing Bylaws constitute the Bylaws of The Media Innovation Collaboratory, Incorporated as duly adopted by the Board of Directors on the _____ day of _____, 20____.

Signed this ____ day of _____, 20____.

Secretary Signature_____

Printed Name_____