

Bylaws of MAsT International, Inc
Amended and restated as of November 11, 2020

ARTICLE I: OFFICES

Section 1. Registered Office. MAsT International, Inc. hereinafter referred to as “MAsT International,” “MAsT,” or “Masters And slaves Together,” shall at all times in accordance with state law maintained in the state of Delaware, a registered statutory agent.

Section 2. Other Offices. MAsT International may also have other business offices within or outside the state of Delaware, as the Board of Directors deem necessary.

ARTICLE II: NON-PROFIT PURPOSES

Section 1. Nature of Corporation. MAsT International shall be registered as a nonprofit corporation for the purpose of education and formed under the Delaware State Statute. MAsT International is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

- a. MAsT International is a legal entity, structured to provide education and other similar activities within the United States and international locations.
- b. The MAsT International Board of Directors has the authority to establish chapters and may set terms and conditions under which these chapters can be chartered. All chapters, while providing local education in accordance with the policies and purpose of MAsT, shall be established as separate legal entities.
- c. MAsT International, Inc. does not require local chartered chapters to report their financial status. The chapters’ money management is the chapters’ responsibility. All local chartered chapters are responsible for their own debts and obligations and shall be responsible to comply with all applicable laws of their country, state/province/territory, and locality.

Section 2. Primary Purposes.

- a. MAsT International is organized for the educational purposes set forth in its Certificate of Incorporation which is filed with the Secretary of State for the state of Delaware.
- b. The corporation provides education through its chartered chapters. The purpose of these chartered chapters is to provide a safe place to learn knowledge and skills and practice such topics as building mutually respectful relationships.
- c. MAsT International is fulfilling its purpose by supporting local MAsT Chapters, providing opportunities for learning and experiences through local MAsT Chapters, and fostering research that has the potential to benefit both the academic community and the Master/slave community.
- d. MAsT International does not and shall not discriminate on the basis of race, color, religion (creed), sex (gender assignment), gender identity, gender expression or gender presentation, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. The Board of Directors may, on occasion, approve chapters dedicated to a specific gender identity or sexual orientation to provide a safe place to learn about and practice our lifestyle.-
- e. MAsT International does not and shall not directly or indirectly participate in, or intervene in, any political campaign for any candidate for elective public office. Nor shall MAsT International contribute to any

political campaign fund or make public statements in favor of or in opposition to any candidate for public office.

ARTICLE III: MEMBERSHIP

Section 1. Primary Membership. Members of the Board of Directors shall constitute the core membership of the corporation and have sole voting rights.

- a. Current Board of Directors as of November 11, 2020 consists of four (4) Officers: (Chief Executive Officer, Director of Operations, Secretary, Financial Officer) and five (5) Board Members (Regional Representative Director, Membership Director, Marketing Director, Education Director, and IT Director/Webmaster).

Section 2. Statutory Membership.

- a. The Board of Directors may approve positions of management for day to day operation of corporate regions and chartered chapters. These positions shall be considered members of the corporation without voting rights.
- b. The Board of Directors may approve Operating Committees. The participants in these committees shall be considered members of the corporation without voting rights.
- c. The Board of Directors may approve Associate Board Members as needed. These associates shall be considered members of the corporation without voting rights.

Section 3. Status of Membership. All members of MAsT International are unpaid volunteers.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. General Powers. The Board of Directors shall have the general power to manage and control the affairs and property of MAsT International and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

Section 2. Number, Election, and Term of Office. The Board of Directors shall consist of not less than five (5) and no more than eleven (11) members. Board Members shall be at least twenty-one years of age. Board Members with an odd numbered designation (i.e.: 1,3,5, 7 and 9) shall have Terms of Office ending on even years. Board Members with an even numbered designation (i.e.: 2, 4, 6 and 8) shall have Terms of Office ending on odd years. All voting to occur in December prior to Board Members Term of Office ending. *Refer to Figure 1, Board of Directors Voting Terms in Office, for an example as of 2020.*

Directors need not be residents of the state of Delaware to serve. Election to the Board of Directors shall be by majority vote of the members of the current Board of Directors, which shall occur, except in the case of filling vacancies, by the end of the calendar year. Each Board Member shall hold office for a term of two (2) years with a maximum of two additional (2) successive terms in the same position. If a Board Member has completed (3) three successive terms in the same position and vacating that position creates a Board hardship, the term can be extended by a majority vote of the Board until a qualified successor is elected or the position is eliminated by majority vote of the Board.

- a. Anyone currently on the Board of Directors can be voted to other Board positions when Terms of Office for that position has been completed or vacated. Current Board Member interested in another position must notify the Board of their interest or be nominated by another current Board member.

Board Position	Job Responsibility	Voting/Term of Office			
1-Officer	Chief Executive Officer/Chair	Dec. 2020	-	Dec. 2022	-
2-Officer	Director of Operations/Vice Chair	-	Dec. 2021	-	Dec. 2023
3-Officer	Secretary	Dec. 2020	-	Dec. 2022	-
4-Officer	Financial Officer	-	Dec. 2021	-	Dec. 2023
5-Board Member	Webmaster/IT Director	Dec. 2020	-	Dec. 2022	-
6-Board Member	Regional Representative Director	-	Dec. 2021	-	Dec. 2023
7-Board Member	Marketing Director	Dec. 2020	-	Dec. 2022	-
8-Board Member	Education Director	-	Dec. 2021	-	Dec. 2023
9-Board Member	Membership Director	Dec. 2020	-	Dec. 2022	-

b.

Figure 1, Board of Directors Voting Terms in Office

Section 3. Officers (Executive Board). The Board of Directors shall designate from among its members a Chief Executive Officer (Chair), Director of Operations (Vice-Chair), Secretary, Treasurer and may designate such other officers as it may consider appropriate with such duties as it may prescribe. Refer to ARTICLE V: OFFICERS

Section 4. Vacancies. Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be elected by the remaining members of the Board of Directors. A Director so elected to fill a vacancy, shall hold office for the unexpired term of their predecessor in office.

- a. Vacancies of Chief Executive Officer (Chair) and Director of Operations (Vice-Chair) can only be filled by a current member of the Board of Directors.

Section 5. Annual and Regular Meetings.

- a. The Board of Directors shall an annual meeting at such time and place as the Board of Directors shall by determined. The Board of Directors may determine the time and place of such other regular meetings.
- b. Attendance by Telephone, Video Conference or Telepresence. Regular board meetings shall normally be conducted by telephone, video conference, or other telepresence methods. All such meetings shall be recorded.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chief Executive Officer (Chair) or any two Board Members. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or without the state of Delaware, as the date, hour, and place for holding any special meeting of the Board called by them.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least fifteen (15) days previously thereto by written email to each Board Member at their address as shown in the records of MAsT International, Inc. Any Board Member may waive notice of any meeting. The attendance of a Board Member at any meeting shall constitute a waiver of notice of such meeting, except where a Board Member attends a

meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 8. Quorum, Proxies and Method of Voting.

- a. A majority of the total number of Board Members in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Board Members are present at said meeting, a majority of the Board Members present may adjourn the meeting from time to time without further notice.
- b. Proxies shall not be permitted.
- c. While proxies shall not be permitted, any member of the Board authorized to cast a vote in any pending action before the Board, shall be permitted to do so by submitting such vote either in writing, in electronic transmission, including but not limited to: email, telephonically, or other method of tallying that has been approved by affirmative vote of the Board in advance. Any vote so cast by any approved method shall be counted.

Section 9. Manner of Acting. The act of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 10. Consortium. The Board of Directors may, via a Letter of Agreement, form a consortium with another IRC 501(c)(3) organization with the objective of participating in common activities or pooling resources for achieving a common goal that is consistent with the Non-Profit Purpose of MAsT. Said agreement shall define clear criteria and expectations. Said consortium may be dissolved by either organization for no cause.

Section 11. Compensation. Board Members as such shall not receive any compensation for their services but may be reimbursed for reasonable expenses or have such reasonable expenses paid for by MAsT International, Inc. Nothing herein shall be construed to preclude any Director from serving MAsT International in any other capacity and receiving compensation, therefore.

Section 12. Informal Action. Any action may be taken without a meeting of the Directors if consensus is reached in writing or electronic writing by all the Directors.

Section 13. Resignation, Removal

- a. A Director may resign from the Board of Directors at any time by giving notice of their resignation verbally or in writing addressed to the Chief Executive Officer (Chair) or Secretary of MAsT International or by presenting written resignation at an annual, regular, or special meeting of the Board of Directors.
- b. Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by the vote of two-thirds of the entire Board of Directors then in office.

Section 14. Vote of No-Confidence

- a. An Officer or Director of the Board may request a No Confidence Vote regarding another Board Member by informing the entire board via email. It shall include:
- The specific Charter Provision, Bylaw or Policy that has been violated.
 - When, where and by whom the violation was committed.

Upon receipt, the board shall review the No Confidence Vote request, minus the board members involved, and will determine via 2/3 majority vote if the request is valid. Directly after the vote, one officer will then be chosen as “notifying board member” and notify the board members directly involved in a timeframe not to exceed ten days.

The No Confidence Vote will then be placed on the board’s next monthly agenda (not to exceed 45 days from receipt of the No Confidence Vote request). At this meeting, the member against whom the No Confidence Vote has been called shall be provided an opportunity to respond to the allegations before the board and the board will be able to question all parties involved. At the end of this meeting the board, minus those members directly involved, will then hold the No Confidence. An anonymous voting system will be used. The election shall call for a vote of “Confidence,” “No Confidence” or “Abstain” A 2/3 majority is required to revoke a board member’s position. If the No Confidence vote does pass, the Board Member accused will resign their position from the board effective immediately but may remain a member of the organization. If the No Confidence Vote does not pass, the person who made the request will resign their position from the board effective immediately but may remain a member of the organization. The “notifying board member” will notify those board members directly involved of the outcome of this vote.

ARTICLE V: OFFICERS

Section 1. Officers (Executive Board). The Officers of MAsT International shall be Chief Executive Officer (Chair), Director of Operations (Vice Chair), Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. Not more than one Executive Board position may be held simultaneously by the same person unless there is a temporary vacancy, not to exceed six months, or the position is eliminated by vote of the Board.

Section 2. Chief Executive Officer/Chair. The Chair shall be the Chief Executive Officer of MAsT International and, in general, shall supervise and control all the business and affairs of MAsT International. They may sign, with the Secretary or any other proper Officer of MAsT International authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 3. Director of Operations/Vice Chair. In the event of the death, incapacity, resignation, or removal of the Chief Executive Officer/Chair, the person who serves as Director of Operations/Vice Chair shall assume the office of Chief Executive Officer/Chair until the Board of Directors elects a successor to the Chief Executive Officer/Chair and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to them by the Chief Executive Officer/Chair or by the Board of Directors.

Section 5. Treasurer/Finance Officer. The Financial Officer shall be responsible for all funds and securities of MAsT International; receive and give receipts for monies due and payable to MAsT International, and deposit all such monies in the name of MAsT International in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be assigned to them by the Chair or by the Board of Directors. If required by the Board of Directors, the Financial Officer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Board of Directors shall determine, with the cost of such bond being borne by MAsT International.

Section 6. Vacancies of All Board of Directors. In the rare event that the entire Board of Directors becomes vacant, all MAsT Chapter Directors with three or more years of MAsT experience may form a committee to determine if MAsT International, Inc. should continue or be dissolved. If the decision is to continue MAsT, that committee will select qualified people to fill at least the four (4) Officer/Executive Committee positions and operate within MAsT Bylaws and the current MAsT Policy and Procedures Manual. If the decision is to dissolve MAsT International, that committee shall do so in accordance with Article XIV. Dissolution.

ARTICLE VI: REGULAR COMMITTEES

Section 1. Purposes. The Board of Directors may establish, from time to time, operating committees to assist in the performance of its duties as it considers appropriate.

Section 2. Number, Election, and Term of Office. The number of members of each regular committee shall be determined by the Board of Directors. Members of each regular committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until their term is complete, resignation or removal by the affirmative vote of a majority of the Board of Directors.

Section 3. Powers. Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Certificate of Incorporation, and the Bylaws.

ARTICLE VII: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of MAsT International, in addition to or in place of the Officers so authorized by the Bylaws, on a case by case basis or by continuing resolution, to enter into a contract or execute and deliver any instrument or document in the name and/or on behalf of MAsT International.

Section 2. Checks, Drafts, and Similar Documents. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of MAsT International, shall be signed by such Officer or Officers and/or agent or agents of MAsT International and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of MAsT International shall be deposited from time to time to the credit of MAsT International in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Operational Funds. MAsT International financially operates from two basic sources.

- a. A processing fee (currently \$25) is charged for the annual renewal of Chapter charters. The Board of Directors may amend this fee only yearly and prior to charter renewal date of January 1st.
- b. An appropriate profit margin is provided from sales of MAsT patches, pins, chapter rockers, and other such items.

Section 5. Gifts and Contributions. The Board of Directors may accept on behalf of MAsT International any contribution, gift, bequest, or device for the general purposes or for any special purpose of MAsT International. Such contributions, gifts, bequests, or devices shall be in conformity with the laws of the United States, the state of Delaware, and any other relevant jurisdiction.

ARTICLE VIII: BOOKS AND RECORDS

MAsT International shall keep correct and complete books and records of account in accordance with generally accepted accounting principles (GAAP), and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors in accordance with the laws of the state of Delaware.

ARTICLE IX: FISCAL YEAR

The fiscal year of MAsT International shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the law of the state of Delaware or under the provisions of the Certificate of Incorporation or the Bylaws of MAsT International, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI: AMENDMENTS TO BYLAWS

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the members present at any annual, regular or special Board of Director meeting, if at least fifteen (15) days written notice is given of intention to alter, amend, or repeal the Bylaws, or to adopt new Bylaws at such meeting.

ARTICLE XII: CORPORATE SEAL

The corporate seal of the Corporation shall be oval in form and shall bear the words, "MAsT" within the oval. The form of such seal shall be subject to the specifications set forth in the Policy and Procedures Manual as adopted by the Board of Directors.

ARTICLE XIII: INDEMNIFICATION

The Corporation may provide legal representation to or indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, partner, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, in accordance with the rules provided in the Articles of Incorporation. Such indemnification may be withheld by the Corporation where the transaction is found by the Corporation to have been in violation of these Bylaws, the Articles of Incorporation, would create a conflict of interest for the Corporation or expose the Corporation to criminal liability, is ultra vires, or is otherwise deemed to be not in the best interest of the Corporation. Provision of representation is a decision to be made by the Corporation at the time of the assertion of any claim, while the corporation may decide to provide indemnification at any time up to and inclusive of the entry of judgment.

ARTICLE XIV: DISSOLUTION

In the event of dissolution or final liquidation of the Corporation:

- a. All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or provisions shall be made; therefore, and
- b. All remaining assets, of every nature and description whatsoever, shall be distributed to one or more organizations exempt from federal tax under section 501(c)(3) of the Code, or the corresponding provisions of any future United States internal revenue law as directed by the Board of Directors of the Corporation.