

**BYLAWS
OF
WAVEWORKS ALLIANCE INC.
A NOT-FOR-PROFIT CORPORATION
INCORPORATED UNDER THE LAWS OF
THE STATE OF MAINE**

BYLAWS OF WAVEWORKS ALLIANCE INC.

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WAVEWORKS ALLIANCE INC.**

ARTICLE I - OFFICES

The principal office of the corporation shall be in the State of MAINE.

The corporation may also have offices at such other places within or without this state as the board may, from time to time, determine or the business of the corporation may so require.

ARTICLE II - PURPOSES

The purposes for which this corporation has been organized are as stated in the Certificate of Incorporation, which may be amended as required.

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE III – DIRECTORS

1. MANAGEMENT OF THE CORPORATION

The corporation shall be managed by a Board of Directors consisting of no fewer than three (3) and no more than twelve (12) directors. Each director shall be at least eighteen (18) years of age.

2. ELECTION AND TERM OF DIRECTORS

At each annual meeting of the directors, the board shall elect directors to serve until the next annual meeting. Each director shall hold office until the expiration of their term and until a successor has been duly elected and qualified, or until their earlier resignation or removal.

The Chairperson shall serve a term of two (2) years. All other directors shall serve terms of no less than one (1) year and no more than two (2) years, as determined at the time of their election.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS

The number of directors may be increased or decreased by a vote of a majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of the majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the other directors. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

5. REMOVAL OF DIRECTORS

Any or all the directors may be removed for cause by action of the board. Directors may be removed due to nonfulfillment of duties required by board, misconduct, theft and misrepresentation of our organization all by majority vote of the board members.

6. RESIGNATION

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take

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effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS

Unless otherwise provided in the Certificate of Incorporation, a majority of the entire Board shall constitute a quorum for the transaction of business or any specified item of business. Directors participating in a meeting virtually, including by video or teleconference, shall be deemed present for purposes of establishing a quorum.

8. ACTION OF THE BOARD

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present, shall be the act of the Board. Each director present, whether in person or participating virtually, shall have one vote.

9. PLACE AND TIME OF BOARD MEETINGS

The Board may hold its meetings at the principal office of the Corporation, at such other places within or outside the State of Maine, or by virtual means (including video or teleconference), as it may from time to time determine.

10. REGULAR ANNUAL MEETING

A regular annual meeting of the board shall be held.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT

Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three days' notice to each director either personally or by mail or by email; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a 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.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all directors

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who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

12. CHAIRPERSON

At all meetings of the board the president, or in his absence, a chairperson chosen by the board shall preside.

13. EXECUTIVE AND OTHER 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 or ad hoc committees, each consisting of three (3) or more directors. Each such committee shall serve at the pleasure of the Board.

The Executive Committee shall have the authority to act on behalf of the Board between regular meetings on matters that require timely attention, provided such actions are consistent with the policies and direction established by the full Board. The Executive Committee may oversee organizational operations, review financial and programmatic reports, and make recommendations to the full Board. However, it shall not have the authority to amend the Bylaws, approve the annual budget, hire or terminate the Executive Director or equivalent, dissolve the Corporation, or take any action expressly reserved to the full Board.

All actions taken by the Executive Committee shall be reported to the full Board at its next regular meeting and shall be subject to ratification, modification, or rescission by the Board.

ARTICLE IV - OFFICERS

1. OFFICES, ELECTION, TERM

Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a chairperson, , a secretary, and a treasurer, and such other officers as it may determine, who shall have such duties, powers, and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the meeting of the board. Each officer shall hold office for the term for which the director is elected or appointed and until his successor has been elected or appointed and qualified.

2. REMOVAL OR RESIGNATION

Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of the death, resignation, or removal of an officer, the board in its discretion, may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president, treasurer, and secretary.

3. CHAIRPERSON

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The Chairperson shall be the Chief Executive Officer of the Corporation. The Chairperson shall preside at all meetings of the directors of the Board, shall have general management of the affairs of the Corporation, and shall ensure that all orders and resolutions of the Board are carried into effect. The Chairperson shall serve in this capacity until the expiration of their term or until a successor is duly elected and qualified by the Board.

4. *TREASURER*

The Treasurer shall oversee the financial affairs of the Corporation and ensure transparency and accountability in all financial matters. The Treasurer shall have the authority to request financial reports, audits, and documentation from staff or contractors responsible for financial management. The Treasurer shall review and monitor the Corporation's financial records, budgets, and reports, and may recommend changes or improvements to financial practices and policies.

The Treasurer shall not have direct authority to execute contracts, sign checks, or manage funds unless specifically authorized by a resolution of the Board of Directors. At the end of each fiscal year, the Treasurer shall ensure that an independent audit or financial review is conducted by a committee appointed by the President, and shall present the findings and an annual financial report to the Board.

5. *SECRETARY*

The Secretary shall oversee the accurate recording of minutes for meetings of the Board of Directors. The Secretary shall ensure that proper notice is given for all meetings as required by these Bylaws and applicable law. The Secretary shall be responsible for reviewing and maintaining the Corporation's official records, including minutes, notices, and other documentation, and may request updates or corrections as needed to ensure accuracy and compliance.

The Secretary shall monitor the Corporation's correspondence and recordkeeping practices and may recommend improvements to ensure transparency and organizational integrity.

ARTICLE V - CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these Bylaws, the provisions of the certificate of incorporation shall govern.

ARTICLE VI - AMENDMENTS

The Bylaws may be adopted, amended, or repealed by the board at the time they are entitled to vote in the election of directors. Bylaws may also be adopted, amended, or repealed by the board of directors but any Bylaw adopted, amended or repealed by the board may be amended by the board members entitled to vote thereon as herein before provided.

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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 all board members for the election of directors the Bylaw so adopted, amended or repealed, together with a concise statement of the changes made.

ARTICLE VII - CONDUCT

Because of its strong beliefs in high moral standards based on traditional values, the organization reserves the right to expect from all of its officers and directors to maintain high moral standards and social values that do not conflict with traditional spiritual morals.

ARTICLE VIII - INDEMNITY

The corporation shall indemnify its directors, officers, and employees as follows:

Every director, officer, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of the corporation, whether or not they are a director, officer, employee, or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudicated guilty of willful misfeasance or malfeasance in the performance of their duties.

The corporation shall provide any person who is an officer, director, employee, or agent of the corporation or was serving at the request of a director, officer, employee, or agent of the corporation the indemnity against expenses of suit, litigation, or other proceedings which is specifically permissible under applicable law.

ARTICLE IX - CONFLICT OF INTEREST

1. Purpose

The purpose of this Conflict of Interest Policy is to protect the interests of WaveWorks Alliance Inc. (“the Organization”) when it is considering a transaction or arrangement that might benefit the private interest of an officer, director, or key stakeholder. This policy is intended to supplement, not replace, any applicable state and federal laws governing conflicts of interest for nonprofit and charitable organizations.

2. Definitions

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An interested person is any director, officer, or committee member with board-delegated powers who has a direct or indirect financial interest. A financial interest exists if the person, through business, investment, or family, has an ownership or investment interest in, a compensation arrangement with, or a potential interest or arrangement with any entity or individual with which the Organization has or is negotiating a transaction. Compensation includes direct and indirect payments, gifts, or favors that are not insubstantial.

3. Duty to Disclose

Any interested person must disclose the existence of a financial interest and all material facts to the Board or relevant committee. After disclosure, the interested person shall not participate in any discussion or vote on the matter involving the potential conflict. They may remain present during the meeting unless the Board or committee determines that their presence would inhibit open discussion.

4. Determining Whether a Conflict Exists

If a conflict is found, the interested person may present information but must leave during deliberation and voting. The board or committee may appoint a disinterested party to explore alternatives. If no better alternative exists, the board or committee may approve the transaction if it is in the Organization's best interest, fair, and reasonable.

5. Violations of the Policy

If the board or committee believes a member has failed to disclose a conflict, it shall inform the member and allow a response. After further investigation, if the board determines that the member did not disclose a conflict, it may take appropriate disciplinary or corrective action.

6. Annual and Term-Based Acknowledgment

Each director, officer, and committee member with board-delegated powers shall sign a separate Conflict of Interest Disclosure and Acknowledgment Form at the beginning of each term of service, affirming that they have received, read, understand, and agree to comply with this policy.

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CERTIFICATE OF SECRETARY

I, Dustin Varnell, certify that I am the current elected and acting Secretary of WAVEWORKS ALLIANCE INC., and the above bylaws are the bylaws of this Corporation as adopted by the Board of Directors on June 23, 2025, and that they have not been amended or modified since the above.

EXECUTED on this day of June 23, 2025, in the State of MAINE.

Dustin Varnell, Duly Elected Secretary