

BYLAWS

OF

UCF

A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION

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BYLAWS OF UCF

ARTICLE I. OFFICES & PURPOSE

Section 1. Registered Office.

The registered office in the State of California of UCF (the “Corporation”) shall be as stated in the Articles of Incorporation of the Corporation (the “Articles”), or such other place within the State of California as the Board of Directors of the Corporation (the “Board of Directors”) may designate from time to time.

Section 2. Principal Office.

The principal office of the Corporation shall be at such place as the Board of Directors shall designate from time to time. The business of the Corporation shall be transacted from the principal office, and the records of the Corporation shall be kept there.

Section 3. Other Offices.

The Corporation may have such other offices within and without the State of California as the Board of Directors may determine.

Section 4. Purpose.

The Corporation is a nonprofit mutual benefit corporation as described in the California Nonprofit Mutual Benefit Corporation Law (the “Law”). The purpose of this Corporation is to develop, support and promote the adoption of open source, unified software frameworks to support high-performance computing applications and systems (the “Unified Software”).

ARTICLE II. MEMBERS

Section 1. Members.

The members of the Corporation shall be divided into three classes as follows:

1. Founding Members;
2. Industry Members; and
3. Academic Members (collectively, referred to herein as “Members”).

Each Member agrees:

1. to adhere to the Corporation’s Membership Agreement signed by such Member and the Corporation, as it may be amended from time to time, provided that amendments may not be inconsistent with these Bylaws, may only be prospective, and are only effective with Member’s consent either expressly or by remaining a member of the Corporation for more than thirty (30) days after receiving written notice of such amendment(s);
2. to adhere to these Bylaws as amended from time to time in accordance with the terms of these Bylaws;
3. to pay dues and assessments; and
4. to comply with policies and procedures duly adopted by the Board of Directors.

Section 2. Founding Members.

The Founding Members of the Corporation shall be Advanced Micro Devices, Inc., Argonne National Laboratory, ARM Holdings plc, International Business Machines Corporation, Los Alamos National Security, LLC, Mellanox Technologies, Ltd., NVIDIA Corporation and Oak Ridge National Laboratory, subject to the termination or removal of any Founding Member as permitted by Section 7 and Section 9 of this Article II. The Board of Directors shall have the power to impose dues, levy assessments and solicit contributions from the Founding Members to further the aims of the Corporation. Any assessment levied on the Founding Members must be approved by the unanimous consent of the Founding Members. Any Founding Member who fails to pay any dues or assessment may, after reasonable notice, be removed as a Member as provided in Section 7 of this Article II. Founding Members shall vote on all matters requiring approval of the Members and such other matters as determined by these Bylaws.

Section 3. Industry Members.

Industry Members shall be those organizations or individuals, which meet the Industry Membership criteria established by the Board of Directors. The Board of Directors are to make reasonable efforts to provide such criteria upon request. Any organization or individual may apply to become an Industry Member and, upon acceptance of its application by a majority of the Board of Directors and the Founding Members, shall become an Industry Member. Each Industry Membership shall expire at the first annual

meeting of the Members following the approval of such Industry Member. Each Industry Membership may be renewed at an annual meeting of the Members for additional one-year terms upon the approval of the Board of Directors and the Founding Members. Any Industry Member who fails to pay any dues may, after reasonable notice, be removed as a Member as provided in Section 7 of this Article II. Industry Members shall have voting rights regarding those aspects of the management, administration, or governance of the Corporation as explicitly provided for in these Bylaws.

Section 4. Academic Members.

Academic Members shall be those organizations or universities, including, without limitation, governmental bodies, governmental laboratories and laboratories managed or operated by private contractors, which meet the Academic Membership criteria established by the Board of Directors. The Board of Directors are to make reasonable efforts to provide such criteria upon request. Any organization or university may apply to become an Academic Member and, upon acceptance of its application by the majority of the Board of Directors and the Founding Members, shall become an Academic Member. Each Academic Membership shall expire at the first annual meeting of the Members following the approval of such Academic Member. Each Academic Membership may be renewed at an annual meeting of the Members for additional one-year terms upon the approval of the majority of the Board of Directors and the Founding Members. Any Academic Member who fails to pay any dues may, after reasonable notice, be removed as a Member as provided in Section 7 of this Article II. Unless explicitly provided for in these Bylaws, Academic Members shall have no voting rights regarding any aspect of the management, administration, or governance of the Corporation.

Section 5. Member Powers.

The following actions must be approved by the unanimous consent of the Founding Members:

- a. Approval of annual operating budgets, annual or long-range capital budgets, and non-budgeted contracts entered into over \$50,000;
- b. Substantially changing the nature of the operations or adding a new software framework project;
- c. Approval of any amendment to the Articles;
- d. Modification or amendment of these Bylaws;
- e. Approval of dues and financial assessments on the Members;
- f. -Changing the size of the Board of Directors (other than as provided in Section 3 of Article IV);

- g. Incurring long-term debt;
- h. ~~r~~-Mortgaging or encumbering any assets of the Corporation;
- i. Selling, leasing or otherwise disposing of all or substantially all of the Corporation's property and assets;
- j. Purchasing or acquiring substantially all of the assets of another entity;
- k. Merging~~r~~ or consolidating with any domestic or foreign organization or leasing or selling more than fifty percent (50%) of the Corporation's property and assets to any entity in any one transaction or series of related transactions;
- l. Prepaying any indebtedness prior to the time for payment thereof as provided in the contract evidencing or creating such indebtedness;
- m. Loaning money or other assets to or guaranteeing the obligations of any person or entity;
- n. Approving any extraordinary compensation or bonus to any employee;
- o. Terminating or removing any Members (other than as provided in Section 7 and Section 9 of Article II); and
- p. Voluntarily dissolving.

Section 6. Resignation of Members.

A Member may resign as such at any time by tendering such resignation in writing or email to the President of the Corporation. Such resignation shall be effective when executed by such Member but shall not relieve the Member from any outstanding financial obligations to the Corporation for unpaid dues or assessments approved on or before the date of resignation.

Section 7. Removal of Members.

Members may be removed upon the affirmative vote of all of the Founding Members (other than the Founding Member proposed for removal, if any). The Member proposed for removal must receive at least thirty (30) days' notice of such removal and be provided with an opportunity to be heard, orally or in writing, at least five (5) days before the effective date of removal. Such removal shall not relieve the Member from any outstanding financial obligations to the Corporation for unpaid dues or assessments approved on or before the date of removal.

Section 8. Dues.

1. *Founding Members.* Each Founding Member shall pay annual dues on or before December 31 of each year in the amount determined by the Board of Directors and approved by the unanimous consent of the Founding Members. The amount of such dues shall be the same for each Founding Member and shall not exceed \$10,000 per year.
2. *Industry Members.* Industry Members shall pay annual dues on or before December 31 of each year in an amount determined by the Board of Directors and approved by the unanimous consent of the Founding Members. The amount of such dues shall be the same for each Industry Member and shall not exceed \$10,000 per year.
3. *Academic Members.* Academic Members shall pay annual dues on or before December 31 of each year in an amount determined by the Board of Directors and approved by the unanimous consent of the Founding Members. The amount of such dues shall be the same for each Academic Member and shall not exceed \$3,000 per year.
4. The amount of annual dues paid by each Industry or Academic Member for a given year shall not exceed the amount of annual dues paid by each Founding Member in that same year.

Section 9. Additional Rights and Obligations of Members and the Corporation.

1. *Compliance with Antitrust Laws.* Each Member and the Corporation, in their relations with each other and with any and all other Members, are committed to fostering open competition in the development of products and services and the Unified Software specifications are intended to foster and promote such competition. In such relations each Member and the Corporation understand and agree that (i) for certain lines of business they are or may be direct competitors, (ii) it is imperative that they and their representatives act in a manner which does not violate any state, federal or international antitrust laws and regulations, and (iii) they will not, through their membership, engage in conduct that violates any such laws.
2. *Notice of Resignation, Removal or Admission of Members.* The Corporation will provide each Member with prompt written notice as to circumstances, effect, identity and effective date of any other Member resigning, being removed, or joining membership of the Corporation.
3. *Merger of Members.* In the event of the consolidation, merger or acquisition of Control of one Member by another Member, the rights and obligations of the affected Members will be deemed merged as of the effective date of such

consolidation, merger or acquisition. In the event both affected members are Founding Members or Industry Members or are represented or have an employee or an affiliate on the Board of Directors or any committees, their voting rights as a Founding Member and Industry Member and representation on the Board of Directors and any committees will be deemed automatically merged as of the effective date. The affected Members will provide the Corporation with the name and other applicable membership information of the surviving or remaining Member as well the names of the remaining and retiring Directors and/or committee members within thirty (30) days of the effective date.

For purposes of these Bylaws, "Control" means beneficial ownership of more than fifty percent (50%) of the voting power or equity in an entity, or the direct or indirect right to manage the business affairs of an entity.

4. *Acquisition of Member by a non-Member.* In the event a non-Member acquires Control of a Member (including, for the avoidance of doubt, any Founding Member), the affected Member will be automatically removed as a Member and have to re-apply for membership thereafter; however, their dues will be considered paid until the next renewal period of the acquired Member is due. The affected Member will provide the Corporation with the new name and other applicable membership information within thirty (30) days of the effective date of the consolidation, merger or acquisition.
5. *Transferability.* No Member may transfer, assign, sell, encumber or otherwise dispose of a membership or any right arising therefrom—notwithstanding the above in this paragraph, all contractor-operated U.S. Department of Energy ("DOE") national laboratory Members may transfer their respective membership to successor contractors in the event of termination or expiration of their prime contracts with DOE.

ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meetings.

The Members shall hold an annual meeting at such time and place as the Board of Directors shall determine. At each annual meeting, the Members shall conduct such other business as may properly come before them.

Section 2. Regular Meetings.

Regular meetings of all the Members or of any class of Members may be held at the discretion of the Board of Directors on an annual or less frequent periodic basis on such dates and at such times and places as may be designated by the Board of Directors in the

notices of meeting. At regular meetings the Members shall transact such business as may be appropriate for action by Members.

Section 3. Special Meetings.

Special meetings of the Members or of any class of Members, for any purpose or purposes appropriate for action by such Members, may be called by the President, by a majority of the Directors then in office, or by fifty percent (50%) or more of the Members. A person or persons entitled to call a special meeting of the Board of Directors may make a written request to the Secretary to call the meeting. The Secretary shall give written notice of the meeting in the manner provided below, and the meeting shall be held between thirty five (35) and ninety (90) days after receipt of the request to call a special meeting. If the Secretary fails to give notice of the meeting within twenty (20) days from the day on which the request was received by the Secretary, the person or persons who requested the special meeting may fix the time and place of meeting, and give notice thereof.

Section 4. Notice of Meetings.

Except where a meeting of Members is an adjourned meeting and the date, time, and place of such meeting were announced at the time of adjournment, notice of all meetings of Members stating the date, time, and place thereof, and any other information required by law or desired by the Board of Directors or by such other person or persons calling the meeting, and in the case of special meetings, the purpose thereof, shall be given to each Member of record entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days prior to the date of such meeting. Notice shall be delivered personally, sent by telecopier or facsimile machine, or mailed, first class, postage prepaid, or sent via electronic mail regarding which some form of receipt is attached or received. Said notice shall include proposed agenda items, but the failure to include an agenda item in the notice for an annual meeting or regular meeting shall not prevent action from being taken with respect to such item at an annual meeting or regular meeting other than amendment to the Articles. Notice of a meeting at which an amendment to the Articles will be proposed must contain the substance of the proposed amendment.

Any Member may waive notice of any meeting of Members. Waiver of notice shall be effective whether given before, at, or after the meeting and whether given orally, in writing, or by attendance. Attendance by a Member at a meeting is a waiver of notice of that meeting, except where the Member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of that item at the meeting.

Section 5. Quorum.

A simple majority of Members shall constitute a quorum at a meeting of Members for the purpose of taking any action other than adjourning such meeting. A simple majority of a class of Members shall constitute a quorum at a meeting of such class of Members for the purpose of taking any action other than adjourning such meeting. If a quorum is not represented at a meeting, the members present shall constitute a quorum for the sole purpose of adjourning such meeting, and the majority of the Members so present may adjourn the meeting to such date, time, and place as they shall announce at the time of adjournment. Any business that might have been transacted at the adjourned meeting if a quorum had been present, may be transacted at the meeting held pursuant to such an adjournment and at which a quorum shall be represented. If a quorum is present when a duly called or held meeting is convened, the members present may continue to transact business until adjournment, even though the withdrawal of a number of members leaves less than the number otherwise required for a quorum.

Section 6. Voting.

Each Member shall be represented at a Member meeting by one (1) individual designated as such Member's representative by that Member. Additional representatives of each Member may attend Member meetings at the discretion of the designated Member representative but shall not be entitled to vote. At each meeting of the Members, every Founding Member and Industry Member present shall be entitled to cast one (1) vote on any question coming before the meeting.; provided only Founding Members shall be entitled to vote on a disposition of all or substantially all of the assets of the Corporation or on a merger or on a dissolution of the Corporation or on any changes to the Articles or these Bylaws. The Members shall take action by the affirmative vote of a majority of all Founding Members and Industry Members except where a different vote is required by the Law, the Articles, or these Bylaws.

Section 7. Action Without Meeting of Members.

Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting by written action signed by all of the Members entitled to vote on such action. Such written action shall be effective when signed by all of the Members entitled to vote thereon or at such different effective time as is provided in the written action. A facsimile signature shall constitute a signature for these purposes.

Section 8. Record Date.

For the purpose of determining Members entitled to notice of and to vote at any meeting of Members or any adjournment thereof, or in order to make a determination of Members for any other proper purpose, the Board of Directors may, but need not, fix a date as the

record date for any such determination of Members, which record date, however, shall in no event be more than sixty (60) days prior to any such intended action or meeting.

Section 9. Meeting by Means of Electronic Communication.

A conference among Members by a means of communication through which the Members may simultaneously hear each other during the conference constitutes a meeting of the Members if the same notice is given of the conference as would be required for a meeting, and if the number of Members participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by this means is personal presence at the meeting. In addition, a Member may participate in a meeting of the Members by any means of communication through which the Member, other Members participating and all Founding Members and Industry Members physically present at the meeting may simultaneously hear each other during the meeting.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers.

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers conferred upon the Board of Directors by these Bylaws, the Board of Directors may exercise all powers of the Corporation and perform all acts which are not prohibited to it by Law, the Articles or these Bylaws, all as may be amended.

Section 2. Number.

The number of Directors constituting the Board of Directors shall be subject to adjustment from time-to-time based upon the composition requirements set forth in Section 3 of this Article IV with respect to Member representation on the Board of Directors, but shall in no event be less than three (3) Directors nor more than fifteen (15) Directors.

Section 3. Composition of Board of Directors.

The Directors shall have two (2) classes as follows: (a) Founder Directors and (b) Promoter Directors. Each Founding Member shall be entitled to appoint one (1) representative to the Board of Directors (a "Founder Director"), provided that such Founding Director must be an employee, officer, director, or consultant of the nominating Founding Member in order to be eligible to serve as a Director. Upon the termination of the membership of a Member, any Founding Director or Promotor Director appointed by such Member shall be removed from the Board of Directors immediately therewith.

The Founding Members may unanimously vote to allow an Industry Member or an Academic Member who has signed the Membership Agreement to have a representative on the Board of Directors (a “Promoter Director” and, together with the Founder Directors and any other Promoter Director, the “Directors”) for a period of three (3) years, subject to the other provisions of these Bylaws. Upon the expiration of such three (3) year period, such Industry Member or Academic Member’s ability to appoint a Promoter Director shall terminate. Each Promoter Director must be an employee, officer, director, or consultant of the nominating Member in order to be eligible to serve as a Director. Industry Member or Academic Member’s ability to appoint a Promoter Director may be terminated prior to the end of the aforementioned three (3) year period by the unanimous vote of the Founding Members. Once a Member’s ability to appoint a Promoter Director terminates or is terminated, any Promoter Director appointed by such Member shall be removed from the Board of Directors immediately therewith.

Section 4. Qualifications.

In addition to the qualifications set forth in Section 3 of this Article IV, Directors may only be adult natural persons. Each Director shall demonstrate his or her willingness to accept responsibility for governance and his or her availability to participate actively in governance activities. Directors shall be selected to bring a variety of interests and expertise to the Corporation. No more than one Director may be employed by, represent or affiliated with the same corporation, entity or organization.

Section 5. Term of Office and Election.

Directors shall serve in such capacity for one (1) year and until a successor Director has been designated and qualified. There shall be no prohibition on the re-designation of any Director following the completion of that director’s term of office.

Section 6. Vacancy.

Any vacancy of a Board of Directors seat shall be filled within three (3) weeks of the vacancy by the nominating Member whose Board of Directors seat has been vacated. In no event shall the failure of any nominating Member to elect or appoint, as applicable, a new Director to such vacant Board of Directors seat prohibit the Board of Directors from meeting and conducting business.

Section 7. Removal of Directors.

Director may be removed, at any time, with or without cause, upon the affirmative vote of a majority of the Founding Members. A director may also be removed by their respective appointing Member organization at any time or as otherwise provided for in these Bylaws.

Section 8. Resignation.

Any Director may resign at any time by giving written notice of such resignation to the Secretary of the Corporation. Such resignation shall be effective upon delivery, unless a later date is specified in the notice. In the event a Director's employment with the Member whom they represent terminates, either voluntarily or involuntarily, such termination will be deemed as an automatic resignation from the Board of Directors unless such Member provides written notification to the Secretary of the Corporation that said Director is authorized to represent Member on an continuing basis.

Section 9. Compensation.

Directors shall not receive compensation for acting as such, but Directors shall be entitled to reasonable compensation for services rendered as an employee of the Corporation. The Corporation shall be entitled to purchase officers' and Directors' liability insurance without obtaining reimbursement of all or any part of the premium without violating these Bylaws.

ARTICLE V. MEETINGS OF THE BOARD OF DIRECTORS**Section 1. Place of Meetings.**

The Board of Directors may hold its annual, regular and special meetings at such places, within or without the State of California. If no place is determined, the meeting shall be held at the Corporation's principal place of business.

Section 2. Annual Meetings.

The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall determine. If no place is determined, the annual meeting shall be held at the Corporation's principal place of business. At each annual meeting, the Board of Directors shall elect officers and shall conduct such other business as may properly come before it.

Section 3. Regular Meetings.

In addition to the annual meeting, the Board of Directors shall hold regular meetings according to a schedule established by the Board of Directors, but not less frequently than quarterly. At each regular meeting, the Board of Directors shall conduct such business as may properly come before the meeting.

Section 4. Special Meetings.

Special meetings of the Board of Directors may be called by: (a) the President; (b) the Chair of the Board of Directors; or (c) upon the written request of three (3) or more Directors. A person entitled to call a special meeting of the Board of Directors may make a written request to the Secretary to call the meeting. The Secretary shall give written notice of the meeting in the manner provided below, and the meeting shall be held between three (3) and fourteen (14) days after receipt of the request to call a special meeting. If the Secretary fails to give notice of the meeting within three (3) days from the day on which the request was received by the Secretary, the person or persons who requested the special meeting may fix the time and place of meeting, and give notice thereof. If no place is identified, the meeting shall be held at the Corporation's principal place of business.

Section 5. Notice of Meeting.

Not less than ten (10) days' written notice of the annual meeting of the Board of Directors, excluding the day of the meeting, shall be given to all Directors. Said notice shall include proposed agenda items, but the failure to include an agenda item in the notice shall not prevent action from being taken with respect to such item. Notice of a meeting at which an amendment to the Articles or these Bylaws will be proposed must contain the substance of the proposed amendment.

Not less than four (4) days' written notice of a regular or special meeting of the Board of Directors, excluding the day of the meeting, shall be given to all Directors. Notice shall be delivered personally, sent by telecopier or facsimile machine, or mailed, first class, postage prepaid, or sent via electronic mail regarding which some form of receipt is attached or received. Whenever written notice to Directors provides less than five (5) days' prior written notice of the meeting, excluding the date of the meeting, reasonable effort shall be made to notify Directors by telephone of the meeting at the time of giving written notice, but the failure to contact any Director(s) by telephone shall not affect the validity of the meeting or any action taken at such meeting.

Any Director may waive notice of any meeting of the Board of Directors in writing before, at or after a meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless he or she objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting, or objects before a vote on an item of business because the item may not be lawfully considered at that meeting and does not participate in the consideration of that item at the meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter the waiver upon the records of the meeting.

Section 6. Quorum and Voting.

The presence of a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting from time to time. If a quorum is present when a duly called or held meeting is convened, the Directors present may continue to transact business until adjournment, even though the withdrawal of one or more Directors leaves less than the proportion or number otherwise required for a quorum. At any meeting of the Board of Directors, each Director present at the meeting shall be entitled to cast one (1) vote on any question coming before the meeting. Except as otherwise provided in these Bylaws, a majority vote of the Directors present at any meeting, shall be sufficient to transact any business.

Section 7. Rules of Procedure.

The Board of Directors may adopt or establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Articles, these Bylaws or the Law. In the absence of Board action the Chair of the Board of Directors shall establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Articles, these Bylaws or the Law.

Section 8. Action without Meeting.

An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by all of the Directors then in office. A written action is effective when it is signed by all of the Directors required to take the action unless a different effective time is provided in the written action. A facsimile signature shall constitute a signature for these purposes.

Section 9. Meeting by Means of Electronic Communication.

A conference among Directors by a means of communication through which the Directors may simultaneously hear each other during the conference constitutes a meeting of the Board of Directors if the same notice is given of the conference as would be required for a meeting, and if the number of Directors participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by this means is personal presence at the meeting. In addition, a Director may participate in a meeting of the Board of Directors by any means of communication through which the Director, other Directors participating and all Directors physically present at the meeting may simultaneously hear each other during the meeting.

ARTICLE VI. OFFICERS

Section 1. Number.

The Corporation shall have the following officers: (a) a President; (b) a Treasurer; and (c) Secretary. The Corporation may have one or more of the following officers: (a) a Chair of the Board of Directors; (b) one or more Vice Chairs; or (c) one or more Vice Presidents. They must be natural persons that the Board of Directors elects or appoints. Subject to these Bylaws, the Board of Directors may also elect or appoint one or more additional officers or assistant officers as it may deem convenient or necessary. Except as provided in these Bylaws, the Board of Directors shall fix the powers and duties of all officers.

Section 2. Election and Term of Office.

All officers of the Corporation shall be elected annually by the Board of Directors. Officers of the Corporation need not be Directors and shall hold office at the discretion of the Board of Directors. An officer shall hold office until his or her successor shall have been elected or until his or her prior death, resignation or removal from office as hereinafter provided. An individual may hold more than one office of the Corporation at the same time; however, an individual may not concurrently serve in more than one of the following offices: President; Treasurer; and Secretary.

Section 3. Removal and Vacancies.

Any officer or agent elected or appointed by the Board of Directors shall hold office at the pleasure of the Board of Directors and may be removed at any time, with or without cause, by a resolution approved by the affirmative vote of a majority of the Board of Directors. Any vacancy in an office of the Corporation shall be filled by action of the Board of Directors. The removal of any individual as an officer of the Corporation shall not automatically affect such individual's employee status with the Corporation.

Section 4. President.

Unless provided otherwise by a resolution adopted by the Board of Directors, the President shall have general active management of the business of the Corporation, shall preside at meetings of the Board of Directors in the absence of the Chair of the Board or if the office of Chair of the Board is vacant, shall see that all orders and resolutions of the Board of Directors are carried into effect, shall sign and deliver in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles, these Bylaws, or the Board of Directors to some other officer or agent of the Corporation, may maintain records of and certify proceedings of the Board of Directors,

and shall perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 5. Treasurer.

Unless provided otherwise by a resolution adopted by the Board of Directors, the Treasurer shall keep accurate financial records for the Corporation, shall deposit all moneys, drafts, and checks in the name of and to the credit of the Corporation in such banks and depositories as the Board of Directors shall designate from time to time, shall endorse for deposit all notes, checks, and drafts received by the Corporation as ordered by the Board of Directors, making proper vouchers therefor, shall disburse corporate funds and issue checks and drafts in the name of the Corporation as ordered by the Board of Directors, shall render to the President and the Board of Directors, whenever requested, an account of all such officer's transactions as Treasurer and of the financial condition of the Corporation, and shall perform such other duties as may be prescribed by the Board of Directors or the President from time to time.

Section 6. Secretary.

The Secretary shall attend all meetings of the Board of Directors and be responsible for ensuring that all actions and the minutes of all proceedings of the Board of Directors are recorded in a book to be kept for that purpose, and shall be responsible for all documents and records of the Corporation, except those connected with the office of the Treasurer. He or she shall give or cause to be given any required notice of meetings of the Board of Directors, and shall mail to all Directors within thirty (30) days after each meeting copies of all said actions and minutes of said proceedings, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 7. Chair of the Board.

The Board of Directors may elect a Chair of the Board who, if elected, shall preside at all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. Vice President(s).

The Vice President, if any, or Vice Presidents in case there be more than one, shall have such powers and perform such duties as the Board of Directors or the President may prescribe from time to time. In the absence of the President or in the event of the President's death, inability, or refusal to act, the Vice President, or in the event there be more than one Vice President, the Vice Presidents in the order designated by the Board of Directors, or, in the absence of any designation, in the order of their election, shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President.

Section 9. Other Officers.

The Board of Directors may appoint such Vice President(s), Vice Chair, Assistant Secretary or Assistant Treasurer(s) to perform the duties of and exercise the powers of the President, Chair, Secretary or Treasurer, respectively in the absence or disability of such officer. Any other officers shall hold office at the discretion of the Board of Directors and shall have such powers, perform such duties and be responsible to such other officers as the Board of Directors may prescribe.

ARTICLE VII. COMMITTEES**Section 1. Committees.**

The Board of Directors may establish one or more committees, each consisting of at least two Directors and no one who is not a Director. Such committees shall have the authority of the Board of Directors in the management of the business of the Corporation to the extent provided in such resolution except with respect to: (a) the approval of any action for which the Law requires approval of the Members or of a majority of the Members; (b) the filling of vacancies on the Board of Directors or in any committee; (c) the fixing of compensation of the Directors for serving on the Board of Directors or on any committee; (d) the amendment or repeal of these Bylaws or the adoption of new Bylaws; (e) the amendment or repeal of any resolution of the Board of Directors which by its express terms is not so amendable or repealable; and (f) the appointment of committees or the members thereof. Such committees, however, shall at all times be subject to the direction and control of the Board of Directors. Committee members must be natural persons. No more than one committee member on any committee may be employed by or affiliated with the same corporation, entity or organization.

Section 2. Committee Procedures.

The provisions of these Bylaws shall apply to committees and members thereof to the same extent they apply to the Board of Directors and Directors, including, without limitation, the provisions with respect to meetings and notice thereof, absent members, written actions and valid acts. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors.

ARTICLE VIII. FISCAL MATTERS**Section 1. Accounting Year.**

The accounting year of the Corporation shall be the calendar year.

Section 2. Contracts.

The Board of Directors may authorize such officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be either general or confined to specific instances. Contracts and other instruments entered into in the ordinary course of business may be executed by the President or, in the absence of or pursuant to a delegation by the President, by such officer designated to act in the place of or in the absence of the President, without specific Board of Directors authorization.

Section 3. Loans.

No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness other than checks, drafts or other orders for payment of money issued in the ordinary course of business shall be issued in its name unless authorized by the Board of Directors. Such authorization and approval may be general or confined to specific instances.

Section 4. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors, or by the President or Treasurer upon delegation by the Board of Directors.

Section 5. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors, or the President or Treasurer upon delegation by the Board of Directors may select.

Section 6. Maintenance of Records; Audit.

The Corporation shall keep at its registered office correct and complete copies of its Articles and these Bylaws, accounting records, voting agreements, and minutes of meetings of Members, Board of Directors, and committees having any of the authority of the Board of Directors for the last six (6) years. All such records shall be open to inspection upon the demand of any member of the Board of Directors and any Member. The Board of Directors shall cause the books and records of account of the Corporation to be audited by certified public accountants, to be selected by the Board of Directors, at such times as it may deem necessary or appropriate.

Section 7. Corporate Seal.

The Corporation shall have no corporate seal.

Section 8. Dissolution.

In the event that the Corporation is dissolved or wound up at any time, all of the remaining properties, monies, and assets of the Corporation after provision has been made for its known debts and liabilities as provided by law, shall be distributed in a manner, in the Board of Directors' judgement, that is in compliance with the Law.

ARTICLE IX. INDEMNIFICATION

The Corporation shall indemnify its officers, Directors, employees, agents and committee members against judgments, penalties, fines, including without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys' fees, and disbursements incurred by such persons in connection with a proceeding in which they are or are threatened to be made a party by reason of their action on behalf of the Corporation to the fullest extent permitted under the Law. In order to avail himself or herself of this indemnification provision, however, a person must: (1) not already be indemnified by another organization in connection to the same proceeding and the same acts or omissions; (2) have acted in good faith with respect to the acts or omissions complained of; (3) have received no improper personal benefit; (4) in the case of a criminal proceeding, have had no reasonable cause to believe his or her conduct was unlawful; and (5) in the case of a civil proceeding, have reasonably believed that he or she was acting in the best interests of the Corporation. The Board of Directors may, in its discretion, provide by resolution for indemnification of, or advance of expenses to, other agents of the Corporation, and likewise may refuse to provide such indemnification or advance of expenses except to the extent such indemnification is mandatory under the Law.

ARTICLE X. DIRECTOR CONFLICT OF INTEREST

The President shall develop, for Board of Directors' approval, a conflict of interest policy that shall apply to all Directors, officers and committee members. Such policy shall require Directors, officers and committee members to annually acknowledge reviewing the conflicts of interest policy.

ARTICLE XI. AMENDMENTS

The Articles and these Bylaws may be altered, amended or restated by the Board of Directors to omit or include any provision which could be lawfully omitted or included

at the time of such amendment, provided that the Founding Members shall approve all such amendment(s) before the same shall become effective. Any number of amendments, or an entire revision or restatement of the Articles or these Bylaws, may be voted upon at a meeting of the Board of Directors, by action in writing or by means of electronic communication where due notice of the proposed amendment has been given and shall be adopted upon the affirmative vote of not less than two-thirds (2/3) of all Directors entitled to vote on the proposed amendment or revision and upon the unanimous approval of the Founding Members.

ARTICLE XII. LIMITATION OF LIABILITY

IN NO EVENT WILL MEMBERS OR THE CORPORATION BE LIABLE TO EACH OTHER, OR TO ANY THIRD PARTY FOR THE COST OF PROCURING SUBSTITUTE GOODS OR SERVICES, LOST PROFITS, LOSS OF USE, LOSS OF DATA OR ANY INCIDENTAL, CONSEQUENTIAL, INDIRECT, OR SPECIAL DAMAGES, WHETHER UNDER CONTRACT, TORT, WARRANTY, OR OTHERWISE, ARISING IN ANY WAY OUT OF THIS OR ANY OTHER RELATED AGREEMENT, WHETHER OR NOT SUCH PARTY HAD ADVANCE NOTICE OF THE POSSIBILITY OF SUCH DAMAGES. ANY CONTRIBUTION AGREEMENTS OR SIMILAR MEANS OF PARTICIPATION FOR NON-MEMBERS SHALL PROVIDE FOR SUCH LIMITATION OF LIABILITY EXTENDING TO ALL OTHER NON-MEMBER PARTICIPANTS, CONTRIBUTORS, AND CONSULTANTS.

ARTICLE XIII. NO LIABILITY FOR DEBTS OF CORPORATION

No Director or any of the Members shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE XIV. WAIVER OF PERSONAL LIABILITY

The liability of Directors of this Corporation for monetary damages shall be waived and limited to the fullest extent permissible under California law.

ARTICLE XV. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may approve a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including Directors and employees or other agents of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under these Bylaws or provisions of law.

CERTIFICATION

The undersigned, as Secretary of UCF, a Californian nonprofit corporation, hereby certifies that the foregoing Bylaws of the Corporation were adopted by written action as of the ____ day of _____, 2017.

Secretary

