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961 Mercantile Drive | Hanover, MD 20176

www.otakorp.org

Article I: Office

Section 1. Name

- (a) The name by which this Corporation shall be known is "Otakorp, Inc.", (hereinafter referred to as the "Corporation").

Section 2. Purpose

- (a) The primary purpose of the Corporation is to promote the appreciation of Asian culture, primarily through its media and entertainment.

Section 3. Principal Office

- (a) Registered Office. The registered office of the Corporation shall be at such location in Pennsylvania as the Otakorp, Inc Board of Directors may from time to time determine through majority vote.
- (b) Other Offices. The Corporation may also have offices at such other places as the Otakorp, Inc Board of Directors may select through a majority vote and the business of the Corporation may require.

Article II: Meetings of the Membership

Section 1. Regular Meetings

- (a) Regular meetings of the membership of the Corporation shall be held at least once every three (3) months, for the transaction of such corporate business, from the Board of Directors or the membership, as may come before such meetings.
- (b) The annual election meeting shall be incorporated into a regularly scheduled meeting of the membership in the last four months of the Corporation's fiscal year to elect directors and officers to succeed those whose terms shall have expired as of the date of the meeting.
- (c) A regular meeting may be called by (i) the President or (ii) a majority vote of a quorum of the Board of Directors if there are no regular meetings scheduled during the next 3 months, additionally a regular meeting may be called by a majority vote at any meeting of the Corporation membership. The call for any meeting shall provide for the time and a location for the meeting to be held.
- (d) If the location provided for by the call under Article II, Section 1(c) shall become unavailable at the time of the specified call, a new location may be chosen by (i) the President or (ii) a majority vote of a quorum of the Board of

Directors provided a new location can be confirmed more than seven (7) calendar days prior to the original specified meeting time.

- (e) Meetings shall begin at the time indicated in the notice of meeting. The chair of the meeting may shift the start time by up to 2 hours later. The new start time will be communicated via email.

Section 2. Special Meetings

- (a) A special meeting may be called by: (i) the President, (ii) a majority vote of a quorum of the Board of Directors, (iii) a majority vote of a quorum of the membership of the Corporation. The call for the special meeting shall state the purpose of the meeting. Business transacted at all special meetings of members shall be confined to the purpose of the special meeting stated in the notice of the meeting.

- (b) If there has been no Regular meeting of the Corporation during the preceding three (3) months, a special meeting may be called by any voting member of the Corporation.

Section 3. Annual Meeting

- (a) The Annual meeting of Otakorp, Inc. shall be open to all current voting, supporting, trial and honorary members of the Corporation.
- (b) The President shall designate one meeting per year to be the Annual Meeting of the Corporation.
- (c) The minutes from the annual meeting will be voted on by the voting membership at the next regular meeting of the ~~corporation~~-membership.

Section 4. Place of Meeting

- (a) Voting, supporting, and honorary members may participate in all Regular or Special meetings of the Corporation through electronic communications methods in accordance with the provisions of the Pennsylvania Corporate Law (15 PCS 5708).
- (b) All reasonable efforts shall be taken to ensure that regular and special meetings be held in locations with sufficient internet capability to allow for participation by electronic communications methods and that participation through electronic communications is available.

Section 5. Notice of Meetings

- (a) Notice of any meetings, shall be distributed to all Voting, Honorary, and Inactive Members. Notice shall consist of (i) transmitting meeting time and location information through electronic communication methods to contact information provided to the Corporation, and (ii) posting meeting time and location information to a website or other internet area specifically designated for meeting information. Notice for regular meetings must be delivered twenty-one (21) calendar days prior to the meeting. Notice for special meetings must be delivered seven (7) calendar days prior to the meeting.

- (b) If the location provided in the original notice of a Regular Meeting shall become unavailable, notice of the new location must be delivered seven (7) calendar days prior to the meeting. If the location for a Regular Meeting becomes unavailable within seven (7) calendar days of the scheduled meeting, the meeting shall take place via electronic communications.
- (c) Whenever, under the provision of these By-Laws, notice is required to be given to any director, officer, or member, it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, by depositing the same in a post office or letter box, in a postpaid sealed wrapper, addressed to each member, officer, or other director at such address as appears on the books of the Corporation, and such notice shall be deemed to be given at the time same shall be thus mailed. Such notice may also be sent by such electronic means which provide the capacity to confirm that the message has been delivered; such electronic addresses must also be from the books of the Corporation. Any member, director, or officer may waive any notice required to be given under these By- Laws.

Section 6. Quorum

- (a) The presence in person or through electronic communication of a majority of the Voting members of the Corporation or fifteen (15) Voting members of the Corporation shall constitute a quorum at all meetings of the members except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws.
- (b) If quorum has not been reached within thirty (30) minutes of the scheduled starting time of the meeting, the meeting shall not be held.

Section 7. Conduct of Meetings

- (a) Meetings shall be presided over by the President of the Corporation, or if they are not present, by the Vice President, or if they are not present, by the Corresponding Secretary, or if they are not present, by Treasurer, or if they are not present, a Chairperson to be elected at that meeting. In the absence of the Recording Secretary, the meeting chair shall appoint a person to act as Recording Secretary for that meeting.
- (b) The rules contained in the most current version *Robert's Rules of Order Newly Revised* shall govern the meetings of the Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws or with any special rules of order of the Corporation.

Section 8. Meeting Attendance

- (a) The attendance of those present in person will be noted by the Recording Secretary or their designate by a format to be clearly defined by the Recording Secretary or their designate at the beginning of each meeting. The attendance of those present online will be noted by the Recording Secretary based on the records of the electronic meeting software as if they were at the meeting in person.

- (b) It is the responsibility of each member to ensure that they are properly recorded as present (in person or electronically) in the meeting minutes prior to the minutes of said meeting being voted on.

Section 9. Voting

- (a) At all meetings of the members, every member entitled to vote shall have one (1) vote. All elections and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation, or by these Bylaws.
- (b) All votes shall be taken by any manner following Robert's Rules of Order. The chair of the meeting shall determine the method by which any vote shall be taken. In the case that a minimum of 20% of the voting members present vote in favor of a vote being taken by secret ballot, then a secret ballot shall be held.
- (c) Electronic voting shall be permitted in conjunction with any and all meetings of the membership. Votes by voice or show of hands for voting members attending through electronic means may be taken by a roll call or similar electronic methods.
- (d) Ballot votes may be simultaneously collected via paper ballots and through ballots submitted over electronic methods such as email or other appropriate software.

Section 10. Identity of Members

- (a) The members of the Corporation shall be composed of the following Classes:
- Supporting Member
 - Voting Member
 - Trial Member
 - Inactive Member
 - Honorary Member
 - Probationary Member
- (b) At the beginning of each fiscal year the incoming President can propose a new membership fee, which is confirmed by the Board of Directors. The voting membership of the Corporation retains the right to call the question of what the fee shall be. In the event that no new fee is approved, the previous year's fee will apply to the new fiscal year.
- (c) Supporting members of the Corporation have the right to be admitted to the annual meeting of Otakorp, Inc. upon payment of the membership fee. This membership level has no voting rights, or meeting notice rights. Supporting memberships expire on January 31st of each year. The membership fee is set above.
- (d) Voting Members of the Corporation shall have full membership privileges including, but not limited to: the right to vote, hold office, receive all meeting notices, receive newsletters, and attend Otakorp Inc. functions without payment of any additional fees. The status of Voting Member shall be awarded to and maintained by any member of the Corporation who:

- (i) worked for Otakorp Inc. sponsored events or functions held during the current or previous fiscal year in position(s) approved by the Board of Directors;
 - (ii) has attended two Regular, Special or Annual meetings of Otakorp, Inc. in the previous twelve (12) month period; and
 - (iii) qualifies as a supporting member by having paid the annual membership fee set above. A Voting member who fulfills requirement (i) shall have their membership fee for that year refunded. Refunds will not automatically be paid, but may be requested in writing to the Treasurer. By default refunds will be kept as credit toward the next year's membership fee.
- (e) Trial members of the Corporation are temporary and limited memberships in Otakorp, Inc. A vote of the Board of Directors may establish one or more Trial membership classes, define the period they are valid, set fees, and define any other prerequisites. The period of time a Trial membership is valid must be less than that of a Supporting membership. The Trial membership fee must be less than the established Supporting membership fee. The membership of the Corporation retains the right to call the question of what the fee shall be. The Trial membership level has no voting rights or meeting notice rights. The Board of Directors may define additional limits for the access of Trial members to Otakorp, Inc. functions, otherwise they will be accorded the same services and privileges as Supporting members for the duration of their trial membership period. The Board of Directors may allow a Trial membership class to upgrade to a Supporting member by paying any shortage between the Supporting membership fee and any Trial membership fees paid during that supporting period. Additional upgrade fees may be defined. The upgraded membership goes into effect immediately and expires as defined above.
- (f) Inactive Members of the Corporation are those who were once Voting Members of the Corporation but who have let their voting membership lapse by failing to meet one or more of the three (3) requirements. Inactive Members have limited membership privileges, including the right to receive all meeting notices and newsletters, and the right to attend meetings, but not the right to vote or hold office. An Inactive membership expires after a period of two (2) years.
- (g) Honorary members of the Corporation are granted a temporary and limited membership until the opening of the following year's annual meeting. An honorary member has the right to attend the event for which they receive the honorary membership without paying the associated fees. Honorary members have the right to attend and participate in regular and special meetings, the right to receive all meeting notices and newsletters but not the right to vote or hold office. Honorary memberships for an Otakorp Inc. event are granted to individuals by the event manager assigned for the specific event.
- (h) A probationary member of the Corporation has the rights and abilities of a voting member, with the exception of the removal process in Article V of the Bylaws. A probationary member must follow all the requirements for

voting member status as defined in Article II, Section 10(d) above. If a probationary member does not meet the requirements of their reinstatement within the period of their probation, or find themselves not in good standing for another reason, then their membership will be terminated without need for a vote of the membership and will be permanent.

- (i) Each member of the Corporation shall keep the Corresponding Secretary or their designate supplied with a current address to which official correspondence shall be transmitted.
- (j) No person shall be denied membership in this Corporation or participation in any of its activities because of race, ethnicity, sex, religion, creed, age, national origin, disability, gender identity or sexual orientation.

Article III: Board of Directors

Section 1. General Powers.

- (a) The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation.

Section 2. Number and Term of Office

- (a) The number of Directors shall be between three (3) and twenty-one (21) as may be designated from time to time by a majority vote of the Corporation. Any additions to the number of Directors takes effect at the end of the next annual election meeting. Any reduction in the number of directors shall take place at the end of that director's term.
- (b) Directors must be voting members and in good standing with the Corporation. "In good standing" is understood as meaning that they are not found to be "not in good standing" due to disciplinary action or due to being in default of a debt to the Corporation.
- (c) The Corresponding Secretary and Treasurer shall be elected concurrently and serve ~~for a~~ until the next annual election meeting during an even-numbered year. The Comptroller and Recording Secretary shall be elected concurrently and serve until the next annual election meeting during an odd-numbered year. The President, Vice President, Members at Large and any other Directors shall be elected and serve for a period of one (1) year, or until the end of the next annual election meeting.
- (d) No officer shall be eligible to the same office for more than two (2) consecutive terms.
- (e) No Member at Large or other elected Director shall be eligible to the same position for more than (3) consecutive terms.
- (f) No person shall serve for more than six (6) consecutive years on the Board of Directors.

Section 3. Nomination and Election of Directors.

- (a) All Voting members shall be notified of the meeting at which the election is to be held at least sixty (60) days prior to the election meeting. Nominations for election to the office of any elected Officer or Director shall be opened to the floor during general meetings that take place within sixty (60) days of the election meeting and at the election meeting. Any member may nominate any voting member of the Corporation as a candidate to stand for election to any office of any elected Officer or Director. Only voting members who are eligible to serve the full term of the office they have been nominated for may be nominated for the Board of Directors.
- (b) Officers shall be elected using a ranked-choice, or "instant runoff," secret ballot if there is more than one candidate for the office. The ballot shall allow voters to rank a number of choices in order of preference equal to the total number of candidates for each office.
- (i) If a candidate receives a majority of the first choices, that candidate shall be declared elected. If no candidate receives a majority, the candidate who received the fewest first choices shall be eliminated and each vote cast for that candidate shall be transferred to the next ranked candidate on that voter's ballot. If, after this transfer of votes, any candidate has a majority of the votes from the continuing ballots, that candidate shall be declared elected.
 - (ii) If no candidate receives a majority of votes from the ballots after a candidate has been eliminated and his or her votes have been transferred to the next-ranked candidate, the next candidate with the fewest votes from the ballots shall be eliminated. All votes cast for that candidate shall be transferred to the next-ranked continuing candidate on each voter's ballot. This process of eliminating candidates and transferring their votes to the next-ranked continuing candidates shall be repeated until a candidate receives a majority of the votes from the ballots.
 - (iii) If the total number of votes of the two or more candidates credited with the lowest number of votes is less than the number of votes credited to the candidate with the next highest number of votes, those candidates with the lowest number of votes shall be eliminated simultaneously and their votes transferred to the next-ranked continuing candidate on each ballot in a single counting operation.
 - (iv) Ties of two or more candidates with the largest vote total shall be resolved using a run-off ballot between the tied candidates.
- (c) Board of Director candidates for Member at Large positions shall be nominated simultaneously. Election of Members at Large shall be by secret ballot if there are more candidates nominated than there are available positions. Each voting member may cast one vote per available Member at Large position. Candidates may only receive one vote per ballot. Member at Large positions will be filled by candidates receiving the highest number of votes, proceeding in order till all

- positions are filled. In the case of ties for the final available position(s) a new vote shall be taken for the remaining position(s) until they are filled.
- (d) Newly elected Directors shall assume office at the conclusion of the election meeting if they are present at the meeting. Otherwise, they shall assume office when they have been notified of their election and they have accepted.
 - (e) The chair of the meeting or their designate at any election shall inform any Directors elected at the meeting within 24 hours of the close of the meeting.

Section 4. Removal of a member of the Board of Directors

- (a) Any elected director may be removed from office with or without cause by the affirmative vote of two-thirds (2/3) of a quorum of the Voting membership at a regular or special meeting called for that purpose. Notice of this proceeding must be provided to all Voting members in the same manner as the announcement of regular meetings at least twenty-one (21) days before the meeting.

Section 5. Filling Vacancies

- (a) In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal, or other cause, the remaining Directors of the Corporation shall call an election, either at a special meeting of the membership called for that purpose, or at the next scheduled regular meeting of the Corporation for which the announcement of the election is transmitted. The successor(s) shall be elected in accordance with the procedures set forth in Article III, Section 3 (b) and shall hold office for the unexpired portion of the term of the director(s) whose place shall be vacant.
- (b) In the event of the number of directors being increased as provided in these By-Laws, the additional directors so provided for shall be elected by the membership of the Corporation and shall hold office until the next annual election meeting of the members.
- (c) Unexpired terms of less than half the term of the vacant position shall not count toward the term limits in Article III, Section 2.

Section 6. Place of Meeting

- (a) The Board of Directors may hold their meeting by conference telephone or other similar electronic communications in accordance with the provisions of the Pennsylvania Corporate Law.

Section 7. Regular meetings

- (a) Regular meetings of the Board of Directors may be held by resolution of the Board.

Notice of meeting will be sent via email. Any changes to the place or time of a scheduled regular meeting of the Board of Directors within seven (7) days of the start date of said meeting must be agreed to by all members of the Board, in written electronic reply, and the meeting may be held no sooner than three (3) days after the notice is sent. The annual meeting of the Board of Directors shall be held immediately following the annual

election meeting at which the Board of Directors is elected. Any business may be transacted at any regular meeting of the Board.

Section 8. Special meetings

- (a) Special meetings of the Board of Directors shall be held whenever called by any member of the Board of Directors. The Corresponding Secretary shall give notice of each special meeting of the Board of Directors, by sending an email notice for which confirmation that the email has been read is received, at least three (3) days before the meeting, to each director, but such notice may be waived by any director.
- (b) Unless otherwise indicated in the notice, any and all business may be transacted at any special meetings. The call for the special meeting shall state the purpose of the meeting. Business transacted at all special meetings of the Board of Directors shall be confined to the purpose of the special meeting stated in the notice of the meeting, and any director may in writing waive notice of time, place, and objectives of any special meeting.

Section 9. Quorum

- (a) A majority of the Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors.
- (b) If quorum has not been reached within thirty (30) minutes of the scheduled starting time of the meeting, the meeting shall not be held.

Section 10. Compensation of Directors

- (a) Directors shall not receive any stated salary for their services as such, but each Director shall be entitled to receive from the Corporation reimbursement of reasonable expenses incurred by them.
- (b) Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 11. Committees

- (a) The President may designate one or more committees which shall have names and tasks as may be determined by the President to meet the needs of the Corporation.
- (b) The Board of Directors may, by resolution passed by the Board, designate one or more committees, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors. Such committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

Article IV: Officers

Section 1. Election, Tenure, and Compensation

- (a) The officers of the Corporation shall be a President, a Vice President, a Recording Secretary, a Treasurer, a Comptroller, and a Corresponding

Secretary. From time to time, the President may, with the concurrence of the Board of Directors, present new positions to be included in the Board of Directors. A written proposal must be included with the regular or special meeting announcement. The officers shall be members of the Board of Directors. No person shall hold more than one position on the Board of Directors simultaneously.

- (b) In the event that any officer other than an office required by law shall not be filled, or, once filled, subsequently becomes vacant, such office and references thereto in these By-Laws shall be filled temporarily by a Member at Large as named by the President until such office is filled in accordance with the provision of these By-Laws.

Section 2. Powers and Duties of the President

- (a) The President shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties. They shall preside at all meetings of the Corporation.
- (b) The President may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. They shall have the general powers and duties of supervision and management usually vested in the office of president of a Corporation. The President shall be an ex officio member of all standing committees. They shall do and perform such other duties as may, from time to time, be assigned to them by the Board of Directors or the Voting membership of the Corporation.
- (c) In the absence of the Treasurer or the Comptroller, the President shall be able to act as either, but not both of these officers.
- (d) The President of the Corporation shall have the authority to temporarily appoint persons to sign contracts on behalf of the Corporation. The President shall have the authority to limit the scope of each appointment as they see fit. The President shall notify the Board of Directors of all such appointments within one week, and the appointment shall be announced at the next regular meeting of the Corporation. The President may rescind any such appointment immediately. If called to question by the Board of Directors or the Voting Membership, the appointment may be rescinded by a majority vote of either body.

Section 3. Powers and Duties of the Vice President

- (a) The Vice President shall have the general powers and duties of supervision and management usually vested in the office of vice president of a Corporation. The Vice President shall preside at all meetings of the Corporation in the absence of the President.
- (b) In the absence of the President through death, resignation, disqualification, removal, or other cause, the Vice President shall assume the powers and duties of the President, until the office is filled in accordance with the provision of these By-Laws.

Section 4. Powers and Duties of the Corresponding Secretary

- (a) The Corresponding Secretary shall conduct all official correspondence of the Corporation not delegated to other offices and shall maintain a list of current addresses of all Voting, Inactive, and Honorary members.
- (b) The Corresponding Secretary shall give, or cause to be given, notice of all meetings of members and directors and all other notices required by law or by these By-Laws, and in case of their absence, refusal, or neglect to do so, any such notice may be given by any person directed by the President, or by the Board of Directors, or members upon whose written request the meeting is called as provided in these By Laws.
- (c) The Corresponding Secretary shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Board of Directors or the President, and attest the same.
- (d) The Corresponding Secretary shall preside at all meetings of the Corporation in the absence of the President and the Vice President.
- (e) In the absence of the President and Vice President through death, resignation, disqualification, removal, or other cause, the Corresponding Secretary shall assume the powers and duties of the President, until the office is filled in accordance with the provision of these By-Laws.

Section 5. Powers and Duties of the Recording Secretary

- (a) The Recording Secretary shall keep the minutes of each meeting of the Corporation and the Board of Directors and shall maintain them in an historical file of all documents relating to the Corporation. Within 14 days of the conclusion of a meeting of the Corporation or the Board of Directors, the Recording Secretary shall transmit, or cause to be transmitted, the minutes of the meeting to all members who have the right to receive notices as specified by their membership class in Article II, Section 10.
- (b) The recording secretary shall track attendance at all regular and special meetings of the Board and the members, with the exception of the annual meeting of the Corporation, as per Article II, Section 8 (a).

Section 6. Powers and duties of the Treasurer

- (a) The Treasurer shall have custody of all funds and securities of the Corporation, except as otherwise provided in these By-Laws, and they shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. They shall deposit all monies and other valuables in the name of the Corporation in such depository or depositories as may be designated by the Board of Directors.
- (b) The Treasurer shall disburse the funds of the Corporation as may be ordered by the Corporation, taking proper vouchers for such disbursements. They shall render to the President and the Board of Directors, whenever either of them requests, an account of all their transactions as Treasurer and of the financial condition of the Corporation.
- (c) The Treasurer shall receive reports from the Comptroller, shall present reports on the financial transactions and assets of the Corporation at all regular meetings, shall present an annual financial report to the Corporation on all

funds of the Corporation, and shall file with the appropriate government agencies all required financial reports, shall maintain the official membership list of the Corporation.

- (d) The Treasurer shall preside at all meetings of the Corporation in the absence of the President, Vice President, and the Corresponding Secretary.
- (e) In the absence of the President, Vice President, and Corresponding Secretary through death, resignation, disqualification, removal, or other cause, the Treasurer shall assume the powers and duties of the President, until the office is filled in accordance with the provision of these By-Laws.

Section 7. Powers and duties of the Comptroller

- (a) The Comptroller shall be required to present the budget plan for maintaining the fiscal health of the Corporation. The Comptroller shall present this plan to the voting membership for approval by the end of the first month of the Corporation's fiscal year. Once the budget plan has been approved, the Comptroller's approval is required before the Treasurer may issue disbursements from the general fund outside the approved budget.
- (b) The Comptroller shall keep the financial records of the Corporation and produce reports on a quarterly basis or at the request of the Treasurer or Board of Directors.
- (c) The approved budget can be amended by the President, Comptroller, and Treasurer on a majority vote of the three (3). In the case that the President is acting under the authorization granted Article IV, Section 2, Part (c) they can only vote once. In the event of a deadlock, the amendment to the budget would be voted on by the general membership at the next scheduled meeting of the members. Votes of this nature must be reported within five (5) days to the Board of Directors.

Article V: Procedures for Expulsion From Voting Membership

Section 1. Notice of Hearing

- (a) No Voting Member may be expelled from Membership in the Corporation except upon written notice for cause and an opportunity for a hearing.
- (b) The Board of Directors shall provide the Voting Member written notice setting forth a statement of the alleged cause, the possibility that the Voting Member may be expelled, the date, time and place at which the Board of Directors shall meet for a hearing on the matter and a statement of the rights and procedures to which the Voting Member is entitled at such hearing. Notice shall consist of transmitting the statement through electronic communication methods to contact information provided to the Corporation. An appropriate officer of the Corporation shall cause the written notice to be delivered to the Voting Member at least 21 days prior to the scheduled hearing.

Section 2. Hearing Procedure

- (a) The Board of Directors may appoint a representative(s) to present the alleged cause at the hearing. The Voting Member shall be entitled to reasonable aid and assistance of any other Voting Member in good standing to respond to the allegation. The Voting Member shall be entitled to present such witnesses or other evidence, within reason, as the Voting Member feels is necessary to respond to the alleged cause. During the course of the hearing, the Board of Directors shall extend to the Voting Member every assistance, within reason, to establish the truth or to present any mitigating circumstances. The Voting Member must disclose what witnesses and/or evidence they shall be presenting prior to the hearing. Should the Voting Member fail to appear at the hearing as set forth in the written notice, the alleged cause shall still be discussed and a conclusion may be established.
- (b) At the conclusion of the hearing, the Board of Directors shall vote whether to recommend expulsion of the Voting Member from Membership in the Corporation. An affirmative Vote of two-thirds (2/3) of a quorum of the Board of Directors is required to recommend expulsion of a Voting Member. This vote must be confirmed by two-thirds (2/3) of a quorum of the Committee of the Whole.
- (c) If a Voting Member is expelled, an appropriate officer of the Board of Directors shall record in its minutes a statement setting forth the cause found to be established, the vote results with the name of each Director and their vote. Additionally an appropriate officer of the Corporation shall cause a written notice containing the same information as in the meeting minutes to be delivered to the Voting Member within 14 days of the hearing.
- (d) The results of the vote of expulsion from Membership in the Corporation take effect immediately upon completion of the hearing.
- (e) An expelled Voting Member's rights in the Corporation shall not be reinstated within twelve (12) months of the vote for their expulsion. After that time, their reinstatement requires a vote approved by two-thirds (2/3) of a Quorum of the Committee of the Whole to reinstate the Voting Member. At which time, the Voting Member is under a probationary period of twelve (12) months. The Board of Directors and/or the Committee of the Whole shall set forward such terms as it feels are appropriate to the circumstances; such terms shall not violate federal, state, or local laws or the by-laws of Otakorp, Inc.

Article VI: Bank Accounts, Loans, and Investments

Section 1. Bank Accounts

- (a) The Financial Triumvirate— consisting of the President, Treasurer, and Comptroller— shall be named as the signing authorities for Otakorp, Inc., and as such are the only individuals who may deposit or withdraw funds in any banks or trust companies used by, Otakorp, Inc. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same.

- (b) The Treasurer shall maintain a regular account into which Supporting memberships, Voting memberships, Inactive memberships, Trial Memberships and other such unspecified donations as the Corporation may collect shall be deposited and from which day to day expenses and other expenses as the Corporation shall incur for special and regular events. By resolution either the Board of Directors or the Voting membership of the Corporation, funds from this account may be transferred to a restricted account.

Section 2. Loans

- (a) No officers or agents of the Corporation are authorized to effect loans, advances, or other forms of credit at any time unless prior approval is obtained from the Board of Directors and a majority of the Voting membership of a quorum of the Corporation.

Section 3. Investments

- (a) The Financial Triumvirate shall be empowered to invest the assets of the Corporation in line with the investment policy of the Corporation.

Article VII: Reimbursements

Section 1. Benefits to Individuals

- (a) No part of the net earnings of the Corporation shall inure to the benefit of any individual and no member, director, officer, volunteer, or employee of the Corporation shall receive any pecuniary benefits of any kind except in assistance to effect corporate purposes or as reimbursement of expenses reasonably incurred on behalf of the Corporation in effecting corporate purposes.

Section 2. Non-Reimbursed Activities

- (a) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate or intervene in (including the publishing or distributing statements of) any political campaign on behalf of any candidate for public office.

Section 3. Indemnification for Reimbursements not Authorized by the IRS

- (a) Any payment made to an officer or other employee of the Corporation, such as salary, commission, interest or rent, or entertainment expense incurred by them, which shall be disallowed in whole or in part by the Internal Revenue Service shall be reimbursed by such officer or other employee of the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed.

Article VIII: Miscellaneous Provisions

Section 1. Seal

- (a) In the event that the President shall direct the Corresponding Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have thereon inscribed the name of the Corporation, the year of its organization, and the word "**Pennsylvania**". Duplicate copies of the corporate seal may be provided for use in different offices of the Corporation, but each copy thereof shall be in the custody of the Corresponding Secretary.

Section 2. Fiscal Year

- (a) The **fiscal** year of the Corporation shall end on December 31.

Section 3. Amendment of By-Laws

- (a) A proposed amendment to these Bylaws must be submitted in writing to the Corporation at a regular or special meeting. The Corporation may then, upon the approval of a majority of a quorum of the voting members, call for a ratification vote on the proposed amendment at a specified future meeting of the Corporation.
- (b) All voting members shall be notified no fewer than twenty-one (21) days prior to the date of the meeting at which the vote to ratify a Bylaw amendment will take place. The notice shall include the full text of the proposed amendment.
- (c) At the ratification meeting, the proposed amendment may be modified as per Robert's Rules of Order.
- (d) A proposed amendment requires an affirmative vote of two-thirds (2/3) of a quorum of the voting members to be ratified.
- (e) A ratified amendment becomes effective as part of these Bylaws at the conclusion of the meeting at which it is ratified, or at any later time specified in the motion to ratify.
- (f) Amendments to the Bylaws may be removed or altered only by other amendments.