

BYLAWS OF
ARTIFICIAL INTELLIGENCE, DATA AND ANALYTICS USER GROUP, INC.,
a North Carolina Nonprofit Corporation

ARTICLE I: NAME

The name of the Corporation shall be Artificial Intelligence, Data and Analytics User Group, Inc., and may from time to time be referred to as AIDAUG, or the Corporation.

ARTICLE II: DEFINITIONS

The following capitalized terms shall have the meanings set forth below:

1. Board of Directors. The terms "Board of Directors" and "Board" refer to the Board of Directors of the Corporation, the members of which are referred to as "Directors."
2. AIDA. The term "AIDA" or the phrase "artificial intelligence, data and analytics" means artificial intelligence, data and analytics both as an industry and as a line of business of the members of the Corporation, and includes all AIDA products and services without regard to the manufacturer of the product or the provider of the service.

ARTICLE III: PURPOSES, CODE OF ETHICS, OFFICES

Section 1 - Nonprofit

The Corporation is organized under and shall operate as a North Carolina Nonprofit Corporation and shall have such powers as are now or as may hereafter be granted by the North Carolina Nonprofit Corporation Act.

Section 2 - Purposes

The corporation is a voluntary membership organization that is organized as a business league, within the meaning of § 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law, to promote and improve the common business interest of individuals engaged in the use of artificial intelligence, data collection, and analytics. Other purposes of the Corporation are set forth in its Articles of Incorporation. These Bylaws may be amended to state other and additional purposes of the Corporation that are not inconsistent with the purposes as set forth in its Articles of Incorporation.

Section 3 - Code of Ethics

The Board of Directors is authorized to promulgate a code of ethics, in furtherance of its purposes. The Board may submit such code of ethics to its members for approval. If code of ethics is adopted, the corporation shall publish the code of ethics to its membership and maintain the code of its on its website for access by members and non-members.

Section 4 - Offices

The principal office of the Corporation shall be located in North Carolina. The Corporation may have such other offices, either within or without the State of North Carolina, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time. The Corporation shall have and continuously maintain in the State of North Carolina a registered office and a registered agent.

ARTICLE IV: MEMBERSHIP

Section 1 - Designation

Membership in AIDAUG shall be open to any natural person, wherever located, who are eligible to become a member, who completes the AIDAUG registration process, pays any membership fees as established by the Board of Directors, and is accepted as a member by the Corporation. The Officers of the Corporation are authorized to accept an application for membership and to designate the applicant as a member.

Section 2 – Class of Members

The Corporation shall have one class of members. Only natural persons are eligible for membership in the Corporation. To be eligible for membership, a natural person, wherever located or residing, shall either (i) use AIDA in their occupation, (ii) has an interest in learning more about AIDA (iii) be employed by a business of any kind or type that manufactures AIDA products or provides AIDA services; or (iv) be employed or engaged by a business that sells AIDA products or services as a wholesaler or a retailer. As used in this Section, "business" means any firm, partnership or corporate entity, whether for profit or not for profit, and includes private companies, public and governmental agencies wherever located.

Section 3 - Members' Rights

1. Members shall have the right to attend and participate in all meetings, conferences, and events, to receive notices, information and publications of the corporation, the right to vote on all matters on which a membership vote is required or requested, the right to serve as a director or officer of the corporation and other benefits of membership.

2. Each Member shall have one vote.

3. A Member shall designate the member's mailing address and email address in the Member's application for membership or renewal thereof. The Corporation shall be entitled to rely upon the mailing and email address so provided by the Member. A Member may provide updated mailing address and email address to the Corporation's Secretary.

Section 4 - Members' Liabilities

1. A Member is not personally liable for the acts, debts, liabilities, or obligations of the Corporation.

2. Dues, Assessments, and Fees. A Member is liable for membership dues as established and modified by the Board of Directors from time to time. A member is liable for any assessment adopted by the Board of Directors provided such assessment is approved by a vote of not less two-thirds of the votes cast by the Members upon whom the assessment may be levied at a special meeting called for this purpose.

Section 5 - Non-Member Participation

The Board of Directors may permit non-members to participate in the Corporation's meetings, events, programs and activities.

Section 6 – No Transfer/Non-Equity Membership.

No Member may transfer a membership or any right arising from the membership. A Member does not have any equity interests of any kind or nature to the assets of the Corporation. All dues paid are non-refundable.

Section 7 – Termination of Membership

Termination of membership shall be by:

1. A written or electronic request from the Member to the Corporation requesting termination.

2. By death or incapacity of the Member.

3. Non-payment of dues by the date established for membership renewal.

4. For cause, by a 2/3 majority vote of the Board of Directors present and voting, in accordance with the following procedure. An alleged violation shall be reported in writing to the President. Upon receipt of the alleged violation,

the President shall appoint a special committee (which shall not include any current member of the Board of Directors or officer) to investigate the alleged violation and to report to the Board of Directors with a recommendation that the alleged violation be dismissed as unfounded, frivolous, or trivial, or that the charge be presented to the Board of Directors for hearing and determination on the merits of the charge. The Board of Directors may accept or reject such recommendation in whole or in part and may determine to conduct a hearing or to not conduct a hearing. If a hearing is conducted, the member accused of the alleged violation shall be afforded written notice of the charge, at least 15 days written notice of the date, time and place of the hearing, and shall be apprised of the members' right to legal counsel, the right to examine evidence, the right to cross examine witnesses, the opportunity to refute the charge, the right to present evidence and the right to make legal and factual arguments before the Board of Directors. After the hearing, the Board of Directors shall render a final decision, and the accused member shall be provided with notice of the decision.

ARTICLE V: BOARD OF DIRECTORS; MEETINGS

Section 1 - Powers

Subject to any limitation set forth in the articles of incorporation, these Bylaws or applicable laws, the affairs of the Corporation shall be managed by a Board of Directors. The primary function of the Board shall be to establish corporate policies for the direction and guidance of the officers and the management of the Corporation, and to formulate the basic rules and regulations governing the operation and management of the Corporation. The Board shall be responsible for the financial viability of the Corporation and overseeing all financial, accounting, and auditing transactions of the Corporation. The Board shall be responsible for the Corporation's personnel policies and procedures.

Section 2 - Number of Directors

The number of directors shall be not less than six (6) nor more than twelve (12) individuals. The Board of Directors may set the number of directors but no decrease in number of directors may have the effect of shortening the term of any director then in office.

Section 3 – Eligibility of Directors

An individual shall be a member in good standing in order to be qualified to be a director. ; provided that a Strategic Partner Liaison Board Member is not required to be a member of the Corporation. At no time shall more than one fourth (1/4) of the persons on the Board of Directors be employed by the same company or organization. All directors have an affirmative obligation to disclose in writing to the Corporation any change of employer. Subject to the maximum number of directors (12), the Board of Directors may designate up to two seats on the Board for nomination by one or more Strategic Partners. The Board may designate, in its discretion, any Strategic Partner. IBM shall be a founding Strategic Partner of the organization. The Board of Directors may accept or reject a nomination for a board seat from a Strategic Partner and appoint a natural person as a Strategic Partner Liaison Board Member by a two-thirds majority vote of the directors present and voting; provided that any Strategic Partner Liaison Board Member shall not participate in such vote. Upon acceptance by the Board, the person shall be a Strategic Partner Liaison Board Member for a term of two (2) years with full voting privileges. If a Strategic Partner Liaison leaves the employ of a Strategic Partner, they must relinquish their seat back to the Strategic Partner as rights to the seats belong with the Strategic Partners and not the individual. A Strategic Partner Liaison Board Member may not hold the office of President of the Corporation. A Strategic Partner Liaison Board Member may be removed by the Board by a vote of two-thirds majority of the directors present and voting; provided that any Strategic Partner Liaison Board Member shall not participate in such vote, Directors must demonstrate a willingness to accept responsibility for governing the Corporation, including a willingness to participate actively in activities of the Board. A person's area of interest, expertise, experience, accomplishments, and availability for meetings of the Board will be major considerations in his or her selection.

Section 4 - Designation, Term of Office, and Election of Directors

1. Nomination by Members. A Member may nominate themselves or another member in good standing to run for an open Director position as long as nominated member is not employed by a Strategic Partner.

2. Initial Directors. The initial Directors' terms shall be staggered such that approximately one-half of the initial directors shall serve an initial term of one (1) year and approximately one-half of the initial directors shall serve an initial term of two (2) years, and the initial directors shall serve their initial terms as set forth in the Articles of Incorporation or as initially elected by the incorporator, until their successors are elected by the members.

3. Terms of Office. Each Director is elected for a two (2) year term, starting on the first day of the next fiscal year. There is no limit in the number of terms a director is elected for.

4. Election Committee. In preparing for elections, the Board of Directors will form a committee (the "Election Committee") to identify eligible candidates and to propose to the membership qualified candidates for election to the Board as well as review Member Nominated individuals. The Election Committee shall be composed of at least three (3) members including no more than one (1) Strategic Partner Liaison Board member, and including at least one director. The members of the Election Committee shall not be candidates for the Board of Directors. The Election Committee will make every effort to encourage international diversity of the Board during the nominating processes. The Election Committee shall strive to nominate a slate of candidates with one candidate for each available seat, however the Committee shall have the discretion, for any seat to be elected by the members, to nominate more than one (1) candidate for each seat.

5. Election process. The Elections Committee shall notify the members of the seats to be filled in the upcoming election at least sixty (60) days prior to the date of election and invite nominations from the membership to be submitted by a date certain, which shall be not less than fifteen (15) days from the date of the election. Nominations from the membership shall be in writing, and the nominee shall state in writing the nominee's willingness to serve. The election of directors may be conducted at the annual meeting in person, by written ballot, or by electronic vote conducted via the internet. If the elections are to be held at an in-person meeting, nominations may be made from the floor, provided the nominee is present at the meeting and states a willingness to serve; if elections are conducted virtually, nominations from the membership shall not be accepted. If elections are conducted by means of written ballot, nominations from the membership may be accepted for "write-in" candidates.

6. Prior to the election date, the Board of Directors will publish the Election Committee's recommendations to the Board of Directors to the Membership.

7. Each voting Member shall have one (1) vote for each director position to be filled. Voting by proxy is prohibited. Members may not cumulate votes. The nominees who receive the most votes shall be elected Directors. Any tie shall be broken by the President.

Section 5 – Vacancies/Board Attendance Policy

Vacancy of a Director, including without limitation, vacancies caused by increase of the authorized number of such Directors, or by resignation, removal or death, may be filled by two-thirds (2/3) of the directors present and voting. to fill the vacant position. Each Director so appointed to fill a vacancy shall hold office until the next normal expiration of the term to which that person is appointed or until his or her successor is qualified and elected. Failure of a director to attend three consecutive regular meetings of the Board of Directors without prior written excuse issued by the President shall constitute grounds for the removal of such director from office by the Board of Directors by majority vote. Any vacancy of the office of any Strategic Partner Liaison Board Member may be filled by two-thirds (2/3) of the directors present and voting.

Section 6 – Place/Manner of Meetings

Meetings of the Board and of the membership shall be held at such places, an in such manner (virtual or in-person) as may be designated from time to time by the Board.

Section 7 - Participation in meetings by Teleconference

Meetings of the Board whether regular or special may be held by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other. Participation in a meeting

pursuant to this Section shall constitute presence in person at such meeting. The Director is responsible for having the necessary equipment and service to attend.

Section 8 - Annual meeting

The annual meeting of the members shall be held each year for the purpose of sharing the state of the Corporation, the election of directors, and the transaction of such other business as may properly be brought before the meeting on such date and at such time and place as the Board shall determine. Adequate remote access may also be provided to the members.

Section 9 - General meetings

General meetings of the Members and the Board of Directors may be called by the President or by a majority of the Board of Directors.

Section 10 - Regular meetings

Regular Meetings of the Board shall be held as needed with such notice as the Board shall determine. Notice of the regular meetings of the Board that have not been previously scheduled by Board action shall be given in writing and shall be mailed or emailed to each Director at least ten (10) days before each such meeting. The President is authorized to cancel any regular meeting of the Board upon notice.

Section 11 - Special meetings

Special meetings of the Board shall be held as needed at such date, time and place as the Board or as the President shall determine. Special meetings of the Board shall be held within a reasonable time after a written call or request therefore from the President or at least two (2) or more Directors.

Section 12 - Notice of Membership Meetings

An annual meeting or general meeting agenda published on the internet shall constitute sufficient notice to the Members of the Annual Meeting and of General Meetings of the membership; provided that notice is also given electronically. All notices shall state the date, time, and general nature of the business to be transacted at the meeting.

Section 13 - Consent to Meetings; Waiver of Notices

Any meeting of the Board shall be deemed to have been validly and legally called if all of the Directors entitled to vote on the day of the meeting sign a written waiver of notice, either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice except when the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. All such waivers, consents or approval shall be filed with the corporate records.

Section 14 - Quorum and Acts

The attendance of at least twenty (20) voting members shall constitute a quorum for conducting business at annual and general meetings of the membership. A majority of the Directors then in office shall constitute a quorum for the transaction of business. Except as otherwise provided by these Bylaws, if a quorum is present, the act of a majority present at the meeting of the Board of Directors shall be the act of the Board. Each Director shall have one (1) vote and there shall be no voting by proxy by directors. Except as otherwise provided by these Bylaws or by law, if a quorum is present, the act of a majority of voting members present at a meeting of the members shall be the act of the membership.

Section 15 - Conflict of Interest

Any member of the Board of Directors who has a personal or professional material interest in an issue being decided by the Board of Directors shall disclose such interest for a determination of the Board of whether or not there is conflict of interest. If the Board determines there is a conflict of interest, that director may not vote on questions related to that issue. Employment by a Strategic Partner, by itself, shall not be considered a personal or professional material interest. This Section

is intended to supplement the North Carolina Nonprofit Corporation Act

Section 16 - Adjournment

A majority of the Directors present at a meeting, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned; provided, however, that if the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 17 - Powers and Responsibilities of the Board of Directors

The powers and responsibilities of the Board of Directors include, but are not limited to:

1. Develop and propose policy for the Organization;
2. Develop, approve, and report the budget of the Organization;
3. Establish any requirements for membership and meeting attendance as provided in the Bylaws;
4. Replace any Board member at any time by a two-thirds (2/3) vote by all members of the Board of Directors;
5. All questions of operating procedure within the Board of Directors shall be decided by a majority vote of the Board;
6. Keep and protect the membership information;
7. Plan and execute programs;
8. Represent issues and concerns of the Corporation or Members to Strategic Partner;
9. Publish any material by the Corporation;
10. Collect, account for, use, and report on any revenues of the Corporation;
11. Maintain and preserve the records of the Corporation;
12. Operate and maintain the Corporation's computer resources;
13. Actively participate in the functioning of the Board and the Corporation; and
14. Perform such other duties as decided by the Board.

Section 18 - Rights of Inspection

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation, except as otherwise prohibited by laws.

Section 19 – Committees of the Board

Upon recommendation by the President, the Board of Directors may form one or more committees. Each committee shall consist of one or more directors, one or more members, and not more than one non-member. Each Committee and shall have and exercise the authority of the Board of Directors as specified by the Board; shall investigate and report back to the Board of Directors with any findings or recommendations; provided that a committee shall have not have the authority to bind the Corporation. These committees shall report and be responsible to the President or the President's designated individual. Designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon them by law. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the Corporation or until his or her successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof. One member of each committee shall be appointed chairman by the President. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 20 – Termination of a Director

Termination of a Director shall be by:

1. A written or electronic request from the Director to the Corporation requesting termination.
2. By death or incapacity of the Director.
3. For cause, by a 2/3 majority vote of the Board of Directors present and voting, provided that the Director in question shall not participate in such vote, in accordance with the following procedure. An alleged violation shall be reported in writing to the President. Upon receipt of the alleged violation, the President shall appoint a special committee (which shall not include the Director in question) to investigate the alleged violation and to report to the Board of Directors with a recommendation that the alleged violation be dismissed as unfounded, frivolous, or trivial, or that the charge be presented to the Board of Directors for hearing and determination on the merits of the charge. The Board of Directors may accept or reject such recommendation in whole or in part and may determine to conduct a hearing or to not conduct a hearing. If a hearing is conducted, the director accused of the alleged violation shall be afforded written notice of the charge, at least 15 days written notice of the date, time and place of the hearing, and shall be apprised of the director's right to legal counsel, the right to examine evidence, the right to cross examine witnesses, the opportunity to refute the charge, the right to present evidence and the right to make legal and factual arguments before the Board of Directors. After the hearing, the Board of Directors shall render a final decision, and the accused member shall be provided with notice of the decision.

ARTICLE VI: OFFICERS

Section 1 - President

One member of the Board of Directors shall be elected President by a majority vote of all members of the Board. The President shall serve at the pleasure of the Board, and accordingly, may be removed at any time by a two-thirds (2/3) vote of directors present. The responsibilities and powers of the President are:

- Act as chief spokesman for the Corporation;
- Chair the Board of Directors;
- Chair any committee created by the Board of Directors where a chair has not been explicitly appointed;
- Cast any tie-breaking vote in any meeting the President chairs;
- Create and oversee any committees needed to run the Corporation or to focus on an interest of the Corporation;
- Call a general meeting of the Corporation at least once a year;
- Chair the general elections of the Corporation;
- Perform such other duties or functions as are assigned by the Board of Directors.

The President serves a two (year term), and until the President's successor has been elected. There are no term limits for President.

Section 2 - Secretary

One member of the Board of Directors shall be elected Secretary by a majority vote of the Board. The Treasurer shall serve at the pleasure of the Board, and accordingly, may be removed at any time by a two-thirds (2/3) vote of directors present. The responsibilities and powers of the Secretary are:

- Act as Chair of any meeting of the Board or of the member in the event the President is unable to so serve
- Maintain and manage the list of members, and member's contact information including email address.
- Cause meeting minutes to be prepared and maintain the corporate records

The Secretary serves a two (year term), and until the Secretary's successor has been elected. There are no term limits for Secretary.

Section 3 – Treasurer

One member of the Board of Directors shall be elected Treasurer by a majority vote of the Board. The Treasurer shall serve at the pleasure of the Board, and accordingly, may be removed at any time by a two-thirds (2/3) vote of directors present. The responsibilities and powers of the Treasurer are:

- Draw the balance sheet with the profit and loss account;
- Cash management;
- Prepare a proposed budget;
- Work with the accountant;

The Treasurer serves a two (year term), and until the Treasurer successor has been elected. There are no term limits for Treasurer.

Section 4 - Other Officers

The Board may elect such other officers as the business of the Corporation may require, who shall have such authority and perform such duties as the Board may from time to time determine. All such officers shall serve at the pleasure of the Board.

ARTICLE VII: GENERAL PROVISIONS

Section 1 - Books and Records

The Corporation shall keep correct and complete books and records of account and shall keep minutes of proceedings of its Board and committees. Books, records and minutes shall be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 2 - Checks, Drafts, etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of, or payable to, the Corporation and any and all securities owned or held by the Corporation requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board.

Section 3 - Execution of Contracts

The Board, except as otherwise provided in these Bylaws, may authorize an officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general and confined to specific instances and, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose.

Section 4 - Construction and Definitions

Unless otherwise provided herein or unless the context otherwise requires, the general provisions, rules of construction and definitions containing the general provisions of the North Carolina Nonprofit Corporation Act shall govern the construction of these Bylaws.

Section 5 – Fiscal year

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

Section 6 - Amendments

The repeal, alteration or amendment of these Bylaws, requires a two-thirds (2/3) majority vote of the Board of Directors present and voting and the lesser of (i) a majority of all of the voting members or (ii) two-thirds (2/3) of the votes actually cast by voting members.

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member, Director, committee member, officer or employee of the Corporation or is or was serving at the request of the Corporation as a member, director, trustee, committee member, officer or employee of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, and against judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted, or failed to act, in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person acted or failed to act other than in good faith and in the manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

ARTICLE IX. ELECTRONIC PROCESS

The Corporation shall be authorized to use electronic process to provide notice to all members and to receive electronic votes from members entitled to vote, and to provide information to the membership (the term "members" include, for purposes of this Section, members of the Board of Directors), to the extent allowed by this Section and authorized by law. Any applicant for membership is deemed to consent to the use of electronic process by applying for and becoming a member of the Corporation or by renewing membership in the Corporation. This Section shall apply whether or not other provisions in the Bylaws specifically allow or provide for electronic process for notice of meetings or for voting transactions. The use of electronic mail ballots by members and the use of electronic transmission of written consents of all directors in lieu of a meeting are expressly permitted. The Secretary shall maintain a list of all members and the email address provided by that member for the use of electronic process and shall update the list as the Corporation receives requests to change email addresses. The Corporation shall be entitled to use the email address provided to it for use of electronic process until such time as the member provides a request for any change in email address in a writing mailed by first class mail to the Secretary at the Corporation's address, or in an email to the Secretary. This Section shall be interpreted to allow the greatest and fullest use of electronic process to give notice to the fullest extent allowed by law, including without limitation the North Carolina Nonprofit Corporation Act and the North Carolina Uniform Electronic Transactions Act. The Board of Directors is authorized to adopt a web-based or other electronic-based method of voting which allows members to cast votes electronically, among other methods. Any electronic voting system adopted by the Board of Directors may be used in conjunction with regular, or special meetings at which votes may be cast in person. If electronic voting is to be utilized, the Board of Directors shall clearly identify in the meeting notice that electronic voting will be available, the method by which the member voting can access the voting option and cast the member's vote, and the date and time by which the electronic voting option will close. For purposes of determining quorum, any votes cast electronically will count towards determining whether a quorum was present. The Board of Directors may take action by voting electronically as follows: (i) written consent of all Directors to action without a meeting of all Directors may be obtained through the electronic submission of consent; (ii) any other action of the Board of Directors taken by electronic vote shall be ratified at the next Board of Directors meeting or otherwise ratified by written consent of all Directors to action without a meeting.

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History Notes:

These Bylaws were adopted on 11/1/21 by the incorporator.