

BYLAWS
OF
WOMEN IN TECHNOLOGY HOLLYWOOD FOUNDATION, INC.

ARTICLE 1. OFFICES

Section 1. Principal Office. The principal office of Women in Technology Hollywood Foundation, Inc., an Idaho non-profit corporation ("Foundation"), shall be located 1416 N. 13th Street, Boise, Idaho 83702. The Foundation may have such other offices as the Board of Directors may designate or as the business of the Foundation may require from time to time.

Section 2. Registered Office. The registered office of the Foundation required by the Idaho Nonprofit Corporation Act, Chapter 30, Title 30, Idaho Code ("Act"), to be maintained in the State of Idaho shall be located at 1416 N. 13th Street, Boise, Idaho 83702, and may be changed from time to time by the Board of Directors.

ARTICLE II. BOARD OF DIRECTORS

Section 1. General Powers and Standard of Care. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Foundation shall be managed under the direction of, the Board of Directors except as may be otherwise provided in the Act or the Articles. If any such provision is made in the Articles, the powers and duties conferred or imposed upon the Board of Directors by the Act shall be exercised or performed to such extent and by such person or persons as shall be provided in the Articles.

A Director shall perform such Director's duties as a Director, including such Director's duties as a member of any committee of the Board upon which such Director may serve, in good faith, in a manner such Director reasonably believes to be in the best interests of the Foundation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing such Director's duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One (1) or more officers or employees of the Foundation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants or other person as to matters that the Director reasonably believes to be within such person's professional or expert competence; or

(c) A committee of the Board upon which such Director does not serve, duly designated in accordance with a provision of these Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence;

but such Director shall not be considered to be acting in good faith if such Director has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A person who so performs such duties shall have no liability by reason of being or having been a Director of the Foundation.

Section 2. Presumption of Assent. A Director of the Foundation who is present at a meeting of its Board of Directors at which any action on any corporate matter is taken shall be presumed to have assented to the action unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file such Director's written dissent to such action with the Secretary of the meeting before the adjournment thereof or shall forward such dissent by certified or registered mail to the Secretary of the Foundation within three (3) days after the adjournment of the meeting. Such right of dissent shall not apply to a Director who voted in favor of such action.

Section 3. Number, Appointment and Qualifications of Directors. The Board of Directors of the Foundation shall consist of three (3) members who shall each serve for a term of two (2) years. The names and addresses of the members of the first Board of Directors have been stated in the Articles. On or before a Director's term expires, the remaining Directors shall appoint an individual to serve as successor Director for the two-year term following the expiration of the term of the initial Director, and the Board of Directors shall likewise appoint successor Directors thereafter as needed to maintain a full complement of Directors. Each Director shall hold office for the term for which such Director is appointed and until such Director's successor shall have been appointed and qualified. Directors need not be residents of the State of Idaho.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next regular appointment of Directors.

Section 5. Committees. The Board of Directors, by a resolution adopted by a majority of the full Board of Directors, may designate one (1) or more committees each of which, to the extent provided in such resolution shall have and may exercise all of the authority of the Board of Directors in the management of the Foundation. Each such committee shall consist of two (2) or more persons, a majority of whom are Directors; the remainder need not be Directors. The 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 it or such Director by law. Any nondirector who becomes a member of any such committee shall have the same responsibility with respect to such committee as a Director who is a member thereof.

Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated and appointed by a resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the President thereunto authorized by a like resolution of the Board of Directors. Membership on such committees need not be limited to Directors.

Section 6. Directors' and Committee Meetings. Meetings of the Board of Directors, regular or special, or meetings of any committee designated thereby, may be held either within or without the State of Idaho. Unless otherwise specified in this Section or in the notice for such meeting, all meetings shall be held at the principal office of the Foundation.

Except as otherwise provided in this Section, regular or special meetings of the Board of Directors or any committee designated thereby may be called by or at the request of the President, any Director or the chairman of the committee, as applicable, upon written or verbal notice thereof given to each Director and other committee members, if applicable, at least three (3) days before the meeting. A regular meeting of the Board of Directors shall be held, without other notice than this Bylaw, at least annually on the Wednesday immediately preceding each anniversary of the date of incorporation of the Foundation. The Board of Directors may provide by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Members of the Board of Directors or any committee designated thereby may participate in a meeting of the Board or such committee by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear such other at the same time, and the participation by such means shall constitute presence in person at a meeting.

The attendance at or participation of a Director or committee member in any meeting shall constitute a waiver of notice of such meeting, except where a Director attends or participates for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors or any committee designated thereby need be specified in the notice of waiver of notice of such meeting.

Section 7. Waiver of Notice. Whenever any notice is required to be given to any Director or committee member under the provisions of the Act, the Articles or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time

stated therein, shall be equivalent to the giving of such notice.

Section 8. Quorum and Voting Requirements. A majority of the number of Directors fixed by Section 3 of this Article II shall constitute a quorum for the transaction of business at meetings of the Board of Directors. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A majority of the number of committee members fixed and appointed by the Board of Directors or the President, as the case may be shall constitute a quorum for the transaction of business at a meeting of such committee. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

Section 9. Action Without a Meeting. Any action required by the Act to be taken at a meeting of the Directors of the Foundation, or any action which may be taken at a meeting of the Directors or of a committee, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

Section 10. Compensation. Directors and committee members may receive a salary or other compensation for personal services rendered in that capacity and may be reimbursed for actual expenses incurred in the performance of such service; provided, however, that such compensation or reimbursement shall only be paid for personal services which are reasonable and necessary to carry out the exempt purposes of the Foundation and so long as such compensation or reimbursement is not excessive. This provision shall not preclude any Director from serving the Foundation in any other capacity and receiving additional compensation therefor.

Section 11. Director Conflicts of Interest. No contract or other transaction between the Foundation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its directors are Directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because such Director's or Directors' votes are counted for such purposes, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the vote or consent of such interested Directors; or
- (b) The contract or transaction is fair and reasonable to the Foundation and the fact of such relationship or interest is fully and fairly disclosed or known to the Foundation.
- (c) The transaction does not subject the Foundation or any other person to liability for

any federal excise taxes imposed by Sections 4941-4945 of the Internal Revenue Code of 1986.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

Section 12. Loans to Directors. The Foundation shall not lend money to or use its credit to assist its Directors or officers.

Section 13. Wrongful Distribution of Assets. No Director shall vote for or assent to any distribution of assets other than in payment of its debts, when the Foundation is insolvent or when such distribution would render the Foundation insolvent, or during the liquidation of the Foundation without the payment and discharge of or making adequate provisions for all known debts, obligations and liabilities.

A Director shall not be liable under this section, if, in the exercise of ordinary care, such Director acted in good faith and in reliance upon the written opinion of an attorney for the Foundation.

ARTICLE III. OFFICERS

Section 1. Number. The officers of the Foundation shall consist of a President, a Vice-President, a Secretary, a Treasurer, and an Executive Director, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be established and elected or appointed by the Board of Directors. The Foundation may have as many Vice-Presidents as the Board of Directors desires. Any two (2) or more offices may be held by the same person except the offices of President and Secretary which shall be held by different persons.

Section 2. Election and Term of Office. The officers of the Foundation shall be elected annually at the meeting of the Board of Directors held on the Wednesday immediately preceding each anniversary of the date of incorporation of the Foundation. If the election of officers shall not be held at such meeting, such election shall be held as soon as practicable thereafter. Each officer shall hold office until a successor shall have been duly elected and shall have qualified, until such officer's death, or until such officer shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Foundation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Foundation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Foundation. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary/Treasurer any promissory notes, deeds, mortgages, leases, contracts, or other instruments that the Board of Directors has authorized to be executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the President or in the event of her death, inability or refusal to act, the Vice President (or in the event there is more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then 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 the restrictions upon the President. The Vice President shall perform other duties commonly incident to the office of Vice President and such other duties as from time to time may be assigned to her by the President or by the Board of Directors.

Section 7. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall prepare and maintain proper minutes of those meetings. The Secretary shall cause notice to be given of all meetings of the Board of Directors as required by these Bylaws. The Secretary shall be the custodian of the official seal of the Foundation, if any, and shall affix that seal on all documents executed on behalf of the Foundation, pursuant to due authorization by the Board of Directors. The Secretary shall have the custody of and properly protect all executed deeds, leases, agreements and other legal documents and records to which the Foundation is a party or by which it is legally affected.

Section 8. Treasurer. The Treasurer shall be the principal financial officer of the Foundation and shall have charge and custody of and be responsible for all funds of the Foundation. The Treasurer shall sign all checks and promissory notes of the Foundation and shall receive and give receipts for moneys due and payable to the Foundation from any source whatsoever and deposit all such moneys in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IV of these Bylaws. The Treasurer shall keep or cause to be kept, adequate and correct accounts of the Foundation, including accounts of its assets, liabilities, receipts and disbursements. The Treasurer shall submit to the Board of Directors and the President, when required, statements of the financial affairs of the Foundation. The Treasurer shall in general perform all of the financial duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

Section 9. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors; provided, however, that such compensation shall only be paid for personal services which are reasonable and necessary to carry out the exempt purposes of the Foundation and shall not be excessive. No officer shall be prevented from receiving such salary by reason of the fact that such officer is also a Director of the Foundation.

ARTICLE IV. MISCELLANEOUS

Section 1. Books and Records. At its registered office or principal place of business, the Foundation shall keep: (i) correct and complete books and records of account; and (ii) minutes of the proceedings of its Board of Directors. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 2. Loans. No loans shall be contracted on behalf of the Foundation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officers, agent or agents of the Foundation as provided in these Bylaws or in such manner as shall from time to time be determined by the Board of Directors.

Section 4. Deposits. All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board of Directors may select.

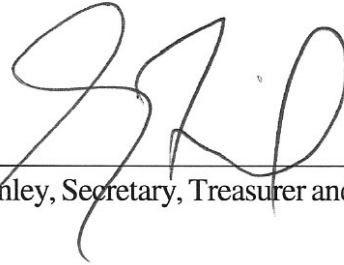
Section 5. Annual Financial Statements. The Board of Directors shall cause a balance sheet as of the closing date of the last fiscal year, together with a statement of income and expenditures for the year ending on that date, to be prepared.

Section 6. Fiscal Year. The fiscal year of the Foundation shall begin on the first day of January and end on the last day of December in each year, except that the first fiscal year shall begin on the date of incorporation.

Section 7. Corporate Seal. The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Foundation, the state of incorporation and the words "Corporate Seal"

Section 8. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors of the Foundation at any regular or special meeting.

The undersigned, being the duly elected Secretary of Women in Technology Hollywood Foundation, Inc., does hereby certify that the foregoing Bylaws were duly adopted as the official Bylaws of that Foundation by unanimous consent of the Directors of that Foundation on the 11th day of June, 2019.



Guy Finley, Secretary, Treasurer and Executive Director

**AGREEMENT IN LIEU OF A SPECIAL MEETING OF
ALL OF THE MEMBERS OF THE BOARD OF DIRECTORS
OF
WOMEN IN TECHNOLOGY HOLLYWOOD FOUNDATION, INC.**

This Agreement among all of the members of the Board of Directors of Women in Technology Hollywood Foundation, Inc., an Idaho non-profit corporation (the "Foundation"), is effective as of this 11 day of June, 2019, pursuant to mutual agreement of all Directors who are by the execution hereof waiving any and all notice and call of a special meeting and do by these presents make the following resolution effective as of the foregoing date.

W I T N E S S E T H

WHEREAS, the Articles of Incorporation of this Corporation, as filed, are approved and adopted and shall be inserted in the minute book of the Corporation, together with the Certificate of Incorporation issued by the Secretary of the State of Idaho; and

WHEREAS, the Bylaws for the regulation of the affairs of the Corporation are hereby ratified, confirmed, approved and adopted as the Bylaws of this Corporation and shall be filed in the minute book of the Corporation; and

WHEREAS, the persons duly elected and appointed as the officers of this Corporation, to hold office for the ensuing year or until such time as their respective successors are duly elected and qualified are as follows:

| | |
|---------------------|------------------------|
| President: | Rachel Souder-Arguedas |
| Chairwoman: | Nadya Ichinomya |
| Secretary: | Guy Finley |
| Treasurer: | Guy Finley |
| Executive Director: | Guy Finley |

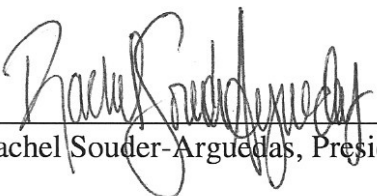
WHEREAS, the Board of Directors desires to ratify, confirm and approve all prior corporate actions taken by the Foundation occurring on or before the above date and in furtherance thereof, the following resolution is hereby immediately adopted as the valid, enforceable and binding act of the Foundation:

RESOLVED, that Rachel Souder-Arguedas be and is hereby elected as President, Nadya Ichinomya is hereby elected as Chairwoman, Guy Finley is hereby elected as Secretary, Treasurer, and Executive Director of the Foundation.

FURTHER RESOLVED, that the Board of Directors of the Foundation do hereby ratify, confirm and approve all prior corporate acts of the Foundation occurring prior to the above date as the lawful and authorized corporate acts of the Foundation.

FURTHER RESOLVED, the President and Secretary of the Foundation are authorized to execute such other and further documents, instruments, and writing in order to confirm the foregoing.

EFFECTIVE this 11 day of June, 2019.



Rachel Souder-Arguedas, President

**WOMEN IN TECHNOLOGY HOLLYWOOD FOUNDATION, INC.
ANNUAL CONFLICTS OF INTEREST DISCLOSURE FORM**

Name: Nadya Ichinomya

Title: Chairwoman

Conflicts of interest can arise any time your role at the foundation intersects with outside roles or relationships, creating the potential for you (or an individual or entity closely related to you) to personally benefit from the foundation directly or indirectly.

As the foundation engages in relationships with outside entities, the board will determine if a connection between you and that entity is a conflict, and, if so, whether it is material enough to be of practical importance. If it is, you understand that although you may offer information to the board, you will reclude yourself from final discussion and from voting on that matter.

Therefore, please disclose below any relationships, positions or circumstances in which you are involved that could contribute to a conflict of interest. Such relationships, positions or circumstances might include service as a trustee or consultant to a nonprofit organization, or ownership of a business that might provide goods or services to the foundation or a grantee. Please use additional pages as needed.

Dated this 11th day of June, 2019.



Nadya Ichinomya

① Sony Pictures Employee
② Solve 4 Equality CEO/Founder

**WOMEN IN TECHNOLOGY HOLLYWOOD FOUNDATION, INC.
ANNUAL CONFLICTS OF INTEREST DISCLOSURE FORM**

Name: Rachel Souder-Arguedas

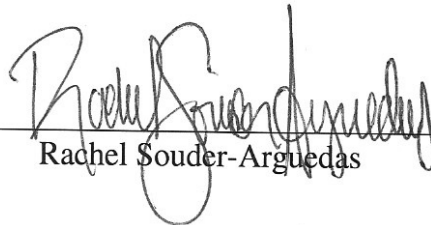
Title: President

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Dated this 11 day of June, 2019.



Rachel Souder-Arguedas

Sony Pictures employee
Solve 4 Equality initiative

