

BYLAWS OF FREE GEEK, INC.

These Bylaws of Free Geek, Inc. (“Free Geek”) are intended to conform to the mandatory requirements of the Oregon Nonprofit Corporations Act (the “Act”). Any ambiguity arising between the Bylaws and the discretionary provisions of the Act shall be resolved in favor of the application of the Act.

ARTICLE I. PURPOSE

- a. Free Geek is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 and as the same may hereafter be amended (the “Code”), including the making of distributions directly in support of such purposes or the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Code. References to sections of the Code shall be construed to include corresponding sections of any future federal tax code.
- b. The primary purpose(s) of Free Geek, in furtherance of its charitable and educational purpose, shall be to recycle technology and provide access to computers, the internet, education and job skills in exchange for community service.

ARTICLE II. MEMBERSHIP

Free Geek shall have no members. It shall be governed by a Board of Directors (the “Board”).

ARTICLE III THE BOARD OF DIRECTORS

Section 1. Function.

The Board shall provide for the oversight of the business and affairs of Free Geek and shall exercise all the powers of Free Geek as provided by the law and the Articles of Incorporation, but subject to any restrictions imposed by the Act, the Articles of Incorporation, or these Bylaws. The Board may by resolution delegate to committees, including an Executive Committee of their own number, or to Officers of Free Geek, such powers and functions as they may designate from time to time.

Section 2. Number and Composition.

- a. The Board shall consist of at least three (3) Directors. The exact number shall be fixed from time to time by resolution of the Board; provided, however, no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.
- b. At least two Directors shall have been designated by active volunteers (as defined by the Board) from their own number, to be their representatives on the Board (“Volunteer Representative Directors”).
- c. The Board shall strive for a balanced composition among its membership of issue interests relevant to Free Geek’s mission, interests of Free Geek client groups, and relevant skills. The Board shall also strive for at least 25% of the Directors to be Volunteer Representative Directors.

Section 3. Term.

- a. The term of each member of the Board shall be approximately two (2) years, except that the initial term of any director may be one year or two years, to the end that in each year the terms of as close as possible to one-half of the Directors shall expire. A Director, unless he or she first resigns or is removed, shall hold office for the term for which he or she is elected, or until his or her successor is elected and qualified, but the term shall be extended if its expiration would cause the number of directors to fall below the minimum required number of directors.
- b. There shall be no limit on the number of terms which a Director may serve.

Section 4. Designation and Election Procedures.

- a. Prior to the annual meeting of the Board, the Board shall arrange and hold a meeting of Free Geek volunteers, for the purpose of designating of one or more Volunteer Representative Directors in accordance with Section 2.b. above, to the end that in no year will the Board include fewer than two Volunteer Representative Directors.
- b. Prior to the annual meeting of the Board, the Board shall elect the successors to the Directors whose terms expire that year, other than Volunteer Representative Directors, except that a Director shall not vote or block consensus on that Director's own position. Nominations shall be sought from the community served by Free Geek, including but not limited to the Board, the Staff and Volunteers.

Section 5. Annual Meeting.

The Board shall hold meetings at least once each calendar year, or more often as necessary. The Board shall, by its own resolution, designate such dates, times and places as it may choose for such meetings; provided, however, the annual meeting of the Board shall be held no later than the last day of October of each calendar year.

Section 6. Special Meetings.

Special meetings of the Board may be called by the Chairperson and must be called by the Chairperson upon the written request of at least two Directors. Notice of a special meeting of the Board shall be mailed, hand-delivered or given verbally to each Director not less than 10 days prior to the meeting and no more than 60 days prior to the meeting. The notification shall include the date, time, place and agenda of the special meeting.

Section 7. Waiver of Notice.

A Director may at any time waive any notice required by the Act, the Articles of Incorporation or these Bylaws. Except as otherwise provided herein, such waiver must be in writing, signed by the Director entitled to notice, specify the meeting for which notice is waived and be filed with the corporate records. A waiver of notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express

purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Quorum and Voting.

A majority of the Directors in office immediately before the meeting begins shall constitute a quorum at any meeting. Decisions made by such a quorum shall be the act of the Board unless a greater vote is required by the Act, the Articles of Incorporation or these Bylaws.

Section 9. Presumption of Assent.

A Director of Free Geek who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 10. Removal or Resignation of Directors.

Any Director of Free Geek may resign from such position by delivering written notice of the resignation to the Board, its presiding Officer, the Chairperson or secretary, but such resignation shall be without prejudice to the contract rights, if any, of Free Geek. Any Director elected or appointed by the Board may be removed by the Board, for cause, by the Directors then in office, except for the director in question, whenever in its judgment the best interests of Free Geek would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of a Director shall not of itself create contract rights.

Section 11. Vacancies.

In the event of a vacancy, the Board shall appoint an interim Director for the uncompleted term.

Section 12. Compensation; Conflicts of Interest.

a. Directors shall not be compensated for their services as Directors. Directors shall be reimbursed by Free Geek for necessary expenses incurred in the execution of their duties and responsibilities. The Board of Directors may establish an aggregate annual limit for reimbursement of expenses incurred in a Director's execution of his or her duties and responsibilities, and may disapprove, by a majority vote, of any specific reimbursement request submitted.

b. No Director shall be liable to account to Free Geek for any profit realized by the Director from or through any transaction or contract of Free Geek; provided, however, in the case of any such contract or transaction requiring authorization by the Board, any Director who personally or through any firm or corporation is interested in such a contract or transaction shall recuse themselves from the decision. Such Director may be counted in determining whether a quorum is present at any meeting upon which action thereon is taken; and such Director shall be responsible for disclosing to the Board his or her interest in any such contract or transaction.

Section 13. Action By Directors Without A Meeting.

Any action required to be taken at a meeting of the Directors of Free Geek, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing setting forth the actions so taken shall be signed by all the Directors not recused with respect to the subject matter thereof. Such consent shall have the same effect and force as a unanimous vote of said Directors.

ARTICLE IV. OFFICERS

Section 1. Officers.

The Officers of Free Geek shall be a Chairperson, a Secretary and a Treasurer. Each Officer shall be elected by the Board at its annual meeting from among the Directors. Each Officer shall serve for a term of one (1) year. Officers shall assume their respective duties immediately upon election.

Section 2. Duties of Officers.

a. Chairperson - The Chairperson shall convene all meetings of the Board and shall discharge such other duties as may be prescribed from time to time by the Board.

b. Secretary - The Secretary shall provide for the keeping of the minutes of the meetings of the Board and of any standing or temporary committees thereof; shall be responsible for the timely preparation and delivery of all notices to be given in accordance with the provisions of these Bylaws, the Articles of Incorporation or as required by the Act; shall be custodian of the corporate records and the seal of Free Geek (if any) and shall be responsible for authenticating the records of Free Geek as duly authorized or required by the Act; and shall perform such other duties as may be prescribed from time to time by the Board.

c. Treasurer - The Treasurer shall provide for the oversight of all the financial affairs of Free Geek; shall be the legal custodian of all the corporate funds and securities; shall deposit all funds in the name of Free Geek in such bank or banks as the Board shall by resolution specify; shall keep proper account books and perform such other duties as may be prescribed from time to time by the Board. The Treasurer may delegate daily financial duties to the Staff, but must review the details on a quarterly basis.

Section 3. Other Officers.

The Board may by resolution create such additional and special Officers as may be considered necessary or desirable in addition to those hereinabove described. The appointment, tenure, removal and succession of persons to hold such offices shall be as the Board shall provide.

Section 4. Compensation and Expenses.

Unless otherwise established by the Board, no Officer shall be compensated for his or her services as an Officer. Expenses incurred in connection with performance of an Officer's official duties may be reimbursed upon approval of the Board.

Section 5. Resignation or Removal.

Any Officer of Free Geek may resign from such position by delivering written notice of the resignation to the Board, but such resignation shall be without prejudice to the contract rights, if any, of Free Geek. Any Officer or agent elected or appointed by the Board may be removed by the by the Board, except for the Director or Officer in question, for cause, when in its judgment the best interests of Free Geek would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of an Officer or agent shall not of itself create contract rights.

Section 6. Vacancies.

Vacancies in any office caused by any reason shall be filled by the Board at any meeting by selecting a suitable and qualified person to act during the unexpired term.

ARTICLE V. COMMITTEES AND OTHER GROUPS

Section 1. Committees of the Board of Directors.

The Board may create one (1) or more committees of the Board of Directors. The Board may appoint Directors of the Board to serve on them or designate the method of selecting committee members. Each committee shall consist of at least one (1) Director of the Board. The Board may appoint non-Board members to Committees of the Board who have specific experience in the committee's area of responsibility. Committees of the Board shall report to the full Board and require Board consent of all actions unless specific authority has been delegated by the Board to the Committee.

Section 2. Groups other than Committees of the Board.

Groups other than the Board and the Committees thereof may be formed on an as-needed basis by the Free Geek community. These other groups shall not have the authority to act for or on behalf of the Board.

Section 3. The Town Hall

At least annually, the Board shall invite all active Free Geek volunteers (as defined by the Board) to attend a meeting for the purpose of providing input on Free Geek vision and goals. The Board shall strive to integrate this input into its planning.

ARTICLE VI. RIGHT OF PARTICIPATION

No person shall be denied the services or facilities of this organization or be excluded from participation or service herein because of race, age, color, sex, sexual orientation, gender identification, creed, religion, handicap, or national origin, and discrimination of any kind in respect hereof is expressly prohibited.

ARTICLE VII. DEPOSITORIES, SIGNATURES AND SEAL

Section 1. Depositories.

All funds of Free Geek shall be deposited in the name of Free Geek in such bank, banks or other financial institutions as the Board may from time to time designate and shall be drawn on checks, drafts or other orders signed on behalf of Free Geek by the Treasurer and/or such other person or persons as the Board may from time to time designate.

Section 2. Contracts.

All contracts, deeds and other instruments shall be signed on behalf of Free Geek by the Chairperson or by such other Officer or agent as the Board may from time to time designate.

Section 3. Seal.

Free Geek shall have no seal.

Section 4. Borrowing.

Notwithstanding any other provision in these Bylaws, no Officer or agent of Free Geek shall have authority to borrow any funds on behalf of Free Geek, or to hypothecate any assets thereof, for corporate purposes or otherwise, except as expressly stated in a resolution approved by the Board and duly entered in the minutes of the Board. No loans shall be made by Free Geek to any Director or Officer.

Section 5. Gifts.

The Board may accept on behalf of Free Geek any contribution, gift, bequest or devise for the general purpose of Free Geek, and any such contribution, gift, bequest, or devise is subject to the Board's acceptance.

ARTICLE VIII. AMENDMENTS

These Bylaws may be amended by the Board then in office at any regular or special meeting of the Board provided the notice given for such meeting indicates that such amendments will be considered..

ARTICLE IX. INDEMNIFICATION

Section 1. Directors and Officers.

Pursuant to ORS 65.387 to 65.414, Free Geek shall indemnify, to the fullest extent provided in the Act, any Director or Officer who was or is a Party or is threatened to be made a Party to any Proceeding (other than an action by or in the right of Free Geek) by reason of or arising from the fact that such person is or was a Director or Officer of Free Geek. The determination and authorization of indemnification shall be made as provided in the Act.

Section 2. Advance of Expenses.

Free Geek may pay for or reimburse the reasonable Expenses incurred by a Director or Officer who is a Party to a Proceeding in advance of final disposition of the Proceeding as provided in the Act.

Section 3. Insurance.

At the discretion of the Board, Free Geek may purchase and maintain insurance on behalf of any person who is or was a Director or Officer of Free Geek against any Liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not Free Geek would have the power to indemnify such person against such Liability under the provisions of this Article.

Section 4. Purpose and Exclusivity.

The indemnification referred to in the various sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, provision of the Articles of Incorporation, agreement, vote of the Board or otherwise.

Section 5. Definitions.

The terms used in this Article shall have the same meanings given them in ORS 65.387 to 65.414.

ARTICLE X DEFINITIONS

“In writing”, as used in these Bylaws, refers to documents that are hand-delivered, faxed, mailed, or sent by email communication, unless another definition is required by the Act.

ARTICLE XI. IDENTIFICATION

The foregoing Bylaws were duly adopted by the Board of Directors of Free Geek on November 3, 2011.

Jon Van Oast, Secretary