

AMENDED AND RESTATED BYLAWS

OF

BOOKMARKS

ARTICLE I

OFFICES

1. Principal Office. The principal office of Bookmarks (the "Corporation") is located in Forsyth County, North Carolina or such other place as designated by the Board of Directors.
2. Registered Office. The registered office of the Corporation, required by law to be maintained in the State of North Carolina, may be, but need not be, identical with the principal office.
3. Other Offices. The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine, or as the affairs of the Corporation may require.

ARTICLE II

PURPOSES

The purposes for which the Corporation is formed are set forth in the Articles of Incorporation as filed with the Secretary of State of North Carolina and as may be amended from time to time (the "Articles of Incorporation").

ARTICLE III

MEMBERSHIP

The Corporation shall have no members.

ARTICLE IV

DIRECTORS

1. General Powers. All corporate powers shall be exercised under the authority of, and the business and affairs of the Corporation shall be governed, supervised and directed by, the Board of Directors or such committees thereof as the Board of Directors may establish pursuant to these Bylaws.
2. Founder. The founder of the Corporation, Debbie Harlee (the "Founder") shall serve as a director, with voting rights, until her death or resignation.
3. Number and Qualification. The number of directors of the Corporation, in addition to the Founder and the immediate past chair (for a one year period), shall be no fewer than seven (7) and no more than eighteen (18) directors. The Corporation shall seek for membership to its Board qualified individuals with appropriate skills, knowledge, and experience to help the Corporation achieve its purpose.
4. Election and Term of Office. New members of the Board of Directors shall be elected by the current directors at the annual meeting of the Board each November. Terms will begin on the January 1 following each director's election or re-election. At the time of his or her initial election, each director shall be assigned to Class A, Class B, or Class C, and an effort shall be made to keep each class of directors equal in size. Each director shall hold office for a term of three years, except for those Board members assigned to classes as a part of the Board reorganization in December of 2020 as set forth below:

- a. Directors assigned to Class A shall have their term expire on the date of the annual meeting held in 2021.
 - b. Directors assigned to Class B shall have their term expire on the date of the annual meeting held in 2022.
 - c. Directors assigned to Class C shall have their term expire on the date of the annual meeting held in 2023.
5. Directors may serve up to two consecutive terms and must be re-elected between terms.
6. Resignation, Removal. A director may resign at any time by communicating such resignation in writing to the Secretary of the Corporation. A resignation is effective on the date of the written communication unless such communication specifies a later effective date. Directors (other than the Founder) may be removed from office with or without cause by a vote of two-thirds of the directors (excluding the director sought to be removed) at a regular or specially called meeting.
7. Vacancies. Vacancies on the Board of Directors may be filled by a majority vote of the remaining directors. A director elected to fill a vacancy shall be elected to complete the unexpired term of his/her predecessor and thereafter may be elected to two consecutive regular term.
8. Compensation. Directors shall not be compensated for their services as such, but the Board of Directors may provide for the payment of expenses incurred by directors in connection with the performance of their duties carried out on behalf of the Corporation.

ARTICLE IV **MEETINGS OF DIRECTORS**

1. Annual Meeting. An annual meeting of the Board of Directors shall be held at such time and place as the Board of Directors shall determine during the month of November. Unless otherwise provided by the Board of Directors, the election of directors shall take place at the annual meeting.
2. Regular Meetings. The Board of Directors shall hold not fewer than four regular meetings during each fiscal year.
3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors in office at the time such meeting is requested.
4. Notice of Meetings. Notice of the time, date, and place of any meeting of the Board of Directors shall be given to all directors as soon as is reasonably practical prior to the meeting and in the manner set forth in Section 8 of Article VIII.
5. Quorum. A majority of the directors then in office shall constitute a quorum for the purpose of transacting business at any meeting of the Board of Directors.
6. Manner of Acting. Unless the North Carolina Nonprofit Corporation Act (the "Act"), the Articles of Incorporation or these Bylaws require the vote of a greater number of directors, the affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be considered an act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.
7. Action by Directors without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors (or a meeting of a committee of the Board of Directors) may be taken without a meeting if a

written consent, describing the action taken, is signed by each director (or each member of the subject committee) and delivered to the Corporation for inclusion in the corporate records where minutes of meetings are kept.

8. Attendance by Telephone/Video. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone/video or similar device which allows all persons participating in the meeting to hear and speak with each other, and such participation in a meeting shall be deemed presence in person at such meeting.

ARTICLE V **OFFICERS**

1. **Officers.** The officers of the Corporation shall consist of a Chair, a Vice Chair, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time elect. One person shall not hold two offices concurrently with the exception of Secretary and Treasurer, which positions may be filled by the same person.

2. Election and Term. The officers of the Corporation shall be elected by the Board of Directors at its annual meeting.

3. Removal and Resignation. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors with or without cause. Failure to attend three or more meetings without notice or excuse could be just cause for removal. An officer may resign at any time by communicating his or her resignation to the Corporation in writing. A resignation is effective when communicated unless it specifies in writing a later effective date.

4. Chair. The Chair of the Board shall be the principal executive officer of the Corporation and subject to the supervision of the Board of Directors, shall supervise and control the management of the Corporation according to these Bylaws. The Chair shall preside at meetings of the directors and, in general, shall perform all duties as may be prescribed by the Board of Directors from time to time.

5. Vice Chair. The Vice Chair, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Chair, perform the duties and exercise the powers of Chair of the Board. In addition, the Vice Chair shall perform such other duties and shall have such other powers as the Board of Directors shall prescribe.

6. Secretary. The Secretary shall: (a) keep minutes of all meetings of the Corporation's Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; and (c) keep a record of all actions taken by committees of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Secretary shall have general charge of the corporate records and books and of the corporate seal, and he or she shall affix the corporate seal to any lawfully executed instruments requiring it. The Secretary shall sign such instruments as may require his or her signature, and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the Chair or by the Board of Directors.

7. Treasurer. The Treasurer shall at each regular meeting report all income and expenses and balances then on hand. At each annual meeting, the Treasurer shall submit an income and expense statement along with a statement of receipts and expenditures. The Treasurer shall, in general, perform all duties incident to the office and such other duties as may be assigned from time to time by the President or by the Board of Directors.

8. Vacancies. A vacancy in any officer position may be filled by the Board of Directors at any time for the duration of that officer's unexpired term. A vacancy with respect to any officer position that is required by these Bylaws shall be filled by the Board of Directors as promptly as is practical under the circumstances.

9. Executive Director. The Corporation may, subject to approval by the Board or Directors, have an executive director (the "Executive Director"). The Executive Director, subject to the control of the Board of Directors, shall be

the principal administrative officer of the Corporation. Under the direction of the Board of Directors, the Executive Director shall supervise and have general charge of all operating functions and activities of the Corporation and shall be charged with carrying out the policies, programs, orders, and resolutions of the Board or Directors.

10. Bonding. The Board of Directors may by resolution require any or all officers, agents and employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VI **COMMITTEES**

1. Special or Standing Committees. Except as limited by Section 6 of this Article VI, the Board of Directors may by resolution create one or more standing or special committees for any purpose and delegate to such committee(s) any of the powers and authorities of the Board of Directors. Each such committee shall consist of two or more directors. Such committees shall at all times be subject to the control of the Board of Directors. The chair and members of each standing and any special committee shall be appointed by the Chair of the Board. Each chair shall report regularly to the Board of Directors. The Chair of the Board shall be an ex-officio member of all committees.

a. Executive Committee. There shall be an Executive Committee chaired by the Chair of the Board. The Executive Committee shall be composed of the Officers of the Corporation, the immediate Past Chair of the Board (for one year only following the beginning of the term of a new Chair), and one at-large member, appointed by the Chair of the Board. The Executive Committee shall have the power to transact all regular and such special items of business of the Corporation as the Board of Directors may authorize, provided that any such action does not conflict with these Bylaws, policies of the Corporation and/or expressed wishes of the Board of Directors.

2. Term of Office. The chair and each member of each standing committee shall serve until the next annual meeting of the Corporation at which time a successor may be appointed, or until the committee is dissolved by the Board of Directors.

3. Vacancies. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointment.

4. Committee Rules. Each committee shall meet as often as necessary to perform its duties and at such times and places as directed by its chair, the Chair of the Board of Directors, or by the Board of Directors. Rules shall be consistent with the process as set forth in Article IV of these Bylaws. Each committee shall keep accurate minutes of its meetings, with the chair designating a secretary of the committee for this purpose, and shall make periodic reports and/or recommendations to the Board of Directors.

5. Expenditures. Any expenditure of Corporation funds by a committee shall require prior approval of the Board of Directors.

6. Limitations of Delegation. In accordance with Section 55A-8-25(e) of the Act, the Board of Directors may not delegate to any committee the following powers:

- a. To authorize distributions;
- b. To approve dissolution, merger or the sale, pledge, or transfer of all or substantially all of the Corporation's assets;

- c. To elect, appoint or remove directors, or fill vacancies on the Board of Directors or on any committees of the Board of Directors; and
- d. To adopt, amend or repeal the Articles of Incorporation or Bylaws.

ARTICLE VII
INDEMNIFICATION

1. General Policy. It shall be the general policy of the Corporation to indemnify to the maximum extent permitted by Chapter 55A of the General Statutes of North Carolina the Directors and officers and former Directors and officers of the Corporation, and persons who serve or have served at the request of the Corporation as Directors or officers of another corporation, partnership, joint venture, trust or other enterprise, against Liabilities incurred by them in connection with any Proceeding and against Expenses in connection with any Proceeding, where such Liabilities and Expenses were incurred in connection with the good faith performance of their duties for or on behalf of the Corporation.

2. Approval of Indemnification. The Board of Directors shall take all action as may be necessary and appropriate to authorize the Corporation to provide the indemnification required by this Article VII and applicable law, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her. The use of funds of the Corporation for indemnification shall be deemed a proper expense of Corporation.

3. Effect of Repeal. Any person who at any time serves or has served in any capacity that qualifies such person as an indemnified person shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the rights provided for herein. Any repeal or modification of the indemnification provisions set forth in this Article VIII shall not affect any rights or obligations existing at the time of the repeal or modification. The rights provided for herein inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from this provision.

4. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any indemnified person against any Liability and/or Expense asserted against or incurred by him or her in any capacity that qualifies the indemnified person as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

5. Definitions: The following terms used in this Article VII will have the following meanings:

- a. "Expense" means reasonable expenses of every kind associated with a Proceeding, including counsel fees and court costs.
- b. "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), reasonable Expenses incurred with respect to a proceeding, and all reasonable Expenses incurred in enforcing the indemnification rights provided herein.
- c. "Proceeding" shall mean any pending, threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative.

ARTICLE VIII
GENERAL PROVISIONS

1. Management of Corporate Funds. No funds shall be used for any purpose other than to fulfill the purposes of the Corporation.
2. Records. The Corporation shall keep an electronic or physical copy of the following records at the principal office of the Corporation:
 - a. the Articles of Incorporation and all amendments thereto or restatements thereof;
 - b. the Bylaws and all amendments thereto or restatements thereof;
 - c. minutes of meetings, and written consents in lieu of meetings, of the Board of Directors and any committees thereof;
 - d. the Corporation's financial statements;
 - e. a list of the names and business or home addresses of its current directors and officers; and
 - f. copies of any filings of the Corporation required to be kept by law or governmental authorities.
3. Exempt Activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.
4. Fiscal Year. The fiscal year of the corporation shall be the calendar year.
5. Conflicts of Interest. In the event any director has a conflict of interest that might limit such director's fair and impartial participation in Board deliberations or decisions, such director shall inform the Board as to the circumstances of such conflict. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by, with or on behalf of the Corporation in which a director has a direct or indirect personal interest, or any transaction in which a director is unable to exercise impartial judgment or otherwise act in the best interests of the Corporation. No director shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any director who believes he or she may have such a conflict of interest shall notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any director has a conflict of interest in any matter. The minutes of the relevant Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested director.
6. Confidentiality. All information related to the business of the corporation shall be held in the strictest of confidence unless otherwise explicitly stated. Information shall not be sold, shared, distributed or disseminated for any other purpose than the business of the Corporation.
7. Amendments to the Bylaws. These Bylaws may be amended or repealed and new bylaws may be adopted at any regular or special meeting of the Board of Directors by the affirmative vote of a majority of the directors then holding office, provided that the notice of the meeting shall: (i) not be less than 5 days prior to the meeting; (b) state that a purpose of the meeting is to consider a proposed amendment to the Bylaws; and (c) attach a copy or state the nature of the proposed amendment.
8. Notice of Meetings. Notice of the place, if any, date, hour and means of remote communication, if any, of every regular meeting of the Board of Directors shall be given by the Corporation not less than ten days before the

meeting (unless a different time is specified by law). Notices of special meetings shall also specify the purpose(s) for which such meeting has been called. Except as otherwise provided herein or permitted by applicable law, notice shall be in writing and delivered by electronic mail, personally or mailed to the directors at their address appearing on the books of the Corporation. Notice of any meeting need not be given to any director who shall, either before or after the meeting, submit a waiver of notice or who shall attend such meeting, except when the director attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Any director so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

ARTICLE XI
DISSOLUTION

1. Authorization of Dissolution. Any dissolution of the Corporation must be authorized by the Board of Directors pursuant to its approval of a plan of liquidation and dissolution providing for the payment of all liabilities and obligations of the Corporation and the distribution of all the net assets of the Corporation, in accordance with the Articles of Incorporation and applicable law, by a vote of a two-thirds majority of the directors then in office.

2. Distribution of Assets. If the Corporation is formally dissolved in accordance with these Bylaws and applicable law, all property, both real and personal, which the Corporation may own shall first be used to pay and discharge all liabilities and obligations of the Corporation, with the remainder to be distributed to one or more charitable organizations, provided that each such recipient, at the time of distribution, is an entity that is exempt under Section 501(c)(3) of the Code (or any applicable succeeding law), or to the United States or a State thereof, as the Board of Directors shall determine in its discretion, in accordance with the provisions of the plan of liquidation and dissolution and subject to applicable law and the Articles of Incorporation in effect as of the date of dissolution.

I, being the duly elected, qualified and acting Secretary of Bookmarks, a North Carolina non-profit corporation, hereby certify that the foregoing are the amended and restated Bylaws of Bookmarks as adopted by the Board of Directors by action duly taken as of November 13, 2023.

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of November 2021.

Kelly Eisenbraun, Secretary