

THIRD AMENDED AND RESTATED BYLAWS OF LOLUG

ARTICLE I. NAME AND OFFICES

Section 1. Name. The name of the Corporation is "LOLUG".

Section 2. Offices. The principal office of the Corporation shall be located at 2323 Woodscrest Avenue, Lincoln, Nebraska 68502. The Corporation may establish such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 3. Registered Office and Agent. The registered office and registered agent of the Corporation shall be as set forth in the Corporation's Articles of Incorporation, as amended or restated, and may be changed from time to time by the Board of Directors in accordance with the procedures outlined in the Act.

ARTICLE II. MEMBERS

Section 1. Classes of Membership. The Corporation shall have no fewer than two (2) classes of members: (1) Subscriber Members and (2) Participant Members.

- (a) Subscriber Member. Subscriber Membership qualifications for 2024 are set forth in the Second Amended and Restated Bylaws of LOLUG. Effective January 2024, for maintenance of Subscriber Membership in 2024 and qualification for Subscriber Membership for and after 2025, Subscriber Members consist of those persons and institutions who: (1) are an active member of the online Discourse membership group (lolugforum.org); (2) have paid annual dues; (3) have attended at least seven out of twelve regular meetings by the end of the current calendar year; (4) have displayed a MOC (my own creation) in at least three shows by the end of the current calendar year; and (5) have been approved by a majority vote of the Board of Directors. Subscriber Membership shall be on a year-to-year basis, based upon the calendar year. Subscriber Membership shall continue until the last day of the calendar year for which his, her, or its dues have been paid and minimum annual qualifications have been met. Annual Dues for Subscriber Membership shall consist of a contribution of cash or personal property to the Corporation as determined by the Board of Directors; provided, however, that the Board of Directors may waive Annual Dues or contributions for honorary Subscriber Members.
- (b) Participant Member. Participant Members consist of those persons and institutions who: (1) are a member of the online membership group and (2) have attended at least one of the last six regular meetings.
- (c) Additional Classes of Membership. The Board of Directors shall have the authority to establish and define additional non-voting classes of membership as allowed by law.

Section 2. Membership Benefits.

- (a) Subscriber Member. Subscriber Membership benefits include, but are not limited to, participation in (1) the online membership group; (2) all Corporation events; (2) LUG support; (3) LEGO® event support; (4) LUGBULK; and (5) a right to review all LOLUG financial records and corporate documents. Additional Subscriber Membership benefits shall be defined and determined by the Board of Directors. Subscriber Members shall have the right to vote on matters as determined by the Board of Directors or as required by law.
- (b) Participant Member. Participant Membership benefits include, but are not limited to, participation in (1) the online membership group; and (2) events that are designated as not "subscriber only". Participant Members are not entitled to and cannot participate in subscriber only events, LUG support, LEGO® event support, and LUGBULK. Participant Members do not have a right to review all LOLUG financial records and corporate documents, but rather only those documents which are available to the public, including the IRS Tax Form 990. Participant Members shall not have any voting rights unless otherwise determined by the Board of Directors.
- (c) Non-Transferrable. Memberships and membership benefits cannot be transferred, sold, given away, or traded.

Section 3. Right of Members. All of a member's interest in or to the Corporation shall cease on the termination of membership, with the exception of the spousal exception set forth in Article VIII, Section 9.

Section 4. Termination of Membership. The Board of Directors can terminate Subscriber Membership or Participant Membership under the following circumstances: (a) if a member transfers, sells, gives away, or trades any membership or membership benefit; (b) violates the LEGO® Novelty Policy; (c) violates the TLG Values Policy; (d) violates the TLG Fairplay policy; (e) fails to treat others with courtesy or dignity; or (f) engages in such other acts or omissions that the Board of Directors determines to be grounds for termination. The Corporation is a LEGO® focused social group and, while artistic expression is supported and encouraged, offensive and/or non-inclusive acts and discussions, whether conducted electronically or in person, will not be tolerated and may result in suspension or termination of membership.

Section 5. Termination or Suspension of Membership Benefits. The Board of Directors can suspend or terminate any Membership Benefit listed in Section 2 herein or any Membership Benefit specifically created by the Board of Directors under the following circumstances: (a) if a member transfers, sells, gives away, or trades any membership or membership benefit; (b) violates the LEGO® Novelty Policy; (c) violates the TLG Values Policy; (d) violates the TLG Fairplay policy; (e) fails to treat others with courtesy or dignity; (f) violates or acts in a way contrary to the purpose of LUG support, LEGO® event support, or LUGBULK; or (g) engages in such other acts or omissions that the Board of Directors determines to be grounds for termination or suspension.

Section 6. Resignation of a Member. Any member may resign from the Corporation at any time by delivering a written resignation to the President or Secretary/Treasurer of the

Corporation or by mailing his, her, or its resignation to the registered office of the Corporation. No portion of Membership Dues paid will be returned or refunded if the resigning member received any Membership Benefits during the calendar year.

Section 7. Age of Members. Unless specifically approved by the Board of Directors, both Subscriber Members and Participant Members must be at least seventeen (17) years old. Members under the age of nineteen (19) must at all Corporation meetings and events be accompanied by an adult who is age nineteen (19) or above.

Section 8. Discourse, Facebook, Instagram or Other Social Media Account. The Corporation conducts business and engages in social activities electronically. Each member must have an account with Discourse (lolugforum.org), Facebook, Instagram or other social media platform as designated by the Board of Directors. Each member must use their legal name on said account.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Eligibility and Authority. All corporate powers shall be exercised by or under the authority of, and affairs of the Corporation shall be managed under the direction of, its Board of Directors. To be eligible to serve on the Board of Directors, the Subscriber Member must have been a Subscriber Member for an uninterrupted 365 days prior to the service. No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time. No two members of the Board of Directors who own at least 35% of the same business may serve on the Board of Directors at the same time.

Section 2. Number of Directors. The number of Directors of the Corporation shall be five (5) or in the case that the LEGO Ambassador is not also a Director of the Corporation, the number of Directors of the Corporation shall be six (6).

Section 3. Election and Term. Directors of the Corporation, except the LEGO Ambassador, shall be elected by the Corporation's Subscriber Members. Directors shall serve staggered terms with approximately one-half (1/2) of the Directors coming up for election each year. The initial Directors have been divided into two (2) groups, with one group serving an initial term of one (1) year and one group serving an initial term of two (2) years. Except as otherwise provided in Section 6 of this Article III, which addresses the filling of vacancies resulting from the death, resignation, removal or disqualification of a Director, four (4) of the Directors elected to serve on the Corporation's Board of Directors following the expiration of the terms of the initial Directors shall serve a two-year term and one (1) of the Directors elected to serve on the Corporation's board of Directors shall serve a one-year term. Despite the expiration of a Director's term, he or she shall continue to serve until his or her successor is elected and qualified. Directors shall be elected at the regular annual meeting of the Subscriber Members as provided in Section 8 of this Article III. All directors shall be eligible to serve an unlimited number of terms.

Section 4. LEGO Ambassador. The LEGO Ambassador is appointed by The LEGO Group and is a default member of the Corporation's Board of Directors. If the LEGO Ambassador is not also a Director of the Corporation, the LEGO Ambassador is a non-voting member of the Board of Directors. The LEGO Ambassador can only be removed by a 2/3 vote of no confidence by the

Subscriber Members or a 4/5 vote of no confidence by the Board of Directors. Upon the departure of the Subscriber Member serving as the LEGO Ambassador; the LEGO Ambassador's alternate would become LEGO Ambassador. The LEGO Ambassador and the Alternate LEGO Ambassador are positions with The LEGO Group. Once the Alternate LEGO Ambassador assumes the role of LEGO Ambassador, he or she must select a Subscriber Member of LOLUG to become the new Alternate LEGO Ambassador and complete the necessary paperwork with LEGO. The LEGO Ambassador and the Alternate LEGO Ambassador are not elected positions in the Corporation.

Section 5. Resignation of Director. Any Director may resign at any time by delivering written notice of such resignation to the Board of Directors, the President, or Secretary/Treasurer of the Corporation. Resignation shall be effective when the notice is delivered, unless the notice specifies a later effective date.

Section 6. Removal. Any Director may at any time be removed, with or without cause, by a vote of three-fifths (3/5) of the voting Directors then in office.

Section 7. Vacancies. Any vacancy on the Board of Directors resulting from the death, resignation, removal or disqualification of a Director, or resulting from an increase in the number of Directors, shall be filled by action of the Board of Directors. If the Directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of all of the Directors remaining in office. A Director selected to fill a vacancy shall serve for the unexpired term of his or her predecessor.

Section 8. Quorum; Action of the Board of Directors. A simple majority of the voting Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the Directors present at a meeting where a quorum exists shall be the act of the Board of Directors. If less than a quorum is present at any meeting, a majority of those present may adjourn the meeting without further notice. The transaction of business by the Board of Directors, including voting, may be done electronically.

Section 9. Annual Meeting of Subscriber Members. In January of each year, the Subscriber Members shall hold an annual meeting for the purpose of election of directors and Officers, and the transaction of other appropriate business, without further notice to the Subscriber Members. The annual meeting for Subscriber Members may be done electronically. The transaction of business, including voting, may be done electronically.

Section 10. Regular Meetings. The Board of Directors may at any time provide, by resolution, the date, time and place for additional regular meetings of the Participant Members, Subscriber Members or the Board of Directors which shall be held without other notice than such resolution, unless further notice is required by the Articles of Incorporation, these Bylaws or the Act because of the nature of the business to be transacted at such meeting or otherwise, in which case notice shall be given as so required.

Section 11. Special Meetings of the Board of Directors. Participant Members. or Subscriber Members. Special meeting of the Board of Directors, Participant Members, or the Subscriber Members may be called by the President, Vice President, Secretary/Treasurer, Sergeant-At-Arms, or 20% of the Directors then in office. Special meetings shall be held at such place and at such date and time as the notice may state. Notice shall be given at least two (2) days prior to the meeting.

Section 12. Action by Consent. Any action required or permitted to be taken by the Board of Directors or by any committee established by the Board of Directors, may be taken without a meeting, if the action is taken by all of the members of the Board of Directors and thereafter evidenced by one or more written or electronic consents describing the action taken, signed or electronically acknowledged by each Director. Such consent shall have the same effect as a unanimous vote, and may be described as such in any document. The consent may be executed by the Directors or committee members in counterparts.

Section 13. Voting. Each Director shall be entitled to cast one vote on all matters which properly come before any meeting of the Board of Directors. Each Subscriber Member shall be entitled to cast one vote on all matters which properly come before any meeting of the Subscriber Members. Votes may be cast electronically.

Section 14. Compensation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, of attendance at meetings of the Board of Directors, but shall not be paid any other compensation for attendance. This provision shall not prevent a Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 15. Miscellaneous Expense Reimbursement. At the discretion of the Board of Directors and with prior authorization, Directors may be reimbursed for expenses related to Board of Directors activities.

Section 16. Loans to Officer and Directors. The Corporation shall not lend money to nor guarantee the obligation of any Director or Officer of the Corporation.

Section 17. Committees. The Board of Directors may, by resolution or resolutions passed by a majority of all the Directors then in office, appoint an executive committee and one or more other committees. Each such committee shall consist of two (2) or more Directors of the Corporation who shall serve at the pleasure of the Board of Directors. Any such committees shall, to the extent permitted by law, have and may exercise such powers of the Board of Directors in the management of the business and affairs of the Corporation as shall be delegated to them. The appointment of a committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed by law.

Section 18. Video, Telephone or Online Meetings. Members of the Board of Directors or of any committee established by the Board of Directors may participate in a meeting of the Board of Directors or such committee by means of an in-person, video, telephone, or online conference by which all persons participating in the meeting can communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 19. Presiding Officer. At all meetings of the Board of Directors, the President, or in his or her absence or inability, the Vice President shall preside.

Section 20. General Counsel. The Corporation may designate a General Counsel to assist the Board of Directors in interpreting the law and in providing expert legal, ethical, and regulatory guidance to the Officers and Directors of the Corporation. The General Counsel may provide advocacy on matters of public policy, help the Corporation understand legal obligations, and review all services offered by the Corporation to ensure both legal compliance, regulatory compliance, and compliance with the LEGO® Novelty Policy; the TLG Values Policy; and the TLG

Fairplay policy. At the direction of the Board of Directors, the General Counsel may also act as a liaison between Members and the Board of Directors. The General Counsel is responsible for monitoring active litigation, reviewing regulatory and tax filings, and ensuring proper policies are in place. In the absence of a qualified individual to serve as General Counsel, the tasks of General Counsel shall be performed by the Board of Directors. The General Counsel may be invited to and participate in meetings of the Board of Directors. The General Counsel is not a member of the Board of Directors and does not have a vote on matters coming before the Board of Directors.

ARTICLE IV. OFFICERS

Section 1. Designation. Effective January 2024, the Officers of the Corporation shall be a President, a Vice President, a Secretary/Treasurer, a Sergeant-At-Arms and such other Officers and agents as may be deemed necessary by the Board of Directors.

Section 2. Election and Terms. The Officers of the Corporation shall be elected each year by the Subscriber Members at its regular annual meeting as set forth in these Bylaws, or as soon thereafter as convenient. Each Officer shall hold office until his or her successor is duly elected and qualified, unless his or her service is terminated sooner because of death, resignation, removal or otherwise.

Section 3. Resignation. An Officer may resign at any time by delivering written notice to the President of the Corporation or, if it is the President who is resigning, then by delivering same to the Secretary/Treasurer of the Corporation. Any such resignation of an Officer is effective when the notice is delivered, unless the notice specifies a later effective date.

Section 4. Removal. Any Officer or agent of the Corporation elected or appointed shall be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation 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 5. Vacancy. In the event of a vacancy in any office, for any reason whatsoever, a majority of the Directors then in office, although less than a quorum, may elect a person to fill such vacancy; and the person so elected shall hold office and serve until the next annual meeting of the Board of Directors.

Section 6. Duties and Authority of Officers.

- (a) President. The President shall be the principal executive Officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary/Treasurer or any other Officer of the Corporation authorized by the Board of Directors, deeds, mortgages, deeds of trust, bonds, leases, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these Bylaws to some other Officer or agent of the Corporation or

shall be required by law to be otherwise signed or executed. The President 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.

- (b) Vice President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Vice President 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 such other duties as from time to time may be assigned by the President or by the Board of Directors.
- (c) Secretary/Treasurer. The Secretary/Treasurer shall: (i) prepare minutes of the meetings of the Board of Directors; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) serve as the custodian of the corporate records; (iv) authenticate records of the Corporation; (v) have charge and custody and be responsible for all funds and securities of the Corporation; (vi) receive and give receipts for all securities and monies due and payable to the Corporation from any source whatsoever; (vii) deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories designated by the Board of Directors; and (viii) in general, perform all duties incident to the office of Secretary/Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Secretary/Treasurer shall be bonded for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. On January 1, 2024, the current Secretary of the Corporation shall assume the title of Secretary/Treasurer of the Corporation.
- (d) Sergeant-At-Arms. The Sergeant-At-Arms shall: (i) assist the President in conducting business during the Board of Directors, regular, special, and online meetings of the Corporation, ensuring order and conduct by attendees; (ii) enforce the corporation's rules and expect ethical and honorable conduct from its members including the Board of Directors; and (iii) in general, perform all duties incident to the office of Sergeant-At-Arms and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7. Salaries. No salaries shall be paid to any Officers of the Corporation.

ARTICLE V.

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, agent or any other person shall have any authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or for any amount.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation unless authorized by resolution of the Board of Directors, and any such authority granted by the Board of Directors may be general or confined to specific instances. Unless so authorized by the Board of Directors, no Officer, agent or any other person shall have authority to bind the Corporation to any indebtedness or to render the Corporation liable for the repayment of same. The Corporation shall not lend money to or guarantee an obligation of any Director, Officer or agent of the Corporation.

Section 3. Checks. Drafts. and Orders for the Payment of Money. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VI. GIFTS AND INVESTMENTS

Section 1. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise (a "gift") for one or more of the purposes of the Corporation as set forth in the Corporation's Articles of Incorporation, as amended or restated from time to time. Upon acceptance of a gift by the Corporation with certain restrictions or specifications regarding the use or investment thereof, the Corporation shall exercise its best efforts to honor such restrictions or specifications. The Board of Directors reserves the right to reject any gift made to the Corporation and shall be required to do so in the event such gift directly or indirectly jeopardizes the Corporation's tax-exempt status under Section 501(c)(7) of the Internal Revenue Code.

Section 2. Investments. The Corporation shall have the right, subject to any restrictions contained in the Articles of Incorporation or these Bylaws, as amended or restated from time to time, to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors: provided, however, no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial or revocation of the Corporation's tax-exempt status under Section 501(c)(7) of the Internal Revenue Code.

ARTICLE VII. INDEMNIFICATION OF DIRECTORS, OFFICERS EMPLOYEES AND AGENTS

Section 1. Scope of Indemnification. To the extent permitted by law, 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 Director, Officer, employee, agent or other representative of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, agent or other representative of another Corporation, partnership, joint venture or other enterprise or as a trustee, Officer, employee, agent or other representative of an employee benefit plan, against expenses (including attorney fees), 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 in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Insurance. To the extent permitted by law, the Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, agent or other representative of the Corporation against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

Section 3. Exclusivity. The indemnity provided for by this Article VII shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article VII be deemed to prohibit the Corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in these Bylaws.

ARTICLE VIII. MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

Section 2. Waiver of Notice. Whenever any notice is required to be given to any person under the provisions of the Articles of Incorporation, these Bylaws or the Act, 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, and any such notice shall be filed with the Corporation's minutes or corporate records.

Section 3. Emergency Bylaws. The Board of Directors may adopt separate emergency bylaws which shall become effective only if a quorum of the Directors cannot be readily assembled because of some catastrophic event. All provisions of these Bylaws, which are consistent with the emergency bylaws, shall remain effective during the emergency. The emergency bylaws shall not be effective after the emergency has ended.

Section 4. Amendments. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors. To be effective, the amendment must be approved by a majority of the Directors then in office. Notice shall be provided of any meeting of Directors at which an amendment to the Bylaws is to be voted upon. The notice shall be in writing and shall be delivered to each Director at least seven (7) days prior to the date of the meeting in the same manner in which notice of any special meeting of the Board of Directors is to be delivered, as set forth in Article III of these Bylaws. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

Section 5. Exempt Activity. Notwithstanding any other provision of these Bylaws, no Director, Officer, employee, agent or representative of the 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 of the type described in Sections 501(c)(7) of the Internal Revenue Code and the regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

Section 6. Prohibition against Sharing in Corporate Earnings. No Director, Officer, or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors. Upon dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, any assets then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, to the Subscriber Members.

Section 7. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any Director, Subscriber Member, or his agent or attorney, for any proper purpose at any reasonable time. Participant Members do not have a right to review all books and records of the Corporation, but rather only those documents which are also made available to the public, including the IRS Tax Form 990.

Section 8. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, and filed with the minutes or the corporate records of the Corporation, shall be deemed equivalent to the giving of such notice.

Section 9. Dissolution. Upon the dissolution of the Corporation, in determining how to dispose of the assets of the Corporation, the Board of Directors shall distribute to only current Subscriber Members. The current Subscriber Member's share of the Corporation's assets shall be proportional to the number of years each individual, or in the case a Subscriber Member's death, the individual's spouse or immediate family member was a Subscriber Member.

The foregoing Third Amended and Restated Bylaws are hereby approved and adopted by the Subscriber Members of LOLUG effective this 30th day of November, 2023.



Nathan Flood, Secretary

Brian Hirt, President