

**BYLAWS  
OF  
EARLYBIRD DIGITAL, INC.**

**ARTICLE I  
SHAREHOLDERS**

**Section 1. Annual Meeting.** An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

**Section 2. Special Meetings.** Special meetings of the shareholders may be requested by the President, the Board of Directors, or the holders of one-third of the outstanding voting shares (33%).

**Section 3. Notice.** Written notice of all shareholder meetings, whether regular or special meetings, shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be emailed to all shareholders to their email address of record 48 hours prior to the meeting. The average length of a board meeting shall be approximately 1 hour. We anticipate 1 to 2 meetings per month.

**Section 4. Place of Meeting.** Shareholders' meetings shall be held at the corporation's principal place of business unless otherwise stated in the notice. Shareholders of any class or series may participate in any meeting of shareholders by means of remote communication to the extent the Board of Directors authorizes such participation for such class or series. All members may attend via Zoom video conference call. Participation by means of remote communication shall be subject to such guidelines and procedures as the Board of Directors adopts. Shareholders participating in a shareholders' meeting by means of remote communication shall be deemed present and may vote at such a meeting if the corporation has implemented reasonable measures: (1) to verify that each person participating remotely is a shareholder, and (2) to provide such shareholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the shareholders, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrent with such proceedings.

**Section 5. Quorum.** A majority of the outstanding voting shares, whether represented in person or by proxy, shall constitute a quorum at a shareholders' meeting. In the absence of a quorum, a majority of the represented shares may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The shareholders present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some shareholders results in representation of less than a quorum.

**Section 6. Informal Action.** Any action required to be taken, or which may be taken, at a shareholders meeting, may be taken without a meeting and without prior notice if a consent is in writing, setting forth the action so taken, is signed by the shareholders who own all of the shares entitled to vote with respect to the subject matter of the vote.

## **ARTICLE II DIRECTORS**

**Section 1. Number of Directors.** The corporation shall be managed by a Board of Directors consisting of 8 director(s).

**Section 2. Election and Term of Office.** The directors shall be elected at the annual shareholders' meeting. Each director shall serve a term until a successor has been elected and qualified.

**Section 3. Quorum.** A quorum is constituted by the majority of all votes outstanding.

**Section 4. Adverse Interest.** In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

**Section 5. Regular Meeting.** An annual meeting shall be held, without notice, immediately following and at the same place as the annual meeting of the shareholders. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

**Section 6. Special Meeting.** Special meetings may be requested by the President, Chairman, CEO, or Vice Chairman by a 48-hour notification via email. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

**Section 7. Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

If authorized by the governing body, any requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or proxy holder.

**Section 8. Informal Action.** Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken

without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

**Section 9. Removal / Vacancies.** A director shall be subject to removal, with or without cause, at a meeting of the shareholders called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

**Section 10. Resignation.** Any director may resign effective upon giving written notice to the Chairman and Vice Chairman, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

**Section 11. Committees.** To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees. All committees and members of said committees can only be appointed and approved by the Chairman and/or Vice Chairman.

### **ARTICLE III OFFICERS**

**Section 1. Number of Officers.** The officers of the corporation shall be a President, CEO, Chairman, Vice Chairman, Vice President or other Chief Officer, Treasurer, and Secretary.

**President.** The President shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

**CEO.** The Chief Executive Officer shall be responsible for the marketing and capital raising activities of the company.

**Chairman.** The Chairman shall give notice of all meetings of the Board of Directors and Executive Committee, if any, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the corporation. The Chairman shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

**Vice Chairman.** The Vice Chairman will assist the Chairman with Board-related activities, oversee the day-to-day operations of the Company and the Board of Directors, approve all financial transactions of the Company and Board of Directors.

**Vice President or Other Chief Officer.** Assist the President and/or CEO with the strategic and operational activities of the Company as directed.

**Treasurer.** Treasurer will assist with financial planning for the Company, and assist with risk-management activities of the Company.

**Secretary.** Secretary will assist with meeting minutes of the Board of Directors, and assist with administrative activities of the Company.

**Section 2. Election and Term of Office.** The officers shall be elected as needed by the Board of Directors at the first meeting of the Board of Directors, immediately following the meeting of the shareholders. Each officer shall serve until a successor has been elected and qualified.

**Section 3. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

#### **ARTICLE IV CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The corporation shall not have a corporate seal. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or Chairman or Vice Chairman or CEO. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Chairman or Vice Chairman or CEO. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

#### **ARTICLE V AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by the Chairman and Vice Chairman at any regular or special meeting; provided however, that the Chairman and Vice Chairman may from time to time specify particular provisions of the bylaws which shall not be amended or repealed by the Board of Directors.

#### **ARTICLE VI STOCK CERTIFICATES**


The corporation may issue shares of the corporation's stock without certificates. Within a reasonable time after the issue or transfer of shares without certificates (no longer than 7 business days), the corporation shall send the shareholder a written statement of the information that is required by law to be on the certificates. Upon written request to the corporate secretary by a holder of such shares, the Vice Chairman shall provide a certificate in the form prescribed by the directors.

**ARTICLE VII  
DISSOLUTION**

The corporation may be dissolved only with authorization of the Chairman and Vice Chairman given at a special meeting called for that purpose, and with the subsequent approval by no less than 51% of members and/or 51% of outstanding Shareholders.

**Certification**

Megan Hallett, Founder, CEO, President & Chair of EarlyBird Digital, Inc. hereby certifies that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the initial Board of Directors on **August 5, 2020**.

By: 

Megan Hallett  
Founder, CEO, President & Chair  
EarlyBird Digital, Inc.

Date: **08/05/2020**