

BYLAWS
OF
WESTARCTICA INCORPORATED
a California Nonprofit Public Benefit Corporation
EIN 47-2716784

ARTICLE I: Name and Location

1.1 Name

The name of this corporation is Westarctica Incorporated. The business of the corporation may be conducted as Westarctica, Westarctica Incorporated, or Westarctica, Inc.

1.2 Location

The primary place of business shall be located at 1251 N. Fuller Ave. Ste # 17, West Hollywood, CA 90046. The Corporation may also have offices at such other locations as the Board may from to time to time appoint or the purposes of the Corporation may require.

ARTICLE II: Purpose

2.1 Purpose

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. Such purposes include but are not limited to:

- (a) identify, research, and monitor issues of importance affecting animal life and the environment of the western section of Antarctica between 90 degrees west and 150 degrees west and south of 60 degrees south to include all seas and ice shelves;
- (b) increase public awareness and understanding of environmental issues specific to the Antarctic continent through the media and other educational programs;
- (c) develop and implement programs to aid in the study and protection of animal life in Antarctica.

ARTICLE III: Membership

3.1 Membership

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

3.2 Non-Voting Affiliates

The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation.

The board, a designated committee of the board, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations.

At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities or on the corporation website. Affiliates have no voting rights, and are not members of the corporation.

3.3 Dues

Any dues for affiliates shall be determined by the Board of Directors.

ARTICLE IV: Board of Directors

4.1 Powers

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

4.2 Number

The number of Directors shall be variable and may be increased or decreased without further amendment of these bylaws. At no time may the number of Directors be less than three (3), nor more than nine (9).

4.3 Qualifications and Elections

In order to be eligible to serve as a director on the Board of Directors, the individual must be at least 18 years of age and an affiliate, an experienced director of an existing board, or an individual possessing general experience in business. Directors may be elected at any board meeting by the majority vote of the existing Board of Directors. The election

of directors to replace those who have fulfilled their term of office shall take place during the annual meeting of the Board of Directors.

4.4 Restriction on Interested Persons

Not more than forty-nine percent (49%) of the persons serving on the Board of Directors of the Corporation at any time may be officers or employees of Westarctica Incorporated.

4.5 Terms

A. All directors shall be elected to serve a two-year term, however the term may be extended until a successor has been elected.

B. Director terms shall be staggered so that approximately half the number of directors will end their terms in any given period.

C. Directors may serve terms in succession.

D. The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

4.6 Meetings

Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors.

A. Special Meetings: Special meetings may be called by the Executive Director of the Corporation or a majority of the Board of Directors. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof. No other matter shall be considered by the Board of Directors at such special meetings except upon unanimous vote of all Directors present.

B. Annual Meetings: Directors are required to meet at least once each year for the purpose of organization, the election of officers, and transaction of other business. The time and location of such meeting shall be noticed in writing.

4.7 Notice and Waiver

Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof.

4.8 Quorum

A quorum shall consist of a majority of the Directors. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Directors.

4.9 Vacancy

Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors, though less than a quorum. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting.

4.10 Removal

Any Director may be removed by majority vote of the remaining Directors for failure to act in the best interests of the Corporation, or lack of sympathy with the stated purpose of the Corporation.

4.11 Participation

Except as required otherwise by California law, the Articles of Incorporation, or these Bylaws, directors may participate in annual or special meetings through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

4.12 Compensation

Directors shall receive no compensation for their service as Directors.

4.13 Committees

The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- A. Take any final action on matters which also requires board members' approval or approval of a majority of all members;
- B. Fill vacancies on the board of directors in any committee which has the authority of the board;
- C. Amend or repeal Bylaws or adopt new Bylaws;
- D. Amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;
- E. Appoint any other committees of the board of directors or the members of these committees;
- F. Expend corporate funds to support a nominee for director; or approve any transaction; to which the corporation is a party and one or more directors have a

material financial interest; or between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

ARTICLE V: Officers

5.1 Designation of Officers

The officers of the corporation shall consist of the Chairperson of the Board, the Executive Director, the Secretary, and the Treasurer, and each of them shall be appointed by the Board of Directors. The corporation may also have one or more Assistant Executive Directors, one or more Assistant Secretaries and Assistant Treasurers, one or more Office Directors, and such other officers as may be appointed by the Board of Directors, or with authorization from the Board of Directors by the Executive Director or some other officer. The order of seniority of the Assistant Executive Directors shall be in the order of their nomination, unless otherwise determined by the Board of Directors. The Board of Directors shall designate one officer as the Chief Financial Officer of the corporation. In the absence of such designation, the Treasurer shall be the Chief Financial Officer.

Any two or more offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the Executive Director or the Chairperson of the Board. The Board of Directors may appoint, and may empower the Executive Director or another officer to appoint, such other officers as the activities of the corporation may require, each of whom shall have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

Any officer may resign at any time by giving written notice to the Board of Directors, the Executive Director, or the Secretary of the corporation, without prejudice, however, to the rights, if any, of the corporation under any contract to which such officer is a party.

5.2 Election and Term

Officers of the Corporation shall be reelected at the annual meeting of the Board of Directors, and shall serve for three years or until their replacements are elected and qualified.

5.3 Removal

At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the Corporation, or for lack of sympathy with the stated purpose of the Corporation. Any officer proposed to be removed is entitled to five (5)

business day's notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.

5.4 Compensation

Officers of the Corporation shall receive reasonable compensation as fixed by the Board of Directors. The fact that any officer is also a Director shall not preclude receipt of reasonable compensation for services provided under Article V of these bylaws.

5.5 Vacancy

Vacancies, in any office for any reason, shall be filled by the Board of Directors for the unexpired term of office.

5.6. Duties of Office

A. Chairperson of the Board: The Chairperson of the Board shall, when present, preside at all meetings of the Board of Directors and shall perform all the duties commonly incident to that office. The Chairperson of the Board shall have authority to execute in the name of the corporation all bonds, contracts, deeds, leases, and other written instruments to be executed by the corporation (except where by law the signature of the Executive Director is required), and shall perform such other duties as the Board of Directors may from time to time determine. The Chairperson of the Board may be a full-time employee of the corporation. The Chairperson may assume and perform the duties of the Executive Director in the absence or disability of the Executive Director or whenever the office of the Executive Director is vacant. Subject to the direction of the Board of Directors, the Chairperson of the Board shall supervise the Executive Director in the performance of his or her duties.

A. Executive Director: The Executive Director is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The Executive Director will perform all duties incident to the office of CEO and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

B. Assistant Executive Director: The Assistant Executive Director will perform all duties and exercise all powers of the Executive Director when he/she is absent or is otherwise unable to act. The Assistant Executive Director will perform any other duties that may be prescribed by the Board of Directors.

C. Secretary: The Secretary will keep minutes of all meetings of the Board of Directors. As the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.

D. Treasurer: The Treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Directors. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

ARTICLE VI: Restrictions on Actions

6.1 All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

6.2 Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors or Officers shall not be liable for the debts of the Corporation.

6.3 No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.

6.4 In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined by Section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall not:

A. Fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

B. Engage in any act of self-dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

C. Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

D. Make any investment on such manner as to subject it to tax under Section 4944, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

E. Make any taxable expenditures as defined in Section 4945(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

ARTICLE VII: Contracts, Checks, Deposits and Funds

7.1 Contracts

The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation.

7.2 Checks, Drafts and Orders of Payment

All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer or Board agent such as the Board of Directors may from time to time designate by general resolution of the Board of Directors.

7.3 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 designate.

7.4 Gifts

The Directors, collectively or individually, any officer, or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.

7.5 Loans

No Director, Officer, or agent shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

ARTICLE VIII: Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

ARTICLE IX: Statement of Nondiscrimination

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, religion, ethnicity, sexual orientation, gender identity, or national origin.

ARTICLE X: Amendments

The Board of Directors shall have the power to amend, alter, make and repeal the Bylaws of the Corporation, Charter, or the Articles of Incorporation by majority vote.

ARTICLE XI: Counterterrorism and Due Diligence Policy

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Westarctica Incorporated shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Westarctica Incorporated willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Westarctica Incorporated shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions

programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE XII: Advisory Committee

12.1 Objectives and Purposes

The Board of Directors may appoint individuals to serve on an advisory committee which shall advise the Board of Directors of the corporation concerning the corporation's activities in promoting and advocating of the protection and preservation of the environment.

12.2 Qualifications

Individuals serving on the advisory committee shall be concerned about Antarctica, polar sciences, the environment generally, or possess special skills which the Board of Directors believes will help further the purposes of the Westarctica movement. No member of the advisory committee shall be a director or voting member of the corporation.

Appendix A: Conflict of Interest Policy

Article I: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Westarctica Incorporated) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II: Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which Westarctica Incorporated has a transaction or arrangement,

b. A compensation arrangement with Westarctica Incorporated or with any entity or individual with which Westarctica Incorporated a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Westarctica Incorporated is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III: Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with Westarctica Incorporated interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether Westarctica Incorporated can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Westarctica Incorporated's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV: Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V: Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from Westarctica Incorporated for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Westarctica Incorporated for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation directly or indirectly, from Westarctica Incorporated either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI: Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands Westarctica Incorporated is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII: Periodic Reviews

To ensure Westarctica Incorporated operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

