

## BYLAWS OF

### THE OEIS FOUNDATION INC.

#### ARTICLE I

##### NAME AND ACTIVITIES

Section 1. The name of the Corporation shall be The OEIS Foundation Inc. (the "Corporation").

Section 2. Activities and Purposes. The nature of the activities to be conducted and the purposes to be promoted or carried out by the Corporation shall be the purposes and activities enumerated in its Certificate of Incorporation, as amended from time to time.

#### ARTICLE II

##### OFFICES AND REGISTERED AGENT

Section 1. Registered Office. The address of the registered office of the Corporation in New Jersey shall be as registered with the State of New Jersey, Department of Treasury, and shall be at such location(s) as the Board of Trustees (the "Board") may from time to time determine.

Section 2. Other Offices. The Corporation shall also have offices at such other places within or outside the State of New Jersey as the Board may from time to time appoint and the business of the Corporation may require.

Section 3. Registered Agent. The agent of the Corporation registered with the State of New Jersey shall have a business address identical with the registered office of the Corporation. The Registered Agent shall ensure that the Corporation files an Annual Report with the State of New Jersey and remains in Good Standing.

#### ARTICLE III

##### MEMBERS

The Corporation shall have no members entitled to vote on any matter. Any provision of the New Jersey Nonprofit Corporation Act, as amended (the "Act"), or any other provision of law requiring notice to, the presence of, or the vote, consent, or other action by members of the Corporation, shall be satisfied by notice to, the presence of, or the vote, consent, or other action by the Board of Trustees (the "Board").

## ARTICLE IV

### BOARD OF TRUSTEES

Section 1. Powers. All powers of the Corporation shall be exercised by or under the authority of the Board and the activities, property, and affairs of the Corporation shall be managed by or under the direction of the Board. The Board may exercise all such powers and may delegate any and all such powers as it sees fit, subject to restrictions imposed by the Certificate of Incorporation, these Bylaws, the Act, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

Section 2. Composition and Tenure. The Board shall consist of no less than three and no more than such number of Trustees as is fixed by a vote of the Trustees from time to time. Trustees must be eighteen years of age. The Trustees shall be divided into three classes of approximately equal size, who shall serve for a term of three years. Elections of Trustees shall be held each year at a meeting called for such purpose, referred to as the "Annual Meeting." Except in the case of resignation or removal under these by-laws, each Trustee shall hold office until the expiration of his or her term and the election of his or her successor. Trustees may serve an unlimited number of terms. Trustees also may be elected at regular meetings of the Board, pursuant to appropriate notice.

Section 3. Resignation and Removal. A Trustee may resign by delivering his resignation in writing to the Corporation at its principal office or to the President or the Secretary of the Corporation. Such resignation shall be effective upon its receipt or upon such date (if any) as is stated in such resignation. A Trustee may be removed with cause by vote of a majority of the Board at a duly held meeting with a quorum present.

Section 4. Regular Meetings. Regular meetings of the Board may be held at the registered office of the Corporation or at such other place or places as the Board may from time to time determine. The Annual Meeting shall be held at the registered office of the Corporation, at such time and place as the Board shall designate by written notice. In addition to the Annual Meeting, there shall be regular meetings of the Board, held with proper notice pursuant to Article IV, Section 6, below.

Throughout these Bylaws, "written communication" shall be understood to include communication by electronic mail.

Section 5. Special Meetings. Special meetings of the Board may be called at any time by the President of the Corporation, or on the written request of four Trustees. Such meetings shall be held at the registered office of the Corporation, or at such other place as the Board may from time to time designate.

Section 6. Notice. Notice of all special meetings of the Board (and all regular meetings, other than the Annual Meeting as designated in Section 4) shall be given to each Trustee by personal delivery, mail, overnight mail, or by electronic mail. All notices shall be given at least ten days prior to any meeting.

The notices sent by mail shall be deemed delivered when deposited in the United States mail, addressed to the Trustee's last known address in the records of the Corporation, postage prepaid. Notices sent by overnight mail shall be deemed delivered when deposited with a reputable overnight carrier.

Section 7. Waiver of Notice. Notice of any meeting of the Board may be waived by any or all of the persons entitled to notice by written waiver before, during, or after such meeting. Each trustee or officer attending a meeting without protesting, prior to its conclusion, the lack of proper notice, shall be deemed to have waived notice of the meeting.

Section 8. Quorum and Voting. Unless otherwise required by law or by these Bylaws, the quorum necessary for the transaction of business shall consist of one-third of the number of Trustees on the Board, but not less than two. A Trustee may participate in a meeting of the Board by means of a conference telephone call or other means of communication enabling all participating Trustees to hear one another simultaneously and such participation shall constitute presence in person. Unless otherwise provided in the Certificate of Incorporation or these Bylaws, the affirmative vote of a majority of the Trustees present at a meeting duly held at which a quorum is present shall be the act of the Board. As set forth in Article IV, Section 11 below, any action required or permitted to be taken by the Board may be taken without a meeting if all the members of the Board consent in writing thereto.

Section 9. Vacancies. Any vacancy on the Board, including, but not limited to, a vacancy resulting from the enlargement of the Board, may be filled by the affirmative vote of a majority of the remaining Trustees. A Trustee elected to fill any vacancy shall hold office for the unexpired term of his or her predecessor or a term, as determined by the Board, if the vacancy was created by the enlargement of the Board.

Section 10. Compensation. No Trustee shall receive compensation for services rendered to the Corporation in the capacity of a trustee, but Trustees, at the discretion of the Board, may be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board may authorize. Trustees may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation pursuant to authorization by the Board, subject, however, to the Corporation's Conflicts of Interest Policy then in effect and to the relevant provisions of the Act. Notwithstanding the foregoing, the Corporation shall neither authorize nor provide reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes.

Section 11. Written Consent. If all the Trustees unanimously consent in writing to any action taken or to be taken by the Corporation, the action shall be as valid as of the date the last trustee has signed the consent, as though it had been authorized at a meeting of the Board. Such written consents shall be filed in the minute book of the Corporation.

Section 12. Loans. No Loans shall be made by the Corporation to any Trustee unless authorized by the Certificate of Incorporation.

## ARTICLE V

### COMMITTEES

Section 1. The Board may, by resolution adopted from time to time by the affirmative vote of a majority of the entire Board, appoint one or more Trustees to constitute a standing committee of the board, with such powers and duties as the Board may prescribe.

Section 2. Special task forces or advisory committees may be appointed by the Chairperson of the Board with the consent of the Board, and shall have only the powers specifically delegated to them by the Board. Any task force and any special committee or advisory committee may include committee members who are not Trustees; however, their service is advisory only, and only Trustees have a vote with respect to an action of a Committee.

## ARTICLE VI

### OFFICERS

Section 1. Titles and Election. The Trustees shall elect from among the Trustees a President who shall also serve as Chairperson of the Board, a Treasurer, and a Secretary. The terms of the President, the Treasurer, and the Secretary shall be three years and until a successor is duly elected and qualified. As deemed necessary from time to time, the Board may elect any Assistant Secretary, Assistant Treasurer, or such other officers as deemed necessary, for a term to be decided by the Board. The person(s) serving as an Assistant Secretary, Assistant Treasurer, etc., need not be a member of the Board. The duties of the officers shall be such as are imposed by these Bylaws and from time to time prescribed by the Board.

Section 2. President. The President shall serve as the chief voluntary officer of the Corporation and have general charge and supervision over and responsibility for the affairs of the Corporation, subject to the approval of the Board. The President shall preside at board meetings, and shall call the Annual Meeting and such other meetings of the Board, and see that all resolutions of the Board are carried into effect. The President shall perform other duties as may from time to time be assigned to him by the Board or specifically required to be performed by law or these Bylaws.

Section 3. Vice President. The Vice President shall have such powers and perform such duties as may be assigned to him by the Board or the President. In the absence or disability of the Chair, the Vice President shall perform the duties and exercise the powers of the President. The Vice President shall serve as a Trustee.

Section 4. Treasurer. The Treasurer shall, subject to oversight by the Board, maintain general supervision over the financial affairs of the Corporation and shall cause to be kept accurate books of account. The Treasurer shall oversee the disbursement of funds of the Corporation and shall from time to time, or upon request from the Board, account for all the transactions undertaken as Treasurer, and of the financial condition of the Corporation. The Treasurer shall serve as a Trustee. The duties of the Treasurer may be delegated to an Assistant Treasurer or Assistant Treasurers as designated by the President or the Board.

Section 5. Secretary. The Secretary shall cause notices of all meetings of the Board (except for notices of special meetings of the Board which are called by the requisite number of Trustees) to be sent; shall cause minutes to be kept of all such meetings; shall have responsibility for general supervision of and taking charge of the corporate books of the Corporation; and shall make such reports and perform such other duties as are incident to the office, or are properly required of the Secretary by the Board. The Secretary shall serve as a Trustee.

Section 6. Delegation. If any officer of the Corporation is absent or unable to act, and no other person is authorized to act in such officer's place by the provisions of these Bylaws, the Board may from time to time delegate the powers or duties of such officer to any other officer, or any Trustee it may select.

Section 7. Resignation and Removal. An officer may resign by delivering his or her resignation in writing to the Corporation at its principal office or to the President or Secretary of the Corporation. Such resignation shall be effective upon receipt or upon such date (if any) as is stated in such resignation. The Board may remove any officer with or without cause.

Section 8. Vacancies. Vacancies in any office, arising from any cause, may be filled by the Board at any regular or special meeting of the Board.

## ARTICLE VII

### AGENTS

The Board may appoint such agents, with such powers and to perform such acts and duties on behalf of the Corporation, as the Board may determine from time to time.

## ARTICLE VIII

### INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Corporation shall indemnify, in the manner and to the full extent permitted by the Act, any "corporate agent" of the Corporation (as such term is defined in Section 15A:3-4 of the Act) who was or is a party to, or is threatened to be made a party to, any "proceeding" (as such term is defined in said Section 15A:3-4), whether or not by or in the right of the Corporation, by reason of the fact that such person is or was a corporate agent of the Corporation. Where required by law, the indemnification provided for herein shall be made only as authorized in the specific case upon a determination that indemnification of the corporate agent is proper in the circumstances. To the full extent permitted by law, the indemnification provided herein shall include "expenses" (as such term is defined in said Section 15A:3-4) and in the manner provided by law, any such expenses may be paid by the Corporation in advance of the final disposition of such proceeding. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, corporation resolution, or otherwise, both as to action in such person's official capacity, and as to action in another capacity while holding such office.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain insurance to cover the Corporation, its Trustees, Officers, employees, and volunteers, whether or not they may be indemnified pursuant to Section 1 above.

## ARTICLE IX

### AMENDMENTS

The Board shall have the power to make, alter, amend, and repeal the Bylaws of the Corporation by a super-majority vote of two-thirds of all the Trustees.

## ARTICLE X

### GENERAL PROVISIONS

Section 1. Construction. Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any power or authority granted or permitted to nonprofit Corporations by the Act. References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto unless specifically excepted.

Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions shall be unaffected by such holding.

Section 2. Books and Records. The Corporation shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of its Board and Committees; and shall keep at its registered office or principal place of business, a record of its Trustees, names and addresses of all Trustees, a copy of the application for tax-exemption, with all correspondence to and from the IRS in connection with the application, and a copy of the annual reports of the corporation filed with the IRS for the previous three years. Such records must be disclosed to the public upon request in accordance with IRS public disclosure requirements. The minutes of meetings of the Board or Committees shall be preserved by the Secretary both in written and in electronic form, and shall be made accessible to any Board member upon demand.

Section 3. Checks, Bank Accounts, and Investments. The monies and other assets of the Corporation shall be deposited in the name of the Corporation in such bank or banks or financial institution(s) or trust companies as the Board shall designate, and shall be drawn from such accounts only by check or money transfer with proper signatory authority, as shall be determined by resolution of the Board. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds, or other sureties, as the Board may from time to time authorize.

Section 4. Fiscal Year. The fiscal year for the Corporation shall be from January 1 through December 31.

These bylaws were adopted by resolution of the Board of Trustees of the Corporation on June 29, 2009.

(Signed) Susanna Stevens Cuyler, Secretary of the Corporation.

These bylaws were amended by resolution of the Board of Trustees of the Corporation on December 22, 2009.

(Signed) Susanna Stevens Cuyler, Secretary of the Corporation.

These bylaws were further amended by resolution of the Board of Trustees of the Corporation on February 18, 2014.

(Signed) Susanna Stevens Cuyler, Secretary of the Corporation.

