

BYLAWS
of
METAFILTER COMMUNITY FOUNDATION
(a Delaware nonstock corporation)

ADOPTED
June ____, 2025

Article I
GENERAL

I.1 Name. The name of the Corporation is “MetaFilter Community Foundation” (hereinafter the “**Corporation**”).

I.2 Registered Office. The registered office of the State of Delaware (“**Delaware**”) shall be at the place designated in the Certificate of Incorporation, as amended (the “**Certificate**”), or at such place as the Board of Directors ___(collectively, the “**Board**,” “**Board of Directors**,” or “**Directors**,” and individually, each a “**Director**”) may from time to time determine.

I.3 Other Offices. The Corporation may also have offices at such other places in and outside of Delaware as the Board may from time to time determine or the activities of the Corporation may require.

I.4 Corporate Seal. Should the adoption of a seal be found beneficial in the discretion of the Board, the Corporation shall use a corporate seal bearing the word SEAL, with or without parentheses or other markings around it.

I.5 Purpose. The purpose of the Corporation shall be as stated in the Certificate (the “**Purpose**”). Without limiting the generality of the Purpose, the specific purpose of the Corporation (the “**Specific Purpose**”) _____is to educate the public on the importance of community-oriented, human-moderated internet spaces for thoughtful discussion and meaningful connection; to advance knowledge about them; to promote social welfare through their support;

and to combat their deterioration. The purpose is also to foster education, appreciation, participation, and community, by curating and creating content from across the world and supporting inclusive, thoughtful discussion.

I.6 Fiscal Year. The fiscal year of the Corporation shall be as the Board may determine. ___ In the absence of such determination, the fiscal year of the Corporation shall be the calendar year.

Article II **Membership**

II.1 Member. The Corporation shall have corporate members as described herein (each a “**Member**”).

II.2 Reserved Powers of Member. The approval of the Members shall be required for any of the following actions by the Corporation:

- (a) Any merger, dissolution, liquidation, or disposition of substantially all of the assets, of the Corporation;
- (b) Any amendments to the Certificate or Bylaws;
- (c) The sale, pledge, lease, or other transfer of the assets of the Corporation other than transactions occurring in the ordinary course of business; and
- (d) Election of the Member-Elected Directors (as defined below).

1. In addition, the Corporation shall provide the Members, upon request, a copy of any report described in these Bylaws and such other reports as may reasonably be requested by the Members in accordance with any policy established by the Board.

II.3 Nontransferable. Membership in the Corporation is not transferable.

II.4 Annual Meeting. The annual meeting of the Members, for the election of Directors by the Members and the transaction of any other business which may be brought before the meeting, shall be held not more than 120 days after the end of the Corporation’s fiscal year, the date to be determined by the Board.

II.5 Action by Members in Lieu of a Meeting. Any action required or permitted to be taken at any meeting of the Members by a majority of the Members may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by a majority of

the Members who would be entitled to vote thereon to the fullest extent permitted by Delaware law. For the purposes of this section, a “signature” shall include any form of legally permissible assent made pursuant to 6 Del. § 12A-107.

II.6 Place of Meetings. The meetings of the Members shall be held at such place in or outside of Delaware as determined by the Board or as may be designated in the notice or waiver of notice of a particular meeting. Unless the Board shall otherwise designate, any meeting of the Members shall not be held at any place and shall instead be held solely by means of remote communication, provided that all persons participating in such meeting can communicate with each other. A remote meeting may include telephone or video participation. For meetings of the Members to be held in person, unless the Board shall otherwise designate, such meetings shall be held at the Corporation’s registered offices.

II.7 Special Meetings. “**Special Meetings**” of the Members may be called at any time by the Board, the President, or upon the written request of no less than forty percent (40%) of the Members delivered to the Secretary. Any such request by the Members shall state the time and place of the proposed meeting, and upon receipt of such request it shall be the duty of the Secretary to issue the call for such meeting promptly. If the Secretary shall neglect to issue such call within seven days of the written demand, the Members making the request may issue the call. Notice of Special Meetings shall be provided to the Members at least five (5) days prior to each Special Meeting.

II.8 Quorum. The presence of twenty-five percent (25%) of the Members, either in person or represented by proxy, shall constitute a quorum at all meetings of the Members, and the acts of a majority of the Members present at a meeting at which a quorum is present shall be the acts of the Members. If a quorum shall not be present at any meeting of the Members, the Members present thereat may adjourn the meeting from time to time, without notice, other than an announcement at the meeting, until a quorum shall be present.

II.9 Use of Audio/Video Conferencing Software and Similar Facilities. To the fullest extent permitted by Delaware law, one (1) or more persons may participate in a meeting of the Members by means of conferencing software or similar communications facility by means of which all persons participating in such meeting can communicate with each other. Participation in such meeting pursuant to this Section shall constitute presence in person at such meeting.

II.10 Proxy. To the fullest extent permitted by Delaware law, each Member entitled to vote at a meeting of the Members may authorize another person or persons in writing to act for such Member by proxy. Votes may be conducted in person, by absentee ballot, or through electronic or digital means, as determined by the Board and consistent with applicable law.

Article III **BOARD OF DIRECTORS**

III.1 General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors (the “Board”) and all powers of the Corporation are hereby granted to and vested in the Board, except as otherwise provided in these Bylaws, the Certificate, or by Delaware law. The Directors shall exercise due diligence consistent with a duty of care that requires them to act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner that they believe is in the best interests of the Corporation.

III.2 Number, Qualifications, Election, and Term of Office. The Board shall consist of not less than three (3) nor more than twelve (12) Directors who shall be natural persons at least eighteen (18) years of age. Initially, the number of Directors shall be fixed by the Incorporators, and thereafter it shall be such number as shall have been last specified by resolution (if any) of the Board. Directors need not be residents of Delaware or the United States. Directors should have an ability to participate effectively in fulfilling the responsibilities of the Board. Directors may, but need not be, Members.

Three of the Directors shall be elected by the majority vote of the Board (the “**Board-Elected Directors**”). The remainder of the Board shall be elected by the majority vote of the Members (the “**Member-Elected Directors**”), with the first such election of Member-Elected Directors occurring at the first Annual Meeting of the Members. Nothing contained herein shall prevent any Director from being elected to any number of successive terms nor shall anything contained herein prevent any Director from nominating themselves as a successor Director and voting for themselves as a successor Director. Initially, the term of the Directors shall be fixed by the Incorporators, and thereafter Directors shall be elected for terms of one (1) year or until their successors are duly selected and qualified.

III.3 Vacancies. Vacancies in the Board, including vacancies resulting from an increase in the authorized number of Directors, shall be filled by the Board (to the extent the vacancies are for Board-Elected Directors, even if the number remaining on the Board is less than a quorum) or by an election by the Members (to the extent that the vacancies are for Member-Elected Directors). Any Director so elected shall serve for the balance of the unexpired term to which he or she is elected.

III.4 Removal of Directors. A Director may be removed at any time without cause by a 2/3 majority of the Board to the fullest extent permitted by Delaware law.

A Director may also be removed for cause, which includes violation of any Director responsibilities, which may be described in a separate policy by the Board, by the Board at a meeting called for that purpose.

III.5 Place of Meetings. The place of meetings for the Board shall be determined in the same manner as meetings of the Members, II.6, supra.

III.6 Annual Meeting. An “**Annual Meeting**” of the Board shall be held each year, at such time as the Board may by resolution determine, for the purpose of electing officers, seating newly-elected Directors, and the transaction of such other business as may be properly brought before the meeting. Notice of the Annual Meeting shall be provided to the Board at least ten (10) days prior to the Annual Meeting.

III.7 Regular Meetings. “**Regular Meetings**” of the Board may be held at such times as the Board may by formal or informal resolution determine, but not less often than twice each calendar year. Notice of Regular Meetings shall be provided to the Board at least five (5) days prior to each Regular Meeting, provided that the Board may determine to provide a schedule of Regular Meetings (a “**Schedule**”), and the provision of the Schedule once a year shall be sufficient notice of the Regular Meetings. The Board may, in its discretion, elect not to proceed with any Regular Meeting so long as the total number of Regular Meetings is not less than two per calendar year.

III.8 Special Meetings. Special meetings of the Board may be called at any time by the President, or upon the written request of twenty-five percent (25%) or more of the Directors delivered to the Secretary. Any such request by the Directors shall state the time and place of the

proposed meeting, and upon receipt of such request it shall be the duty of the Secretary to issue the call for such meeting promptly. If the Secretary shall neglect to issue such call within seven (7) of its delivery, the Directors making the request may issue the call. Notice of a Special Meeting shall be provided to the Board at least two (2) days prior to each Special Meeting.

III.9 Executive Session. The Board may choose to enter executive session where Members or any other individuals who are not current voting Directors, or who have an actual or potential conflict based upon a Conflict of Interest Policy adopted by the Corporation (the “**COI Policy**”), are asked to leave the meeting for discussion and vote.

III.10 Quorum. Pursuant to the Delaware General Corporation Law, a majority of the total number of the whole Board shall constitute a quorum at all meetings of the Board, and the acts of a majority of the Directors present at a meeting at which a quorum is present, excluding from such majority count any Directors as required by the COI Policy, shall be the acts of the Board. If a quorum shall not be present at any meeting of the Board, the Directors present thereat may adjourn the meeting from time to time, without notice, other than an announcement at the meeting, until a quorum shall be present.

III.11 Use of Audio/Video Conferencing Software and Similar Facilities. To the fullest extent permitted by Delaware law, one (1) or more persons may participate in a meeting of the Board by means of conferencing software or similar communications facility by means of which all persons participating in such meeting ___can communicate with each other. Participation in such meeting pursuant to this Section shall constitute presence in person at such meeting.

III.12 Action by Directors in Lieu of a Meeting. Unless otherwise restricted by the Certificate, any action required or permitted to be taken at any meeting of the Board or any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceeding of the Board or committee.

III.13 Compensation of Directors. No Director shall be compensated for services unless so authorized by a duly adopted resolution of the Board, requiring that: (i) such Director may only receive reasonable compensation for services rendered for the Corporation in carrying out its purposes as established by the Board; and (ii) such compensation (a) is consistent with the

Corporation's financial policies, (b) does not adversely affect the Corporation's ability to qualify as a Delaware non-stock corporation or (in the event that the Board elects to pursue such registration) as an organization exempt under Section 501(a) and described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or give rise to intermediate sanctions under the Code, and (c) shall be set by a committee composed of persons who have no financial interest in such determination.

Directors may be reimbursed for reasonable expenses in performance of their duties as Board members provided that such reimbursement does not adversely affect the Corporation's qualification as a Delaware non-stock corporation or (in the event that the Board elects to pursue such registration) an organization exempt under Section 501(a) and described under Section 501(c)(3) of the Code or give rise to intermediate sanctions as defined in the Code. No loans shall be made by the Corporation to any of its Directors or officers.

III.14 Resignation of Directors. A Director may resign at any time by giving written notice to the President or to the Secretary. Such resignation shall take effect on the date of receipt or at any later time which the notice specifies.

III.15 Chair. The Board may elect a Chair, who shall preside at each meeting of the Board. In the absence of the Chair, the President shall preside at each meeting of the Board, and the Secretary shall take the minutes of the meeting.

III.16 Committees. The Board may establish one or more standing or special committees. Except as otherwise provided in these Bylaws, the Certificate of Incorporation, or applicable law, any committee may exercise such powers and functions as the Board may from time to time determine, provided that no committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or Director, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Except as the Board may otherwise determine and as provided in these Bylaws, the President shall appoint all committee members and committee chairpersons and may appoint alternates for any member or chairperson of any committee. All members of the Executive Committee, if any, shall be Directors. All other committees shall have at least one (1) Director as a member. Members of committees need not be Members of the Corporation, but any

committee must have a majority of Members.

III.17 Committee Reports. The Chairperson of each committee shall deliver a report of the activities of the committee to the Board at each regularly scheduled Board meeting, or otherwise as requested by the President. If the Chairperson of the committee is unable to be present for the committee report, the Chairperson may designate another member of the committee to deliver its report. The Board shall adopt rules of procedure as it deems necessary for the conduct of the affairs of each committee.

III.18 Executive Committee. Between scheduled meetings of the Board, the day-to-day affairs of the Corporation may be conducted by an Executive Committee. The Executive Committee, if any, shall exercise the powers of the Board in the interim between meetings of the Board with general power to discharge the duties of the Board except as such power from time to time may be limited by the Board. The Executive Committee shall consist of the officers of the Corporation and such other members of the Board as may be appointed by the Board. The Executive Committee may act only by a majority vote of its members. The actions of the Executive Committee shall be reported to the Board at each Board Meeting or as often as may be required by the Board. The Executive Committee shall:

- i. Work closely with the staff of the Corporation to recommend policy and priorities to the Board;
- ii. Annually recommend a slate of officers to the Board for election/re-election;
- iii. Make interim appointments of no more than six months to fill vacancies in officer positions;
- iv. Review any proposed changes to Board roles and responsibilities before presentation to the Board; and

III.19 Advisory Board. The Corporation may have an Advisory Board, the members of which (hereinafter “**Advisors**”) shall be appointed and removed by the President. Advisors shall not have voting privileges regarding the activities of the Corporation and shall not be deemed to be Directors for the purposes of Delaware law and any other state or federal law, nor shall Advisors have any of the duties or obligations of a director under Delaware law or any other state or federal law except that Advisors shall be required to accept, and be bound by, the Conflict of Interest Policy.

Article IV
OFFICERS

IV.1 Officers. The officers of the Corporation shall be natural persons of at least eighteen (18) years of age, and there shall be a President, a Secretary, and a Treasurer, all of whom shall be Directors currently in office and shall be elected as officers by the Board. In addition, as the Board may determine necessary, there may also be other officers of the Corporation.

In addition to the powers and duties prescribed by these Bylaws, the officers shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board. The Board may add to the corporate title of any officer (other than the President) a functional title in word or words descriptive of his or her powers or the general character of his or her duties. Any one (1) individual may hold more than one (1) position.

IV.2 Selection. The President, Vice President, if any, Secretary, Treasurer, and assistant officers, if any, shall be elected by the Board at its Annual Meeting. Any vacancy in any office shall be filled by the Board.

IV.3 Term. The officers and assistant officers of the Corporation shall hold office for a term of one (1) year, commencing on such officer's election, or as specified in the resolution electing or appointing such officer and until their successors are chosen and have qualified, unless they are sooner removed from office as provided by these Bylaws.

IV.4 Vacancies. If the office of any officer or assistant officer becomes vacant, the vacancy shall be filled by the Board, and the elected officer shall fill the unexpired portion of the term to which he or she is elected.

IV.5 Agents or Employees. The Board may by resolution designate the officer or officers who shall have authority to appoint such agents or employees as the needs of the Corporation may require. In the absence of such designation, this function may be performed by the President and may be delegated by the President to others in whole or in part.

IV.6 Removal of Officers, Agents, or Employees. Any officer, agent, or employee of the Corporation may be removed or his or her authority revoked by resolution of the Board, or in such manner as may be determined by resolutions of the Board, with or without cause, whenever in its judgment the best interests of the Corporation will be served thereby, provided that such

removal or revocation shall be without prejudice to the contract rights, if any, of the person so removed. The President may remove any agent or employee of the Corporation. Additionally, any agent or employee may be removed by the person who had the authority to appoint them, provided they do so after consultation with the President.

IV.7 Duties and Functions. The officers shall otherwise have and exercise such duties and functions as usually attach to their offices, with such additional duties and functions and subject to such limitations as may be provided in these Bylaws or established by the Board. Assistant officers shall perform such functions and have such responsibilities as the Board may determine.

IV.8 President; Powers and Duties. The President shall be the Chief Executive Officer of the Corporation unless the Corporation has a separate Chief Executive Officer position. The President shall have general charge and supervision of the business of the Corporation and shall exercise or perform all the powers and duties usually incident to the office of the President. The President shall preside at all meetings of the Board and of the Members. The President shall from time to time make or cause to be made such reports of the affairs of the Corporation as the Board may require. The President shall be responsible to the Board for the application and implementation of policies adopted by the Board.

IV.9 Vice President; Powers and Duties. The Vice President, if any, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. In the event that there is no Vice President in the event of the disability or unavailability of the President, the Secretary or the Treasurer, in that order, shall assume the duties of the Vice President under this section. The Vice President also shall have such powers and perform such duties as may be assigned to him or her by the Board.

IV.10 Secretary; Powers and Duties. The Secretary shall attend all sessions of the Board and record all the votes and minutes thereof in books to be kept for that purpose and shall perform like duties for the Executive Committee of the Board, if any, when required. He or she shall give, or cause to be given, notice of all meetings of the Board, and shall perform such other duties as may be prescribed by the Board or by the President. He or she shall keep in safe custody the corporate seal of the Corporation, if any, and may affix the same to any instrument requiring it and attest the same.

IV.11 Treasurer; Powers and Duties. The Treasurer shall be the chief financial officer and shall cause full and accurate accounts of receipts and disbursements to be kept in books belonging to the Corporation. He or she shall see to the deposit of all moneys and other valuable effects in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board, subject to disbursement or disposition upon orders signed in such manner as the Board shall prescribe. He or she shall render to the President and to the Directors, at the Regular Meetings of the Board or whenever the President or the Board may require it, an account of all his or her transactions as Treasurer and of the results of operations and financial condition of the Corporation.

IV.12 Delegation of Officers' Duties. Any officer may delegate duties to his or her duly elected or appointed assistant (if any); and in case of the absence of any officer or assistant officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate or authorize the delegation of his or her powers or duties, for the time being, to any person.

IV.13 Executive Director. An Executive Director may be appointed by the Board. The Executive Director shall be accountable to the Board and subject to the direction of the President and shall perform the duties and functions as may be prescribed from time to time by the Board. The Executive Director shall be an *ex officio* non-voting member of the Board and all committees.

IV.14 Compensation of Officers. Except for any Executive Director or other officer that is an employee of the Corporation, no officer shall be compensated for services to the Corporation beyond any compensation provided to other Directors, provided that officers may be reimbursed for reasonable expenses in performance of their duties as officers if such reimbursement does not adversely affect the Corporation's qualification as an organization exempt under Section 501(a) and described under Section 501(c)(3) of the Code or give rise to intermediate sanctions as defined in the Code. No loans shall be made by the Corporation to any of its officers.

Article V
CONTRACTS, LOANS, CHECKS, GIFTS AND DEPOSITS

V.1 Contracts. The President is authorized, and the Board may authorize any other officer or agent 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.

V.2 Borrowing. No loan shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board. Such authorization may be general or confined to specific instances.

V.3 Checks, Drafts, Etc. All checks, drafts, or other 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 officer's agent or agents of the Corporation as in such manner as shall from time to time be determined by resolution of the Board.

V.4 Deposits. All funds to 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 may select.

V.5 Gifts. The Board may accept on behalf of the Corporation any gift, grant, devise, bequest, or contribution or any other means or manner of giving unto the Corporation assets for the general purposes or for specific purposes of the Corporation (hereinafter "**Gift**"). Before accepting a Gift, the Board MAY evaluate whether any conditions attached to it align with the Corporation's mission and objectives.

V.6 The Board may decline or disclaim any Gift that: Conflicts with the Corporation's general or specific purposes; is designated for a specific purpose but is insufficient to fund that purpose; or, comes with conditions, limitations, or timing that are deemed incompatible with the Corporation's values, goals, or operations. If a Gift is insufficient for its intended purpose, the Board may accept it and seek additional funding to fulfill that purpose, provided it aligns with the Corporation's mission. The Board may also negotiate modifications with the donor if a Gift's terms are problematic.

V.7 The Board may establish, by resolution, a policy for accepting Gifts.

Article VI
NOTICES

VI.1 Form of Notice. Whenever written notice is required or permitted, by these Bylaws or otherwise, to be given to any person or entity, it may be given either personally or by sending a copy thereof by first class mail, postage prepaid, or by electronic mail to the address of the appropriate person or entity as it appears on the books of the Corporation. If the notice is sent by mail or overnight express delivery, it shall be deemed to have been given when deposited in the United States Mail or delivered to the overnight express delivery service. If a notice is sent by electronic mail, it shall be deemed to have been sent when shown in the Sent electronic mail box of the sender.

VI.2 Waiver of Notice. Whenever a written notice is required, by these Bylaws or otherwise, a waiver of such notice in writing, signed by the person or persons or on behalf of the entity or entities entitled to receive the notice shall be deemed equivalent to the giving of such notice, whether the waiver is signed before or after the time required for such notice. Except as otherwise required by law, the waiver of notice need not state the business to be transacted at, nor the purpose of, the meeting, except that the waiver of notice of a Special Meeting of the Board shall specify the general nature of the business to be transacted at the meeting. Attendance at any meeting shall constitute waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting was not called or convened upon proper notice.

Article VII
LIMITATION OF LIABILITY AND INDEMNIFICATION

VII.1 Limitation of Liability. Directors of this Corporation shall not be personally liable for monetary damages for any action taken or failure to take any action other than as expressly provided in Delaware law. It is the intention of this Section to limit the liability of Directors of this Corporation to the fullest extent permitted by any present or future provision of Delaware law.

VII.2 Indemnification. To the fullest extent permitted by Delaware and federal law, the Corporation shall hold harmless, defend, and indemnify any Director or officer of the Corporation, and may upon a determination of the Board hold harmless defend, and indemnify any employee or agent of the Corporation, when such person was acting on behalf of the Corporation and if such person acted in good faith and in a manner he or she reasonably believed to be in 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. The Corporation may procure insurance providing greater indemnification to those people and may share the premium cost with any of those people.

VII.3 Advancing Expenses. Expenses incurred by a person entitled to be indemnified under this Article shall be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding upon receipt of (a) a written affirmation by the person of his or her good faith belief that he or she has met the relevant standard of conduct required by law and (b) a written undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation.

VII.4 Proceedings Initiated by Person Entitled to be Indemnified. Notwithstanding any other provision of these Bylaws, the Corporation shall not indemnify any individual for any liability incurred in a proceeding initiated or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by a resolution of the Board adopted by the affirmative vote of a majority of the Directors excluding any Directors seeking indemnification or as required by the Conflict of Interest Policy, unless such proceeding was brought to enforce such officer's or Director's rights to indemnification or advancement of expenses under these Bylaws in accordance with the provisions set forth herein.

VII.5 Rights to Indemnification. Any rights to indemnification provided by these Bylaws are not exclusive and do not exclude other rights of the indemnified individual. Any amendment or modification of these Bylaws providing for indemnification pursuant to these Bylaws that has the effect of limiting a person's rights to indemnification with respect to any act or failure to act occurring prior to the date of adoption of such amendment or modification shall

not be effective as to that person unless he or she consents in writing to be bound by such amendment or modification. The rights provided by or granted pursuant to this Article to a person shall inure to the benefit of his or her heirs, executors, and administrators.

Article VIII **AMENDMENT OF BYLAWS**

VIII.1 Amendments. These Bylaws may be altered, amended, supplemented, or repealed by the 2/3 majority vote of the Board provided that notice of the meeting contains a statement of the purpose of the meeting. Any amendment of these Bylaws shall be subject to a veto of the Members, which may be noticed in the same manner as a Special Meeting convened in the same manner as II.7, supra. A 2/3 vote of a quorum of Members shall be required to veto an amendment to the Bylaws by the Board.

Article IX **MEMBERSHIP REQUIREMENTS**

The members of the Corporation are individuals who (i) meet the requirements set forth below, and (ii) are listed as members in the records and books of the Corporation. Members need not be residents or citizens of the United States and may be pseudonymous, but must be over the age of 18 to vote in any matter pursuant to Article II of these Bylaws. As of the date that these Bylaws are adopted, the members of the Corporation are the Directors.

VII.1 Eligibility. Natural persons are eligible for membership in the Corporation upon meeting the following criteria:

- a) Registration as a user on the website metafilter.com for at least six continuous months prior to their date of admission as Member.
- b) Earning at least 20 participation “points” in the following manner:
 - (1) Five points are earned by posting a front-page post to the “blue” section (the “Front Page”) of metafilter.com.
 - (2) One point is earned for all other interactions on metafilter.com, including posts on other sections of

metafilter.com which are not the “blue” front page, or comments on any post on any section of metafilter.com. Favoriting or flagging a post for removal shall not count toward a prospective Member’s “points.”

- c) The six-month requirement may cover MetaFilter Website users whose user name changes, based on approval by staff or the board of directors.

VII.2 Revocation. Membership may be revoked by a resolution approved by a two-thirds vote of the Board. Such revocation shall not necessarily result in the removal of the Member as a registered user of metafilter.com. Members shall have an opportunity to contest their removal by making a presentation not to exceed thirty minutes, or by written submission not to exceed ten pages, before the Board votes on their revocation.

VII.3 Limitation on Voting Rights in Certain Cases. Members who have closed their user registration on the website metafilter.com more than 30 calendar days prior to a scheduled Member Meeting are not eligible to vote in that Member Meeting.