

Non-Profit Bylaws of Nat 1 Publishing

State of Maine

25 March 2024

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-profit Corporation Act of Maine and the Articles of Incorporation of Nat 1 Publishing. In the event of a direct conflict between the herein-contained provisions of these Bylaws and the mandatory provisions of the Non-profit Corporation Act of Maine, said Non-profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation, these Bylaws shall then be controlling.

These Non-profit Bylaws (hereinafter referred to as the “Bylaws”), made by and between the members signed below (“Members”), are executed as of their signing for good and valuable consideration and officially invalidate and replace the previous NAT 1 LLC Operating Agreement adopted 24 May 2022. Should these Bylaws and Non-profit status be rejected by the State of Maine, Nat 1 Publishing shall revert back to NAT 1 LLC as described in the May 2022 Operating Agreement.

Article 1 — NAME AND FORMATION

- a. *Name.* The legal name of the Non-Profit Corporation shall be known as “Nat 1 Publishing”.
- b. *Address.* The mailing address and the street address (principal office address) for the Corporation are as follows:

89 Union Street #1021
Auburn, Maine
04210

The primary URL of the Corporation is www.nat1publishing.com.

The principal and mailing address of the Corporation may change as the directors designate.

- c. *Registered Agent.* The registered agent at the time of formation is the founder, Brandan Roberts. Nat 1 Publishing may change its registered or statutory agent, as the directors may decide, by filing a relevant statement with the state of Maine.

Article 2 — PURPOSE

- a. *Purpose.* The purpose of the non-profit is as follows:

Nat 1 Publishing is a non-profit publishing house focusing on literary fiction, fantasy, science fiction, and humorous literature, aiming to provide an outlet for both established and emerging authors—particularly those from underrepresented backgrounds—to be represented. We strive to cultivate a diverse and inclusive literary landscape, providing a platform for imaginative storytelling that reflects the rich tapestry of human experience. Through our publications, we seek to inspire curiosity, foster creativity, and promote inclusivity within the speculative fiction community, ultimately contributing to a more diverse and vibrant literary landscape.

- b. *Charity.* When possible, to further the purpose outlined in Article 2(a), Nat 1 Publishing will donate excess funds acquired above the annual expenses and other monetary obligations to programs and organizations that aim to give voice and/or support to underrepresented authors. Such donations shall only be made if doing so will not harm the company's growth or integrity.
- c. *Limitations.* The Corporation is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code. The Corporation shall be operated exclusively to represent underrepresented, new, and established authors.

In addition, Nat 1 Publishing has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

Nat 1 Publishing shall hold and may exercise all such powers as may be conferred upon any non-profit organization by the laws of the State of Maine and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. At no time and in no event shall the Corporation participate in any activities that have not been permitted to be carried out by a Corporation exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

Article 3 — OFFICES

Nat 1 Publishing is an online entity that does not have a physical office outside the workspaces of the Board of Directors and executives. The corporation's primary web address is www.nat1publishing.com, though it may also operate other URLs for imprints or projects. Its physical mailing address is as stated in Article 1(b). The Corporation may, in the future, establish a physical principal office as the Board of Directors may determine or deem necessary or as the affairs of Nat 1 Publishing may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

Article 4 — DEDICATION OF ASSETS

The properties and assets of Nat 1 Publishing are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or executive of this Corporation. On liquidation or dissolution, all remaining properties and assets of the Corporation shall be distributed and paid over to an organization dedicated to non-profit purposes that has established its tax-exempt status pursuant to Section 501(c) of the Code.

Article 5 — BOARD OF DIRECTORS AND QUALIFICATION

a. *General Powers and Responsibilities.* Nat 1 Publishing shall be governed by a Board of Directors (the “Board”), which shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Maine. The Board shall establish policies and directives governing the business and programs of the Corporation and shall delegate to the Executive Director and Corporation staff, subject to the provisions of these Bylaws, authority, and responsibility to see that the policies and directives are appropriately followed.

b. *Number and Qualifications.* The Board shall have up to eight (8) members, but no fewer than three (3) Board members. The number of Board members may be temporarily increased beyond eight (8) members by the affirmative unanimous vote of the then-serving Board of Directors. A Board member need not be a resident of the State of Maine.

In addition to the regular members of the Board, representatives of other organizations or individuals whom the Board may deem advisable to elect shall be *Ex-Officio Board Members*, who will have the same rights and obligations, including voting power, as the other directors.

c. *Board Compensation.* The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to “Contracts Involving Board Members and/or Executives” as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Corporation in any other capacity and receiving compensation for services rendered.

d. *Board Elections.* A minimum of three members of the Board serve on the Governance Committee to nominate new and renewing Board members when there is a vacancy or a valid application, so long as the Board is not at full capacity (8). Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. No vote is necessary for renewing Board members unless an objection is made to their continuing role; otherwise, new and renewing Board members shall be approved by a unanimous vote of those Board members at a Board meeting at which a quorum is present.

e. *Term of Board.* All appointments to the Board shall be for a term of one (1) year; there is no limit to the number of consecutive terms an individual may be on the Board. As per Article 5(d), Board members are assumed to resume their roles at the start of a new year unless they opt to step down or an objection is made to their continued service on the Board.

f. *Eligibility.* An individual must have held the position of a non-voting member for a minimum of twelve (12) months to be eligible to serve on the Board of Directors, and there is a vacant spot on the Board (fewer than 8 Board Members). Individuals do not qualify to be non-voting members until they have held the position of volunteer officer for a minimum of six (6) months.

f. *Vacancies.* A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

1. The death, resignation, or removal of any director;
2. The declaration by resolution of the Board of a vacancy in the office of director who has been declared of unsound mind by a final order of the court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed three (3) consecutive meetings of the Board of Directors, or a total of four (4) meetings of the Board during any one calendar year.
3. An increase in the authorized number of directors; or
4. The failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors.

Any vacancy on the Board may be filled by unanimous vote of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall result in the removal of any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

g. *Resignation.*

Except as provided in this paragraph, any director has the right to resign at any time, effective upon giving written notice to the President of the Board or the Board of Directors of Nat 1 Publishing, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office upon the resignation's becoming effective. Unless the Attorney General of Maine is first notified, no director may resign when the Corporation would then be left without a duly elected director in charge of its affairs.

h. *Removal.* The Board of Directors, by way of an affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5 (i) that such action would be considered at the meeting.

i. *Meetings.* The Board's regular meetings may be held at such time and place—including online—as shall be determined by the Board. The President of the Board or any two (2) regular Board members may call a special meeting of the Board with fourteen (14) days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

An annual meeting shall be held in February; it may be conducted via text, voice, or video platforms over a period of no more than five (5) days. It is during this meeting that Board members vote to renew membership in the Board, review the previous year's gains and losses, propose new projects, and set any applicable budgets.

Additional meetings will be held in May, August, and November, corresponding with quarterly royalty payouts and finance updates; these meetings may be conducted via text, voice, or video platforms over a period of no more than five (5) days.

- j. *Minutes.* The Secretary shall be responsible for recording all minutes of every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, if the Secretary is unavailable, the President of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary or their substitute shall prepare the minutes of the meetings, which shall be delivered to the Corporation and placed in the minute books. A copy of the minutes shall be delivered to each Board member via regular mail, hand-delivered, email, or faxed within thirty (30) business days after the close of each Board meeting.
- k. *Action by Written Consent.* Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all board members. The number of directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the Corporation's minute book and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures, electronic signatures, or other electronic "consent click" acknowledgments shall be effective as original signatures.
- l. *Quorum.* At each meeting of the Board of Directors or Board Committees, at least fifty percent (50%) of the Board, with a minimum of two (2) directors, must be present to constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President of the Board shall be the deciding vote. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum is present at any meeting of the Board or Board Committees if, during the meeting, they are present via telephone or web conferencing with the other Board members participating in the meeting.
- m. *Voting.* Each Board member shall only have one vote. Members of the Board may vote by written proxy.

All significant decisions, including—but not limited to—the amendment of the Bylaws or Articles of Incorporation, require a unanimous vote of the Board members. Decisions such as appointing non-voting members and officers and promotional matters require a majority vote.
- n. *Board Member Attendance.* The Board may choose to deem a Board member who has missed four (4) consecutive meetings without due cause to have resigned from the Board.

o. *Restriction on Interested Directors.* Not more than seventy-five percent (75%) of the persons serving on the Board of Directors at any time may be interested persons, meaning:

1. Any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director, or royalty payments for work published through the Corporation; and
2. Any brother, sister, parent, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person if the Board unanimously votes to dismiss the circumstances.

Article 6 - EXECUTIVES

a. *Executives and Duties.* The Board shall elect the Corporation's executives, including a President (Executive Director), Secretary, Treasurer (Chief Financial Executive), and other officers the Board may designate by resolution. The same person may hold any number of offices. In addition to the duties in accordance with this Article, executives shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to the control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

President. The President shall preside at all meetings of the Board of Directors and shall have the following duties:

1. Have general and active management of the business;
2. See that all orders and resolutions of the Board are brought to fruition;
3. Have general superintendence and direction of all other executives of this Corporation and see that their duties are properly performed;
4. Submit a report of the operations of the Corporation for the fiscal year to the Board and members at the annual meeting, and from time to time, shall report to the Board all matters that may affect Nat 1 Publishing; and
5. Be *Ex-officio* member of all standing committees and shall have the power and duties usually vested in the office of the President.

Secretary. The Secretary shall attend all meetings of the Board of Directors, and all meetings of members, and, assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

1. Record all votes and minutes of all proceedings in a book to be kept for that purpose. While in concert with the President, make the arrangements for all meetings of the Board, including the annual meeting;
2. Send or arrange to send notices of all meetings to the members of the Board of Directors and take reservations for the meetings; and

3. Perform all official correspondence from the Board of Directors as may be prescribed by the Board or the President.

Treasurer. The Treasurer's duties shall be:

1. To submit to the Board for approval all expenditures of funds and proposed capital expenditures;
2. Present a complete and accurate report of the finances at the annual meeting, or at any other time upon request by the Board of Directors;
3. Assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles; and
5. Perform such other duties as may be prescribed by the Board of Directors or the President.

b. *Election.* The executives will be selected by the Board, by majority vote, from amongst the Board at its annual meeting. The term is one (1) year, but those in executive roles are assumed to remain in their positions unless they step down or another Board member gives at least thirty (30) days' notice of their intent to run for a position at least thirty (30) days before the annual meeting. Executives shall serve the needs of the Board, subject to all the rights, if any, of any person under any employment contract.

c. *Compensation.* Compensation, if any, of executives shall be fixed or determined by resolution of the Board of Directors and shall not exceed the average U.S. annual salary.

d. *Removal.* Any executive may be removed with or without cause by the Board. All executives have the right to resign at any time by providing notice in writing to the Board of Directors, without bias or predisposition to all rights, if any, of Nat 1 Publishing under any contract to which said executive is a party.

e. *Resignation.* All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation. Unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

f. *Vacancies.* Any and all vacancies in executive offices because of death, resignation, disqualification, removal, or for any other cause shall be filled in accordance with Article 6 (b).

Article 7 - DUTIES

a. *Responsibilities.* The Board of Directors will be responsible for ensuring the Corporation's completion of the following:

1. Payment of wages and salaries to any employees of Nat 1 Publishing, through the Corporation's own financial accounts;
2. Keeping adequate minutes for each meeting, including any large action items or resolutions;
3. Any and all formal requirements imposed on the Corporation under relevant state laws; and
4. Oversee and participate in Nat 1 Publishing's business projects.

- b. *Duties of Loyalty and Care.* Although directors owe a duty of loyalty and care to the Corporation as required under relevant Maine state law, the directors unanimously agree that any director may participate in any business or venture outside of Nat 1 Publishing.
- c. *Duty of Confidentiality.* Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit Nat 1 Publishing. Directors shall use discretion and good business judgment when discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including, but not limited to, accounts on deposit with financial institutions.
- d. *Duty to Devote Time.* Each and every Director has a duty to devote reasonable time to the Corporation to ensure the business's smooth operation.
- e. *Duty to the Corporation.* All directors understand and agree that their duties of loyalty and care extend to Nat 1 Publishing, not to individual directors or executives.
- f. *Fiduciary Duties.* Directors owe fiduciary duties of good faith and fair dealing to the Corporation and other directors. Directors also owe a duty of disclosure to the Corporation and the Board.
- g. *Dispute Resolution.* In the event of a dispute between the directors relating to the Corporation, the directors shall first attempt to resolve it personally and in good faith. If these personal resolution attempts fail, the directors shall submit the dispute to mediation before filing any suit, which would be subject to the courts within the State of Maine.
- h. *Inclusion of Information.* The Corporation will maintain records and reports at all times that contain the following information:
 - 1. The registration status of Nat 1 Publishing with the state of Maine;
 - 2. A full copy of any and all documents filed with the state of Maine and the United States federal government, including Articles of Incorporation;
 - 3. A copy of these Bylaws;
 - 4. A copy of the official Business Plan;
 - 5. The financial status of the Corporation;
 - 6. Names and addresses of all current Members; and
 - 7. Membership start dates for each of the Members.

Members may request to inspect any of the above-mentioned reports and records at any time, but at their own expense, if any.

Article 8 – NON-VOTING BOARD MEMBERS AND OFFICERS

- a. *Appointments.* Nat 1 Publishing may appoint non-voting members of the Board and officers to assist with the Corporation's tasks.
- b. *Non-Voting Members.* This position on the Board of Directors gives an individual the rights, responsibilities, and duties of a director. Non-voting members have access to confidential information relating to the Corporation. An individual must hold the position of non-voting member for twelve (12) consecutive months to be eligible to be voted into the Board of Directors. Non-voting members have a probationary period of six (6) months, during which time they may be removed for any reason the Executives see fit. A unanimous vote is required to elevate an individual to the non-voting member position after serving at least six (6) consecutive months as an officer. A majority vote is required to remove an individual from this role. Non-voting members may be employees or volunteers of Nat 1 Publishing.
- c. *Officers.* This position grants an individual administrative rights within the Corporation, typically with a particular focus or role. Officers have access to confidential information on a need-to-know basis. An individual must hold the officer position for six (6) consecutive months to be eligible for an appointment as a non-voting member. A majority vote is required to appoint or remove an officer from the role. Officers may be employees or volunteers of Nat 1 Publishing.

Article 9 — COMMITTEES

The Board may create and dissolve committees as needed to achieve objectives such as fundraising, public relations, and data collection. The President appoints all committee chairs. Committees can consist of any Board director and non-voting member, and—with majority vote of the Board—volunteer officers.

Article 10 — CONFLICT OF INTEREST

- a. *Purpose.* The purpose of the conflict of interest policy is to protect this non-profit Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Nat 1 Publishing or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable Maine state or federal laws governing conflicts of interest relevant to non-profit and charitable organizations, and applies to any director, principal officer, or committee member with governing Board-delegated powers who has a direct or indirect financial interest.
- b. *Defining Conflict of Interest.* A person has a financial interest if they have, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which Nat 1 Publishing has a transaction or arrangement;
 - 2. A compensation arrangement with the Corporation or with any entity or individual with which Nat 1 Publishing has a transaction or arrangement; or
 - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation 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. A person with a financial interest may have a conflict of interest only if the Board of Directors or an appointed committee determines that one exists.

c. *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.*
 - a. An interested person may make a presentation at the governing board or committee meeting to disclose their financial interest and all material facts. After the presentation, he/she shall leave the meeting during the discussion and vote on the transaction or arrangement involving the possible conflict of interest.
 - b. The President of the Board or committee chairman shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Board or committee shall determine whether the Corporation 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 Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Nat 1 Publishing's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall decide whether to enter into the transaction or arrangement.

- d. *Violations of the Conflicts of Interest Policy.* If the Board or an appointed committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for that belief and allow the member to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the 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.

If the Board or appointed committee finds that a self-dealing contract (a contract or transaction between this Corporation and one or more of its directors, executives, non-voting members, or officers, or between Nat 1 Publishing and any corporation, firm, or association in which one or more of the directors, executives, non-voting members, or officers has a material financial interest in) has been made, the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Corporation at the

time it was authorized, approved, or ratified and the Board will take to a vote; a majority vote may expel the director, executive, non-voting member, or officer and may choose to press charges to indemnify any damages done.

- e. *Records.* The names of the person(s) 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 Board of Director's or committee's members and decision as to whether a conflict of interest in fact existed will be recorded in the minutes.

Article 11 - INDEMNIFICATION

- a. *Indemnification.* Nat 1 Publishing shall indemnify any Board member or employee acting on behalf of the Corporation with proper authorization and may be subject to any legal action, claim, demand, suit, or proceeding. Such indemnification shall include repayment of legal fees. This subpart shall not apply to indemnify any member or employer acting in gross negligence or willful misconduct.
- b. *Liability.* No Member or employee of the Corporation shall be liable to Nat 1 Publishing for any claim or damage any person or entity may have against the Corporation which may have been caused by any act of the member or employee while acting on behalf of the company with proper authorization unless such claim or damage was caused by the member or employee through gross negligence or willful misconduct.
- c. *Insurance.* The Corporation, through the Board of Directors, maintains the right to purchase any insurance required or desired, including general liability coverage, business insurance, or insurance to cover the acts or omissions of any member or employee of the Corporation for any reason that may arise through the authorized agency of the member or employee.

Article 12 - FISCAL CONSIDERATIONS

- a. *Tax/Fiscal Closing.* The fiscal year for Nat 1 Publishing shall end on December 31. The Corporation must pay all taxes required under state and Federal law, if applicable.
- b. *No Guarantees on Member Debts.* The Corporation is expressly prohibited from guaranteeing any Member's debts (loans) or holding itself out as able to do so.
- c. *Title.* Title to all Nat 1 Publishing property will be vested in the name of the Corporation and not the name of any individual member.
- d. *Execution of Corporate Instruments.* The Board of Directors may, at its discretion, determine the method and designate the signatory executive or executives, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of Nat 1 Publishing, promissory notes, deeds of trust, mortgages, other

evidences of indebtedness on the Corporation, other corporate instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by Nat 1 Publishing shall be executed, signed, and/or endorsed by the voting board members.

All checks and drafts drawn on banks or other depositories on funds to the credit of Nat 1 Publishing or in special accounts of the Corporation shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Article 13 - GENERAL PROVISIONS

- a. *Governing Law.* These Bylaws shall be governed by and construed in accordance with the State of Maine's internal laws and the United States' federal laws without giving effect to any choice or conflict of law provision or rule.
- b. *Severability.* If any part or subpart of this Agreement is held invalid or unenforceable by a court of law, the remaining parts and sub-parts will be enforced to the maximum extent possible. In such conditions, the remainder of this Agreement shall continue in full force.
- c. *Amendment.* This Agreement may only be amended if agreed to in writing by all current members of the Board of Directors.
- d. *Entire Agreement.* This Agreement constitutes the entire understanding between the Board of Directors and Nat 1 Publishing concerning the subject matter covered herein. This Agreement supersedes and replaces all prior or contemporaneous agreements or understandings, written or oral, regarding the Corporation.
- e. *Headings for Convenience Only.* The headings of parts and subparts under these Bylaws are for convenience and organization only. Headings shall not affect the meaning of any provisions herein.