

**BYLAWS
OF
LAS VEGAS INTERNET EXCHANGE,
a Nevada nonprofit corporation**

ARTICLE 1. NAME OF ORGANIZATION

The name of the corporation is LAS VEGAS INTERNET EXCHANGE, a Nevada nonprofit corporation (the “Corporation”). As of May 24, 2024 (the “Effective Date”), these bylaws (the “Bylaws”) are approved by the Board of Directors (the “Board”) to govern the Corporation.

ARTICLE 2. CORPORATE PURPOSE

The Las Vegas Internet Exchange promotes the common business interests of its Members and benefits the Southern Nevada community, by enabling the Members’ communications/broadband networks to meet at a single local connection point, thus increasing their connectivity and efficiency, lowering their costs, increasing network resiliency and reducing network latency.

The Corporation also has such powers as are now or may hereafter be granted in the Corporation’s Articles of Incorporation, as amended from time to time (the “Articles”), and by Nevada Revised Statutes, Chapter 82, Nonprofit Corporations.

ARTICLE 3. LOCATION(S)

The principal office of the Corporation shall be located at its principal place of business or such other place as the Board of the Corporation may designate. The Corporation may have such other offices, either within or without the State of Nevada, as the Board may designate or as the business of the Corporation may require from time to time. As of the Effective Date, the principal place office of the Corporation is 8560 S. Eastern Avenue, Suite 210, Las Vegas, NV 89123.

ARTICLE 4. MEMBERS

Initially, the Corporation shall have one class of members (“Members”). Additional classes of Members, the manner of selection or appointment of each class of Members, and the qualifications and rights of each class of Members may be established by amendment to these Bylaws by the Directors. The Members of the Corporation shall carry out their duties in accordance with the provisions of Article 4 herein.

4.1 Qualifications for Membership. In order to qualify for membership, a Member shall be an operator of an Internet protocol network that has one or more direct connections to the Corporation's switches, and shall have executed an agreement with the Corporation regarding such connection(s). Membership may have such other qualifications as the Board may prescribe by amendment to these Bylaws. A Member may be elected or appointed to membership by the Board.

4.2 Number of Members. There shall be no limit on the number of Members the Corporation may admit, except as required, in the sole judgement of the Board of Directors, to maintain the technological or financial integrity of the LVIX system.

4.3 Voting Rights.

4.3.1 Each Member entitled to vote with respect to the subject matter of an issue submitted to the Members shall be entitled to one vote upon each such issue.

4.3.2 Each Member entitled to one vote at an election of Directors may cast one vote for as many persons as there are Directors to be elected and for whose election such Member has a right to vote. Cumulative voting is not allowed.

4.4 Membership Book. The Corporation shall keep, in any form capable of being converted into written form, a membership book containing the name, address, email address and telephone number of each Member. In the event of termination of a Member, this book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law.

4.5 Termination of Membership.

4.5.1 Causes. A Member's membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes: (i) the voluntary resignation of a Member; (ii) the death of a Member; (iii) the affirmative vote of a majority of the Members; or (iv) by written consent of a majority of the Directors.

A Member's membership in the Corporation and connections to the Corporation's facilities may be terminated immediately upon a unanimous vote of the Board for major infractions of the Corporation's rules and regulations (as defined therein), or pursuant to any lawful order of any court or governmental agency. If a Director is affiliated with a Member whose membership is under consideration by the Board, then that Director shall abstain from voting and the number of votes required to terminate such membership shall be reduced accordingly.

4.5.2 Effect of Termination. All rights of a Member in the Corporation shall cease on the termination of such Member's membership.

4.6 No Transfer of Membership. Membership in the Corporation is not transferable or assignable.

4.7 Meetings of Members.

4.7.1 Annual Meeting of Members. The annual meeting of the Members shall be held each year for the purpose of transacting such business as may properly come before the meeting. The annual meeting shall be held at such time and place as the Board shall appoint.

4.7.2 Call of Members' Meetings. The Chairman or his/her designee shall cause to be delivered to each Member by mail or hand delivery and by electronic mail, notice of a meeting of the

Members stating the place, date, and time of the meeting. Such notice shall be provided at least ten (10) and not more than fifteen (15) days prior to, the scheduled meeting date.

4.7.3 Place of Meetings. All meetings of Members shall be held at the principal office of the Corporation in the State of Nevada, or elsewhere, at such place or places as the Chairman may from time to time determine.

4.7.4 Waiver of Notice of Meetings. Whenever any notice is required, a waiver thereof in writing signed by the persons entitled to such notice before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

4.7.5 Filing of Notices. Notices shall be filed with the corporate records or made a part of the minutes of the meetings.

4.7.6 Participation in Meetings of Members. Members may participate in a meeting of Members in person, by teleconference, over the internet, or through other electronic means.

4.8 Action by Members Without a Meeting. Any action that could be taken at a meeting of the Members may be taken without a meeting if a written consent setting forth the action so taken is signed by a majority of all Members entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by the majority of the Members entitled to vote on the action, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Action taken under this section is effective when the last Member signs the consent unless the consent specifies an earlier or later effective date. As used herein, “mailed written notice” shall include email communication, and “written consent” shall include electronic or digital signatures to the extent allowed by law.

4.9 General Waiver of Notice. Whenever any notice is required to be given to any Member under the provisions of these Bylaws, the Articles of Incorporation, or applicable Nevada law, a waiver thereof in writing, signed by the Member entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

4.10 Member Dues. Dues, if any, must be approved by a majority vote of the Members.

ARTICLE 5. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board, in accordance with the provisions of this Article 5. Directors shall be individually referred to herein as “Directors”, and shall carry out their duties in accordance with the provisions of Article 5.

5.1 Original Directors. The Board shall consist of not less than three (3) nor more than five (5) Directors. Collectively, the individuals serving on the Board shall be known as the Board of Directors. Initially the Board shall include Tim Timrawi (Chairman), Erin Timrawi (Secretary), and Matthew Fox (“Director”) (collectively the “Original Directors”). Each of the Original Directors will serve a two (2) year term, except as otherwise provided herein. Each Original Director continues in office until a successor is appointed.

5.2 Additional Directors. Beginning one year from the Effective Date, the Board may, at the annual meeting of the Board, by majority vote, appoint additional directors (“Additional Directors”), who shall serve on the Board in addition to the Original Directors. Each of the Additional Directors will serve a two (2) year term, except as otherwise provided herein. Each Additional Director continues in office until a successor is appointed.

5.3 Compensation. The Directors shall receive no compensation for their service as Directors, but may receive reimbursement for expenditures incurred on behalf of the Corporation.

5.4 Term of Office. The term of office of each Director shall continue until the end of his/her term, or at such time as a Director dies, resigns, or is replaced by the Board.

5.5 Meetings.

5.5.1 Call of Board Meetings. Meetings of the Board may be called by the Chairman of the Board or the President of the Corporation.

5.5.2 Place of Board Meetings. Board meetings may be held at the principal office of the Corporation in the State of Nevada, or elsewhere, at such place or places as the Chairman may from time to time determine.

5.5.3 Notice of Meetings. Meetings of the Board shall be held on the call of the Chairman on at least seven (7) days’ notice by mail or hand delivery and by electronic mail, or upon written waiver of notice by all Directors.

5.5.4 Waiver of Notice of Meetings. Whenever any notice is required, a waiver thereof in writing signed by the persons entitled to such notice before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Notices shall be filed with the corporate records or made a part of the minutes of the meetings.

5.5.5 Annual Meeting. The Annual Meeting of the Board shall be held following the Annual Meeting of Members, unless the annual meeting requirement is waived by written consent of a majority of the Board.

5.5.6 Conduct of Meetings. The Chairman of the Board, or in his or her absence, any Director selected by the Directors present, shall preside at meetings of Board. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding Officer shall act as Board Secretary. Members of the Board may participate in meetings in person, by teleconference, over the internet, or through other electronic means.

5.6 Action by Board Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be accomplished without a meeting or a vote if one or more written consents setting forth the action to be taken shall be signed by all the Directors and delivered to the Corporation for inclusion in the Corporation's records as if it were the minutes of a meeting of the Board. Action taken by unanimous written consent is effective when the last Director signs the consent unless the consent specifies a later effective date. A Director may sign such action electronically.

5.7 Transactions of the Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board; provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal(s) of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles, or these Bylaws.

5.8 Resignation. Any Director may resign effective on giving written notice to the Chairman of the Board or the President of the Corporation unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director shall not resign where the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

5.9 Removal of Directors.

5.9.1 Removal Without Cause. The Board may remove a Director without cause if such removal is approved by at least two-thirds of the Directors.

5.9.2 Filling Vacancies on the Board of Directors. Vacancies on the Board may be filled by approval of the Board, or, if the number of Directors then in office is less than a quorum, by the affirmative vote of a majority of the Directors then in office, or by the written consent of such Directors.

ARTICLE 6. OFFICERS

The officers of the Corporation shall be a President, a Vice President (if one is appointed), a Secretary, a Treasurer, and such other officers, appointed by, with such titles and duties as shall be determined by the Board. The officers of the Corporation, other than the President, shall be chosen by and shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer shall serve concurrently as the President. The Officers of the Corporation shall carry out their duties in accordance with the provisions of this Article 6.

6.1 Appointment. The officers of the Corporation shall be chosen by and shall serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment.

6.2 Duties of Officers.

6.2.1 President. The President shall, subject to the control of the Board, have supervision, direction, and control of the business and affairs of the Corporation. Following approval by the Board, the President is authorized to exercise any right to vote or execute contracts on behalf the Corporation, and to perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these Bylaws, or as may be prescribed by the Board.

6.2.2 Vice-President. In the absence of the President, or in the event of his inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have

such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these Bylaws, or as may be prescribed by the Board.

6.2.3 Secretary. The Secretary shall keep or cause to be kept at the principal office of the Corporation, or such other place as the Board may request, a book of minutes of all meetings of the Board. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board.

6.2.4 Treasurer. The Treasurer of the Corporation shall keep and maintain in written form (including written in electronic form), adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books and records of accounts shall at all times be open to inspection by any Director of the Corporation. The Treasurer shall deposit all funds and other valuables in the name of and to the credit of the Corporation with such depositories as may be designed by the Board. The Treasurer shall disburse the funds of the Corporation as ordered by the Board, and shall render to the President and the Directors, on request, an account of all such officer's transaction as Treasurer, and of the financial condition of the Corporation. The Treasurer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board or these Bylaws.

6.3 Resignation. Any Officer may resign at any time by delivering written notice to the President, the Secretary, or the Board. Once delivered, a notice of resignation is irrevocable unless revocation of the resignation is permitted by the Board.

6.4 Removal. Any officer appointed by the Board may be removed from office by the Board whenever, in its judgment, the best interests of the Corporation would be served thereby.

6.5 Vacancies. A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office, or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

ARTICLE 7. LIABILITY AND INDEMNIFICATION

7.1 Liability. No Director, Officer, or Member shall, by virtue of being a Director, Officer or Member, be personally liable for the debts, liabilities, or other obligations of the Corporation. To the fullest extent not prohibited by applicable law, a Director, Officer or Member acting within the scope of his/her responsibilities shall not be liable to the Corporation for conduct as a Director, Officer or Member.

7.2 Indemnification. To the extent that a person who is, or was, a Director, Officer or Member or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance

with the requirements of *Section 82.541 of Nevada Revised Statutes, Chapter 82, Nonprofit Corporations.*

7.3 Insurance. The Board shall approve policies of insurance for protection of the Corporation and its Directors and Officers, and authorize payment of all taxes and fees incident thereto.

ARTICLE 8. ADMINISTRATIVE PROVISIONS

8.1 Books and Records. The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board, records of the name and address and class, if applicable or each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. The minutes and other books and records shall be kept in written form or in any other form capable of being converted into written form. All books and records of the Corporation shall be open at any reasonable time to inspection by any Director, Officer or Member.

8.2 Accounting Year. The accounting year of the Corporation shall be the twelve months ending December 31.

8.3 Rules of Procedure. Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

8.4 Quorum. A majority of the Members or Directors entitled to vote, represented in person (or by proxy provided in writing prior to the meeting), shall constitute a quorum for purposes of voting authorized under these Bylaws, except as otherwise provided herein. Directors may not be represented by proxy. If less than a quorum entitled to vote is represented at a meeting, a majority of the individuals so represented may adjourn the meeting from time to time without further notice.

8.5 Annual Report. The Board may issue an annual report containing all the information required by law or regulation to be sent to the Directors, Officers, and Members not later than one hundred twenty (120) days after the close of the Corporation's fiscal year.

8.6. Annual Statement of Certain Transactions and Indemnifications. The Corporation may furnish annually to its Board a statement of any transaction or indemnification required by law or regulation, that occurred in the prior year. Such annual statement shall be affixed to and sent with the annual report described in Section 8.4 of these Bylaws.

8.7. Corporate Seal. The Board need not adopt a corporate seal. If the Board hereafter adopts a corporate seal, then the Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

ARTICLE 9. FINANCIAL AND OPERATIONAL MATTERS

9.1 Powers of the Board of Directors. The Board shall have the authority to incur and pay financial obligations on behalf of the Corporation for the following matters without the vote of the members: insurance, rent, utilities, equipment acquisitions, cabling, maintenance and repair, accounting and legal services, and corporate governance matters; and for the Corporation's indemnification and expense reimbursement obligations. The Board shall have the authority to adopt rules and regulations concerning the use of the Corporation's services and facilities by the Members.

9.2 Privacy. The Board may gather statistics or conduct any other analysis of the Corporation's facilities for planning purposes. The Board may publish graphs of traffic over the Corporation's facilities, but the graphs must be an aggregate of a minimum of three networks and not allow for any one member's traffic to be easily discernible. The Board shall keep confidential all per-port (per-member) usage statistics. Members may gather statistics from their router's interface, but will not have access to the Corporation's switch or interfaces. The Board may conduct packet sniffing or monitoring activities only for maintenance or security matters, or in response to a lawful order that comes from a court or government agency with jurisdiction over the Corporation.

ARTICLE 10. NONPROFIT PURPOSES

10.1. IRS Section 501(c)(6) Purposes. The Corporation is organized exclusively for one or more of the purposes as specified in section 501(c)(6) of the Internal Revenue Code.

10.2. Specific Objectives and Purposes. The specific objectives and purposes of this Corporation shall be to promote the common business interests of its Members by enabling their communications/broadband networks to meet at a single local connection point, thus increasing their connectivity and efficiency, lowering their costs, increasing network resiliency and reducing network latency. The Corporation also has such powers as are now or may hereafter be granted in the Corporation's Articles of Incorporation, as amended from time to time (the "Articles"), and by Nevada Revised Statutes, Chapter 82, Nonprofit Corporations

ARTICLE 11. DISTRIBUTION OF ASSETS

Upon dissolution of this corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of this corporation, shall be distributed within the meaning of Section 501(c)(6) of the Internal Revenue Code and in accordance with all applicable provisions of the laws of this state.

ARTICLE 12. CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

12.1 Purpose of Conflict of Interest Policy. The purpose of the conflict of interest policy is to protect this tax-exempt 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 the Corporation 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 corporations. The Secretary will make available to the Directors, Officers and Members, copies of the Corporation's Conflict of Interest Policy, at any time during reasonable business hours.

12.2 Execution of the Conflict of Interest Policy. Each Director, Officer and Member, must execute the Conflict of Interest Policy annually, and provide this executed document to the Secretary of the Board. The Secretary shall save these executed Conflict of Interest policies in the records of the Corporation, in a timely fashion.

12.3 Definitions. The following shall have the following meanings:

12.3.1 Interested Person. Any Director, Officer, or Member, or any other person who is a "disqualified person" as defined In Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS regulations, who has a direct or indirect financial interest, as defined below, or personal interest in a matter is an interested person with respect to that matter.

12.3.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: (i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or (iii) 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.

12.4 Conflict of Interest Avoidance Procedures.

12.4.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the interest to the Directors and Officers and disclose to them all material facts regarding the possible conflict of interest.

12.4.2 Determining Whether a Conflict of interest Exists. After disclosure of the financial interest and all material facts, such interested person shall not lobby or discuss such matter with any Director and shall not vote upon or otherwise participate in or be present during deliberations with respect to such matter.

12.5 Proceedings and Records of Proceedings. Any transaction or vote involving an actual or potential conflict of interest shall be approved only when a majority of disinterested Directors determines that it is in the best interest of the Corporation to do so. The minutes of meetings of the Board shall contain the names of the persons with a conflict of interest and the nature of the interest; and 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, the rationale for approval or disapproval of any such matter, and a record of all recusals and of any votes taken (including any abstentions) in connection with the proceedings.

12.6 Annual Statements. Each Director, Officer and Member shall annually sign the Corporation's Conflict of Interest Policy available from the Board Secretary, 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.

(d) Understands the Corporation is nonprofit corporation 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.

12.7 Periodic Reviews. To ensure that the Corporation operates in a manner consistent with nonprofit purposes relating to 501(c)(6) nonprofit corporations 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) Determining whether the compensation arrangements and benefits are reasonable, based on competent survey information, and are the result of arm's-length bargaining.

(b) Determining whether partnerships, joint ventures, and arrangements with management and any affiliates thereof conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

12.8 Use of Outside Experts. When conducting the periodic reviews as provided for in Section 12.7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 13. AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted, only by the majority of the votes of the Directors at a meeting held pursuant to notices or waivers of notice as provided in these Bylaws.

ARTICLE 14. SIGNATURES

These Bylaws may be executed by facsimile, electronic or email of the signature of the authorized person to execute said Bylaws, with the facsimile, electronic and email signature having the same force and effect as if the document had been executed by the actual signature of the authorized person.

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**CERTIFICATE OF THE SECRETARY OF
LAS VEGAS INTERNET EXCHANGE**

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising eleven (11) pages, constitute the Bylaws of said Corporation as duly adopted by the unanimous written consent of the Board of Directors thereof held on May 23, 2024.

Dated: May 24, 2024

DocuSigned by:
Erin Timrawi
Erin Timrawi, Secretary