

BYLAWS  
OF  
THE FREECYCLE NETWORK

ARTICLE I  
GENERAL PROVISIONS

Section 1. Name. The name of this corporation is The Freecycle Network (the "Corporation").

Section 2. Offices. The known place of business of the Corporation is at P.O. Box 294, Tucson, AZ 85702. The office may be changed from time to time by the Board of Directors, and the Corporation may have such additional offices as the Board of Directors may designate or as the activities of the Corporation may require from time to time.

ARTICLE II  
PURPOSE

The Corporation is organized and will be operated exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Specifically, the character of the business which the Corporation intends to conduct is that of promoting reuse and recycling on a noncommercial basis, at the local level throughout the world, utilizing an internet based system of giving and receiving.

ARTICLE III  
MEMBERS

The Corporation shall be a membership corporation. The Members shall consist of those individuals who agree to be bound by the membership criteria as adopted by the Board of Directors, and as may be amended from time to time. Such Members shall not have voting rights. In the event there shall ever be no Members of this Corporation, or if the membership shall, in the opinion of the Board of Directors of this Corporation, jeopardize the continued tax-exempt status of this Corporation, the Board of Directors of this Corporation may declare that this is a nonmembership corporation and be so governed by those provisions of Arizona law applicable to nonmembership nonprofit corporations.

ARTICLE IV  
BOARD OF DIRECTORS

Section 1. General Powers. Subject to the limitations of these Bylaws, the Articles of Incorporation and the laws of Arizona, the affairs of the Corporation shall be

managed, and all corporate powers shall be exercised, by or under the direction of its Board of Directors. The Directors need not be residents of Arizona but shall be Members of the Corporation. No Director, officer or agent of the Corporation shall authorize or allow any corporate funds to be expended for any purposes other than as set forth in the Articles of Incorporation or for purposes reasonably incidental thereto.

Section 2. Number and Vacancies. The initial members of the Board of Directors shall be those persons named in the Articles of Incorporation. Thereafter, the Board of Directors of the Corporation shall consist of not less than one (1) and not more than fifteen (15) members. Any vacancy on the Board of Directors shall be filled by a majority of the remaining members of the Board of Directors. The Board of Directors may leave any vacancy on the Board of Directors unfilled. All members of the Board of Directors shall have equal and full voting responsibilities as members of the Board of Directors. No decrease in the number of Directors shall have the effect of shortening the term of office of any incumbent Director. The number of Directors may be increased by the Board of Directors at any duly convened meeting. A newly created seat on the Board of Directors shall be filled in the same manner as a vacancy on the Board of Directors.

Section 3. Election. At the annual meeting, the Board of Directors shall elect the new Board of Directors. The outgoing Board of Directors and any Member of the Corporation may, but is not obligated, to submit nominees for the purpose of electing the new Board of Directors. The Board of Directors shall not be bound to elect members of the Board of Directors from the list of nominees. Said list of nominees shall be submitted to the Executive Director or Secretary of the Corporation no later than ten (15) day prior to the date of the annual meeting. Each Director so elected shall serve for a term of one year, or until such Director's earlier resignation or removal. An individual may be elected to successive terms on the Board of Directors.

Section 4. Resignation. Any Director may resign at any time, either by oral tender of resignation at any meeting of the Board of Directors or by giving written notice thereof, at any time to the Executive Director or the Secretary of the Corporation. Such resignation shall take effect prospectively at the time specified therefor and, unless otherwise specified with respect thereto. The acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal. A Director may be removed, with or without cause, by a vote of a majority of the members of the Board of Directors at any time.

Section 6. Annual Meetings. The annual meeting of the Board of Directors shall be held no earlier than January 15th and no later than June 15 of each year. The annual meeting shall be in the place and at the time specified in the notice of the meeting.

Section 7. Special Meetings. Unless otherwise provided by resolution of the Board of Directors, all meetings of the Board of Directors other than annual meetings shall be special meetings. Special meetings of the Board of Directors may be called by

or at the request of a majority of the Board of Directors or by the Executive Director, and shall be held at such place and time as a person or persons calling such meeting shall specify.

Section 8. Notice. Notice of the annual meeting of the Board of Directors shall be given at least ten (10) days, but not more than forty (40) days, prior thereto in writing, delivered personally, by overnight courier service, by mail, electronic mail or by facsimile to each Director at his or her mailing address, electronic mail address or facsimile number as given to the Corporation by said Director. Notice of special meetings of the Board of Directors shall be given at least five (5) days, but not more than twenty-five (25) days, prior thereto in writing, delivered personally, by overnight courier service, by mail, electronic mail or by facsimile to each Director at his or her mailing address, electronic mail address or facsimile number as given to the Corporation by said Director. If mailed, such notice shall be deemed to be delivered three (3) days after being deposited in the United States mail as so addressed with postage thereon prepaid. If sent by overnight courier, said notice shall be deemed delivered the next day. If sent by electronic mail or facsimile, such notice shall be deemed to be delivered the same day as transmitted by electronic mail or facsimile. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Unless otherwise required by law or specified by the Articles of Incorporation or the Bylaws, neither the business to be transacted nor the purpose of any meeting of the Board of Directors need be specified in the notice or the waiver of notice of such meeting. Notice of any meeting may be waived by any or all of the Directors.

Section 9. Quorum. A majority of the number of Directors actually serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The Board of Directors may continue to transact business during a meeting at which a quorum is initially present, notwithstanding the withdrawal of Directors if any action is approved by at least a majority of the required quorum for that meeting.

Section 10. Manner of Acting. The act of a majority of the Directors present at a meeting duly convened at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation or by these Bylaws.

Section 11. Compensation. By resolution of the Board of Directors, expenses of attendance of all Directors, if any, at each annual or special meeting of the Board of Directors may be allowed.

Section 12. Informal Act. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the Directors. Such action by written consent shall have the same force and effect as an unanimous vote of the Board of Directors.

Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

Section 13. Participation in Meetings by Means of Conference Telephone. Members of the Board of Directors, or any committee of the Board of Directors, may participate in a meeting of the Board of Directors or of such committee by means of a conference telephone or similar communications device whereby all persons participating in the meeting can hear each other, and participation by such means shall constitute presence in person at such meeting.

Section 14. Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 15. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

## ARTICLE V OFFICERS

Section 1. Titles. The officers of the Corporation shall be an Executive Director, an Assistant Executive Director, a Secretary and a Treasurer, and such other officers and assistant officers as the Board of Directors may deem necessary.

Section 2. Election of Officers. The initial officers shall be elected by the initial Board of Directors. Thereafter, the officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of any officer is not held at such meeting, such election shall be held as soon as conveniently possible thereafter.. New offices may be created and filled, and vacancies may be filled, at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and qualified, unless such officer is otherwise removed. Each officer shall serve at the pleasure of the Board of Directors.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interests of the Corporation would be served.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Executive Director or Secretary. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless

otherwise specified in such notice, the acceptance to the resignation shall not be necessary to make it effective.

Section 5. Executive Director. The Executive Director shall be the chief executive officer of the Corporation and as such shall exercise general supervision of all operations and personnel of the Corporation. The Executive Director shall sign on behalf of the Corporation all agreements and contracts of material importance to the Corporation's business, and shall do and perform all acts and things which the Board of Directors may require of him or her.

Section 6. Assistant Executive Director. In the event of the Executive Director's absence or inability to act, any of the Assistant Executive Directors shall have the powers of the Executive Director. He or she shall perform such other duties as the Board of Directors may impose upon him or her.

Section 7. Secretary. The Secretary shall keep a record of the minutes of all meetings of the Board of Directors, shall give notice of meetings as provided by these Bylaws, shall have custody of all books, records and papers of the Corporation, except those in the custody of the Treasurer or some other person authorized to have charge thereof by the Board of Directors, and shall perform such other duties as may from time to time be assigned to the Secretary by the Board of Directors.

Section 8. Treasurer. The Treasurer shall receive and disburse all corporate funds and shall keep an accurate and detailed record of all receipts and disbursements, which records shall at all times be subject to inspection by any member of the Board of Directors. The Treasurer shall deposit all corporation funds coming into his or her hands in such bank or banks as may be designated by the Board of Directors. All checks, drafts, notes, or orders drawn against the accounts or funds of the Corporation shall be signed by the Executive Director or such other officer authorized by resolution of the Board of Directors.

Section 9. Additional Officers. Officers and assistant officers, in addition to those hereinabove described, who are elected or appointed by the Board of Directors, shall perform such duties as shall be assigned to them by the Executive Director or the Board of Directors.

Section 10. Compensation and Expenses. Expenses incurred in connection with performance of their official duties may be reimbursed to officers upon approval by the Board of Directors.

Section 11. Vacancies. A vacancy in any office due to death, resignation, removal, disqualification or other cause may be filled by the Board of Directors at any time.

Section 12. Employees. The Board of Directors may establish such positions of employment as it deems desirable from time to time and shall fix the compensation for such positions. Subject to the control and direction of the Board of Directors, the Executive Director shall hire and discharge employees necessary for the proper conduct of the business of the Corporation.

## ARTICLE VI COMMITTEES

Section 1. Committees. The Board of Directors, by resolution adopted by a majority of the Board of Directors, may designate and appoint one or more committees, each of which shall consist of one or more Directors and such number of persons who are Members of the Corporation, as the Board of Directors may determine.

Section 2. Removal. Any member of a committee established under this section may be removed by the Board of Directors whenever in their judgment the best interest of the Corporation shall be served by such removal.

Section 3. Term. Each member of the committee established under this section shall continue as such until the next annual meeting of the Board of Directors or until his or her successor is appointed, unless the committee shall be sooner terminated or unless any such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

## ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, 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.

Section 2. Checks. All checks, drafts or 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 officers, agent or agents of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Secretary or Treasurer (or an assistant of either one) and countersigned by the Executive Director or Assistant Executive Director of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 5. Loans to Directors and Officers. No loan shall be made by or to this Corporation and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made by the Corporation to any of its Directors or officers.

#### ARTICLE VIII FISCAL YEAR

The fiscal year of the Corporation shall begin July 1 and end June 30 of each year, except that the first year shall be the start year commencing on the date of delivery of the Articles of Incorporation to the Arizona Corporate Commission and ending June 30.

#### ARTICLE IX CHANGE OF BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted only by the affirmative vote of a majority of the Board of Directors.

#### ARTICLE X CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in Title 10 of Arizona Revised Statutes, shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both a corporation or other organization and a natural person, except for the purposes of Section 9 of Article IV of these Bylaws, in which a person shall refer solely to a natural person. The rules contained in the current edition of Roberts' Rules of Order govern the Corporation in all cases in which they are applicable, and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or any existing law.

Adopted: 3/12/04