

## **BYLAWS OF MASS ISLAND CORP**

The name of the corporation is Mass Island Corp. The corporation is organized in accordance with the General Law of the Commonwealth of Massachusetts, Title XXII, Chapter 180, as amended. The corporation has not been formed for the making of any profit, or personal financial gain. The assets and income of the corporation shall not be distributable to, or benefit the Directors, officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the corporation. This corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax. The corporation shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The purpose of the corporation is the following:

- (1) To produce original artistic works for public enjoyment;
- (2) To hold nonprofit artistic and educational events;
- (3) To develop and to manage nonprofit artistic, educational, and entertaining programs;
- (4) To conduct nonprofit research on arts, creative industry, intellectual property, and education; and
- (5) To publish information on arts and education.

The corporation is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

### **Article I. Meetings**

*Section 1. Annual Meeting.* An annual meeting shall be held once each calendar year for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

*Section 2. Special Meetings.* Special meetings maybe be requested by any Director. A special meeting is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

*Section 3. Notice.* Written notice of all meetings shall be provided under this section or as otherwise required by law. The notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed or emailed to all Directors of record at the address shown on the corporate books, at least 3 days prior to the meeting. Such notice shall be deemed effective when emailed or deposited in mail, properly addressed, with postage prepaid.

*Section 4. Place of Meeting.* Meetings shall be held either at the corporation's principal place of business or by means of the internet or other electronic communications technology, unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during this meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting.

*Section 5. Quorum.* A majority of the Directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the Directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The Directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some Directors results in representation of less than a quorum.

*Section 6. Informal Action.* Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the Directors with respect to the subject matter of the vote.

## **Article II. Directors**

*Section 1. Number of Directors.* The corporation shall be managed by the Board of Directors consisting of 4 Directors, including the Executive Director, who shall be the chair of the Board and primarily oversee and evaluate the corporation's policies and governance.

*Section 2. Election and Term of Office.* The Directors shall be elected at the annual meeting. Each Director shall serve a term of 1 year, or until a successor has been elected and qualified.

*Section 3. Quorum.* A majority of Directors shall constitute a quorum.

*Section 4. Adverse Interest.* In the determination of a quorum of the Directors, or in voting, the disclosed adverse interest of a Director shall not disqualify the Director or invalidate his or her vote.

*Section 5. Regular Meeting.* The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

*Section 6. Special Meeting.* Special meetings may be requested by any Director by providing 3 days' written notice by mail or email, effective when mailed or emailed. Minutes of the meeting shall be sent to the Board of Directors within 7 days after the meeting. A special meeting may be held at a geographic location or be held by means of the internet or other electronic

communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

*Section 7. Procedures.* The unanimous vote of all Directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors. 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 their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

*Section 8. Informal Action.* Any action required to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors or of a committee of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the Directors or all of the members of the committee of Directors, as the case may be.

*Section 9. Removal / Vacancies.* A Director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining Directors. A Director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

*Section 10. Committees.* To the extent permitted by law, the Board of Directors may, by an unanimous vote, appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees. A functional department or office is not a committee and may be established, changed, or abolished by any Director.

### **Article III. Officers**

*Section 1. Number of Officers.* The officers of the corporation shall include at least a President, a Treasurer, and a Clerk. No person may concurrently hold more than one position. The Executive Director may not concurrently be an officer.

President. The President shall be the chief executive officer who oversees the day-to-day operations of the corporation, primarily the operations and development of the corporation's mainstream products, projects, and programs, and shall preside at all meetings of the Board of Directors.

Clerk. The Clerk shall oversee corporate administration and compliance, give notice of all meetings of the Board of Directors and executive Committee and shall have the authority to certify any records (or copies of records) as the corporation's official records. The Clerk shall maintain the minutes of the Board of Directors' meetings and other corporate records.

Treasurer. The Treasurer shall oversee corporate business strategies and be the chief financial officer in charge of financial matters, asset management, tax compliance,

procurement, and other duties as directed and authorized by the Board of Directors, and shall make reports of corporate finances as required by the Board of Directors.

*Section 2. Election and Term of Office.* The officers shall be elected annually by unanimous votes of the Board of Directors at the first meeting of the Board of Directors, at or immediately following the annual meeting. Each officer shall serve a one-year term or until a successor has been elected and qualified.

*Section 3. Removal or Vacancy.* The Board of Directors shall have the power to remove an officer or agent of the corporation by an unanimous vote. Any vacancy that occurs for any reason may be filled by the Board of Directors by an unanimous vote.

#### **Article IV. Corporate Seal, Execution of Instruments**

The corporation shall have a corporate seal, which shall be affixed to all instruments except for contracts and purchase orders with no more than \$200 in the value, unless signatures from all Directors are obtained.

All instruments to be executed on behalf of the corporation, except for contracts and purchase orders with no more than \$200 in the value, shall be executed unanimously by the Board of Directors. Multiple transactions of similar kind and nature that occurred consecutively shall be deemed one single transaction in counting value for the purposes of this Article. All other instruments executed by the corporation may be executed by any Director or officer.

Notwithstanding the preceding provisions, any instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

#### **Article V. Amendment to Bylaws**

The bylaws may be amended, altered, or repealed by the Board of Directors by a two-thirds majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least 3 days before the meeting.

#### **Article VI. Indemnification**

Any Director or officer who is involved in litigation by reason of his or her position as a Director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

#### **Article VII. Dissolution**

The corporation may be dissolved only with the authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-


thirds vote of the members. In the event of the dissolution of the corporation, the assets shall be applied and distributed as follows:

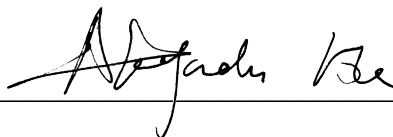
All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other corporation or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational corporation, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this corporation, as determined by the Board of Directors.


### Certification


All Directors of Mass Island Corp hereby certify that the foregoing is a true and correct copy of the bylaws of the above-named corporation, duly adopted by the initial Board of Directors on June 29, 2024 (EDT):

I CERTIFY THAT THE FOREGOING IS A TRUE AND CORRECT COPY OF THE BYLAWS OF MASS ISLAND CORP., DULY ADOPTED BY THE INITIAL BOARD OF DIRECTORS ON JUNE 29, 2024 (EDT).

By:  (Yueyang Shi, Director, President)  
Date: June 29, 2024

By:  (Ganhua He, Executive Director)  
Date: June 29, 2024

By:  (Zichen Zhou, Director, Treasurer)  
Date: June 29, 2024

By:  (Chenxi Wang, Director, Clerk)  
Date: June 29, 2024