

**BYLAWS
of
AVACON, INC.**

*A nonprofit organization incorporated
in the State of Massachusetts,
United States of America*

Article I. BUSINESS & PURPOSE

Section 1.01 The name of the Corporation shall be AVACON, INC. having a principle place of business at 8 BILLINGS ROAD, REHOBOTH, MA 02769.

Section 1.02 The purpose of the Corporation shall be as follows:

- (a)** To conduct meetings, conferences, lectures, discussions, film showings, art shows, exhibits, conventions, performances, and other presentations related to educational and scientific inquiry of the metaverse, virtual worlds, augmented reality, mediated reality, and 3D immersive and virtual spaces.
- (b)** To promote the enhancement, knowledge, and dissemination of scholarly and community produced works in furtherance of the development of the metaverse, virtual worlds, augmented reality, mediated reality, and 3D immersive and virtual spaces and related subjects in articles, peer reviewed journals, literature, artworks, films, machinima, theater, radio, television, sound and video recordings, computer software, and all other media existing now or in the future.
- (c)** To hold, sponsor, and promote the development of organized fan activities related to the metaverse, virtual worlds, augmented reality, mediated reality, and 3D immersive and virtual spaces.
- (d)** To make grants for the foregoing purposes to organizations and activities that qualify under Section 501(c)(3) of the Internal Revenue Code.
- (e)** To act exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (f)** To carry on any other lawful activities in furtherance of the foregoing and consistent with the requirements and constraints of Section 501(c)(3) of the Internal Revenue Code.
- (g)** To engage in any lawful act or activity for which corporations may be organized under the laws of Massachusetts.

Article II. MEMBERSHIP

Section 2.01 There are two classes of membership in the Corporation:

(a) General members are entitled to all rights and privileges of membership including the right to vote and hold office. Voting rights are granted at the end of the first meeting the member attends after joining. General membership is conferred by two-thirds vote of the membership.

(b) Honorary members are entitled to all rights and privileges of membership except the right to vote and hold office. Honorary membership is conferred by majority vote of the membership.

Section 2.02 No committee shall be established to review the voting rights or status of any member.

Section 2.03 Suspension and Expulsion:

(a) General member may be expelled or suspended from the membership in the Corporation for activities which run counter to the bylaws and purposes of the Corporation by two-thirds vote of the Membership, with at least 50% of all General members voting. A suspension may be on such terms and for such duration as may be specified in the vote.

(b) The motion must be brought up at a meeting and shall, after discussion, be tabled until a subsequent meeting. The member in question shall have the opportunity to be heard, and further discussion shall be in order before the voting. Voting shall be by secret ballot, tallied by the clerk.

(c) For this purpose, a proxy is invalid if it specifies the vote or position to be taken or otherwise restricts the exercise, by the person holding the proxy, of independent judgment based on the discussions at the meeting.

Article III. CORPORATE MEETINGS

Section 3.01 Regular meetings shall be held by default on the third Friday of each month, unless the Membership or Executive Board sets a different date or cancels the meeting.

(a) Meetings shall be held at a default time and location unless otherwise specified. The default time and location will be re-examined at the Annual Meeting, any changes will take effect once published with proper notice.

Section 3.02 The regular meeting in the month of August is the Annual Meeting of the Corporation, at which the Officers are elected following the conclusion of the convention, the annual reports of the officers and committees are received, and any other business which may come before the meeting may be transacted.

Section 3.03 A special meeting may be called by the Executive Board or by the president. A special meeting shall be called by the clerk or, in the case of the clerk's death, absence, incapacity, or refusal, by any other officer upon written application of three or more General members. If all offices are vacant, any General member may call a special meeting and so notify members.

Section 3.04 All members shall be given notice of the date, time and location of each meeting at least ten days in advance. Meetings scheduled for the default date, time and location do not require notice. The meeting notice, or separate notice given within the same time limit, shall contain specific notice of any of the following events to take place at the meeting:

- (a) Voting on a proposal under Section 2.03 to suspend or expel a member, identifying the member;
- (b) A special election to fill a vacancy in an office identifying the office and all candidates nominated by the time of the preparation of the notice;
- (c) Voting on a proposal to remove an officer, identifying the officer;
- (d) Voting on a proposal to amend the Articles of Organization or the bylaws, including the text of the proposed amendment;
- (e) The holding of the Annual Meeting or a special meeting in lieu of the Annual Meeting, identifying all candidates who have been nominated by the time of the preparation of the notice;
- (f) Voting on the corporate budget or on a convention budget, with a copy of the budget;

Section 3.05 Any meeting may be rescheduled, changed or moved by the Membership or Executive Board provided proper notice may be met. If, after a meeting notice has been given, circumstances require a change in the location or the hour of the meeting, the meeting is valid if notice of the change is given to each General member in a time and manner reasonably calculated to enable the member to attend the meeting.

Section 3.06 Corporate meeting shall be conducted in accordance with Robert's Rules of Order Newly Revised, except where superseded by the bylaws or by other rules which the Membership may adopt. Any vote shall be by secret ballot on request of any General member.

Section 3.07 A quorum for a meeting is fifty-one percent (51%) of the average of the General members.

Section 3.08 Proxy voting is available to General members under the following conditions:

- (a) No General member can designate as a proxy any person who is not a member. No person can hold more than two proxies at the same time.
- (b) Every proxy must be in writing and be presented to the clerk by the member to be represented or, at the meeting, by the member holding the proxy. A proxy is not valid for any question if it presented after the voting on that question has begun.
- (c) A proxy is valid only for the one meeting designated therein and for any adjournments of the meeting. Every proxy shall be recorded in the minutes of the meeting for which it is valid.
- (d) A proxy can specify a certain vote or position to be taken on a specific subject or subjects or can be a General power of attorney for any or all business that may come before the meeting or can be any combination or permutation thereof. It is not valid for any for which proxy voting is prohibited by law or by these bylaws. It can be revoked by the member giving it at any time during the meeting for which it is effective, but it is not revoked by the member's attendance at the meeting.
- (e) A proxy may authorize its holder to delegate the proxy to another person. A proxy giving the power to delegate must name the person (s) to whom the proxy may be delegated, and the proxy may only be delegated to persons so named.

Section 3.09 In the absence of the president, the vice president, the treasurer, and the clerk at any meeting, any member may call the meeting to order, and the Membership shall elect a temporary chairperson, who shall preside until the arrival of the president, the vice president, the treasurer, or the clerk. In the absence of the clerk, or when the clerk is presiding, the person presiding may appoint a temporary secretary to keep the minutes at the meeting.

Section 3.10 Every Regular Meeting shall consider the meeting schedule for the following two calendar months before adjourning.

Article IV. OFFICERS AND ELECTIONS

Section 4.01 At the Annual Meeting the Membership shall elect a president, vice-president, treasurer, and clerk. The officers so elected shall take office at the end of the Annual Meeting and serve until the next Annual Meeting and thereafter until their successors are elected.

Section 4.02 The duties of the officer are as follows:

- (a)** The president is the chief executive officer of the Corporation, presides at meetings of the Membership and of the Executive Board, and is in general charge of the day-to-day activities and business of the Corporation. The president shall insure that corporate activities are in accordance with the policies of the Corporation.
- (b)** The vice president shall assume the duties of the president during any vacancy in the office of the president and during the president's absence or inability to act. The vice president shall insure that corporate activities are in accordance with federal, state, and local laws.
- (c)** The treasurer shall keep the funds in depositories designated by the Executive Board, maintain the financial records of the Corporation, exercise oversight over convention expenses, and pay the debts properly authorized in accordance with these bylaws. The treasurer shall make financial records available to the Executive Board and Membership. The treasurer shall insure that corporate activities are in accordance with federal, state, and local tax laws and shall be responsible for all necessary filings with any taxing authorities. The treasurer shall chair meetings in the absence of both the president and the vice president.
- (d)** The clerk shall keep minutes of the meetings of the Membership and of the Executive Board and maintain the records of the Corporation, other than financial records, but including the membership roster and attendance records. The clerk shall inform the members of corporate activities, including the membership roster and attendance records. The clerk shall inform the members of corporate activities, including publishing on the corporate website and all other notices not otherwise assigned. The clerk shall be responsible for all necessary filings with the office of the State Secretary. The clerk shall affix and authenticate the Seal of the Corporation as directed by the Membership or by the Executive Board. The clerk shall chair meetings in absence of the president, vice president, and the treasurer.
- (e)** The officers shall perform such additional duties pertaining to their offices as may be assigned by the Executive Board or by the Membership.

Section 4.03 Only one person can hold any office at any given time. No person can hold more than one office at the same time.

Section 4.04 Nominations:

- (a) Any General member may nominate himself or herself for office by submitting the nomination to the clerk at least eighteen days prior to the Annual Meeting.
- (b) Any candidate who so nominates himself or herself shall be entitled to submit a campaign statement, not exceeding 100 words, for inclusion on the corporate website prior to the Annual Meeting.
- (c) Additional nominations may be made from the floor at the Annual Meeting. Nomination from the floor of a person not present at the meeting is not valid unless written consent of the nominee is submitted to the clerk.

Section 4.05 Voting for every office shall be by secret ballot, except that the Membership may waive a secret ballot for any uncontested office by unanimous consent of all General members. Any candidate may request the counting and validation of the votes to be done by a committee appointed by the chair consisting of a representative of each candidate.

Section 4.06 A majority of the votes cast is required to elect an officer. On each ballot in which no candidate has received a majority, the candidate with the fewest votes shall be dropped for subsequent ballots.

Section 4.07 Whenever any office (including president) becomes vacant, an election shall be held as soon as possible to fill the vacancy. Nominations shall be in accordance with Section 4.04. An officer elected to fill a vacancy shall take office immediately. Pending an election, the president shall fill a vacant office by appointment.

Section 4.08 Whenever both the offices of president and vice president are vacant, the remaining members of the Executive Board shall appoint one of themselves or another General member to act as president until the vacancy can be filled by election.

Section 4.09 An officer may be removed from office by two-thirds vote of the Membership, with at least 25% of all General members voting. The proposal must be introduced by a petition signed by twenty-five percent (25%) of the General members. The procedure set forth in Section 2.03 shall apply. The officer in question shall not preside during the consideration of the proposal.

Section 4.10 Any officer who does not attend three corporate meetings in a row without submitting an explanation which is accepted by the membership is deemed to have resigned from their position and may be replaced as per the other parts of the bylaws.

Article V. MANAGEMENT

Section 5.01 The Executive Board consists of the officers. All board members, elected and ex officio must be General members of the corporation.

Section 5.02 The Executive Board has general control and management of the property and affairs of the Corporation and has the powers of corporate directors pursuant to Massachusetts General Laws, Chapter 180, Section 6A. It may designate persons to sign contracts or other instruments on behalf of the Corporation, determine the location of the principal office of the Corporation in the Commonwealth, and has other powers as may be delegated to it by the Membership.

Section 5.03 Board Meetings:

(a) Meetings of the Executive Board are held at such times and places as it shall determine. Special meetings may be called by the president or by any two Board members.

(b) All Board members are entitled to adequate advance notice of Board meetings. Notice may be given orally or in writing and is valid if given in time to enable the person to attend or if given according to Section 9.02. Notice given in the form of an announcement made at a prior meeting of the Board or of the Membership is valid as to those persons present at that prior meeting.

(c) A Board meeting is valid without prior notice if all Board members are present. Lack of notice is excused as to any Board member who executes a written waiver of notice, which shall be filed with the records of the meeting, and as to any Board member who attends the meeting without protesting lack of notice at or before the start of the meeting.

(d) Except when invoking the provisions of Section 8.04, any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if all the officers consent to the action in writing and the written consents are filed with the minutes of Board meetings. Such written consents shall be treated for all purposes as a vote at a meeting.

(e) A Board member may participate in a Board meeting by means of a meeting in a virtual environment, web conference, conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means constitutes presence in person at the meeting.

(f) A quorum of the Executive Board is three (3) the officers unless, because of vacancies, fewer than three officers are filled. Executive Board meetings are open to all members unless closed by the Board for a specifically stated purpose. Nothing in this subsection shall require the Board to give notice of its meetings to all members.

(g) Minutes of each Board meeting, including a record of every substantive action taken by the Board, shall be published on the corporate website.

(h) In an emergency situation, when it is not possible, after reasonable attempt, to convene a Board meeting or to reach the other Board members for approval, the president may act on behalf of the Executive Board. Any such action must be reported to the Board as soon as possible thereafter and may be overruled by the Board, to the extent that actions taken are revocable.

Section 5.04 The Corporation may enter into a contract or other transaction with any member or officer of the Corporation or with any corporation, firm, or association of which such person may be a director, officer, stockholder, member, or otherwise be a party to or have an interest in, pecuniary or otherwise, provided that the nature and extent of such person's interest is disclosed to the Executive Board or the Membership, as the case may be, before it acts on such contract or transaction, and provided that no fraud was present. No member or officer who is a party to such a contract or transaction or who is a director, officer, stockholder, member, or otherwise interested in the corporation or firm which is party to such transaction may participate in the vote to authorize the contract or transaction, except in the case of any contract or transaction between this Corporation and any other corporation or entity controlled by or under common control with this Corporation.

Section 5.05 The corporate seal shall be in such form and shall be affixed in such a manner as is determined from time to time by the Executive Board.

Section 5.06 Whenever the clerk is not a resident of Massachusetts, the Executive Board shall appoint a registered agent pursuant to Massachusetts General Laws, Chapter 156D, Section 5.01.

Section 5.07 The Executive Board or the Membership may authorize any officer or other person in the name or on the behalf of the Corporation to enter into any contract or execute under Corporate Seal and deliver and deed, note, or other instrument, and such authority may be General or confined to specific instances. Unless so authorized, no officer or other person has the power or authority to bind the Corporation by any such contract or instrument to render it financially liable for any purpose or to any amount.

Article VI. COMMITTEES

Section 6.01 Except where otherwise provided, the president appoints committee members and chairpersons, subject to approval by the Executive Board. Except where otherwise provided, committee chairpersons may be removed by the Executive Board. Except where otherwise provided, committee members may be removed by the Executive Board on recommendation of the committee chairperson.

Section 6.02 Except where otherwise provided, the terms of office of committees and other appointive positions is until the next Annual Meeting and thereafter until the appointment of a successor.

Section 6.03 Additional committees or other appointive positions may be created and their functions defined by the Executive Board. No committee or appointive official has authority to make expenditures unless such authority for a specific amount is given by the Executive Board.

Article VII. BUDGET COMMITTEE

Section 7.01 The Budget Committee is responsible for drafting the annual budget of the Corporation and presenting it for approval to the Executive Board and the Membership. Unless otherwise determined by the Executive Board, the Treasurer shall serve as the chair of the Budget Committee.

Article VIII. FINANCIAL POLICY

Section 8.01 The fiscal year of the Corporation runs from January 1 to December 31. The treasurer in office at the end of the fiscal year shall be responsible for closing the books for that fiscal year and shall complete any tax forms pertaining to all or part of his or her term of office.

Section 8.02 An individual officer may approve an unbudgeted expenditure up to \$200.00. An unbudgeted expenditure greater than that amount requires approval by the Executive Board.

Section 8.03 Any officer or agent responsible for a budgeted item that exceeds its budget by ten percent (10%) or more must receive approval by the Executive Board.

Section 8.04 A member of the Executive Board may, in an emergency situation, make or approve the making of any expenditure or obligation exceeding the limit specified in Section 8.02, under the following conditions:

- (a)** The matter must be of such an urgency that it cannot wait until the next regular meeting of the Membership or until a special meeting can be held.

(b) The member of the Board shall report the action taken by them to the next meeting of the Executive Board for approval. If the Executive Board refuses to approve, the action shall be reversed by the Corporation insofar as possible, but the officers shall not be personally liable for such action, provided that they have, in good faith, followed the procedures set forth in this section.

(c) Whenever the provisions of this section are invoked, whether or not any action is actually taken, the Board shall record the opinions obtained by them from the General members and the circumstances of every unsuccessful attempt to reach a General member, and they shall make such information available to any member on request. They shall also record and report to the Membership a summary of the opinions obtained, as well as the vote of each officer on the proposal, and shall inform the Membership of their rights to request further information pursuant to this subsection.

Section 8.05 It is one of the founding principles of this Corporation to return to the virtual worlds and metaverse community as much as it is able. Since accumulating enough capital to purchase real estate runs counter to this purchase, the Corporation shall not purchase real property.

Article IX. DEFINITIONS

Section 9.01 In these bylaws, except where the context clearly requires another meaning,

(a) "Meeting," when not referring to a meeting of the Executive Board or of a committee, means any regular or special business meeting of the Membership, including the Annual Meeting;

(b) "Member," or "members," when not referring to a member of the Executive Board or of a committee, refers to all classes of members;

(c) "Vote", "decision", or "approval" or similar language referring to an action or decision taken by the "Membership" means a majority of all votes cast at a meeting by those General members present or represented by proxy;

(d) "Two-thirds vote" of the Membership or any other body means two-thirds of the votes cast at a meeting by those General members present or represented by proxy;

(e) "Votes cast" means valid votes cast for or against a proposal or candidate and does not include abstentions.

(f) "Board" means the Executive Board.

(g) "Officer" and "Office" refers to the elected officers named in Section 4.01 and to the positions which they hold.

Section 9.02 Notices:

(a) Written notice or notification to any member is sufficient when mailed to that member's address as listed in the records of the Corporation. Notice is considered given on the date that it was mailed.

(b) Written notice to a member is also sufficient if left with the member in person or left with persons living with the member or sent by telegraph, fax, electronic mail, or any other means calculated to reach the person within a reasonable time. Such notice is considered given on the date that it was left in person or with persons living with the member or on the date that it was sent.

(c) Publication on the corporate website constitutes notice given on the date of the publication.

Article X. MISCELLANEOUS PROVISIONS

Section 10.01 Bylaw Amendments:

(a) These bylaws may be amended by two-thirds vote of the Membership, with 25% of all General members voting. A proposal to amend the bylaws must be submitted by at least three (3) General members. When introduced at a meeting, after discussion, it shall be tabled until a subsequent meeting for vote.

(b) A proposed amendment to the bylaws must be submitted in the form of a motion to strike, alter, or add to one or more specified portions of the bylaws.

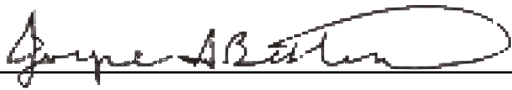
(c) The Executive Board shall review the form of the proposal and shall report to the Membership prior to the vote. Regardless of the Board's position on the substance of the proposed amendment, it shall report any changes in form which may be necessary or desirable so that the proposal will be consistent with the rest of the bylaws and will accomplish its purpose.

(d) A proposal to amend the bylaws may itself be amended from the floor, provided that the amendment is within the scope of the original proposal of which the members were notified.

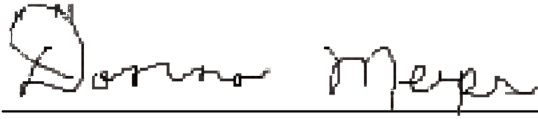
Section 10.02 The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or complete action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of such person's being or having been an officer, director, or agent of the Corporation against expenses (including attorney's fees), judgment, fines, and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit, or proceeding, to the full extent permitted by law, except where such person is finally determined to have been guilty of bad faith or improper conduct of his/her duty as such officer, director, or agent. The Corporation may pay expenses incurred in defending any such action, suit, or proceeding in advance of its final disposition upon receipt of an undertaking by or on behalf of the person(s) involved to repay such amount unless it is ultimately determined that s/he is entitled to be indemnified. No person is entitled to any indemnity or interim payments unless and until such indemnity is authorized by the Membership.

Section 10.03 All members are entitled to receive a copy of these bylaws.

Whereas the founding directors, having been duly elected and agreed, do intend to form the Corporation as described, the bylaws of the Corporation have been hereby adopted by unanimous agreement on April 16, 2010 as set forth below.



Joyce Bettencourt, President
8 Billings Rd. Rehoboth MA 02769



Donna Meyer, Vice President
110 Duncan St. #201, Haverhill MA 01830



Peter Lokke, Treasurer
8628 Alta Loma Ln. NE, Albuquerque NM 87113



Christina M. Collins, Clerk
3173 Goda Ave., Cincinnati OH 45211