

AMENDED AND RESTATED BYLAWS
OF
VETJOBS AKA CORPORATE AMERICA SUPPORTS YOU

ARTICLE I—NAME AND OFFICES

The name of the corporation shall be: **VetJobs AKA** Corporate America Supports You (the "Corporation"). The Corporation is formed under the Texas Nonprofit Corporation Law (the "Nonprofit Law").

The Corporation's principal office shall be located in the state of Florida at 13971 Lake Mahogany Blvd, Apt 2611, Fort Myers, FL 33907. The Corporation may have such other office(s) either within or outside the State of Florida as the Board of Directors may designate or as the business of the Corporation may require from time to time.

The Corporation may have, in addition to its registered office, offices at such places as the Board of Directors may from time to time determine or as the activities of the Corporation may require.

ARTICLE II—BOARD OF DIRECTORS

SECTION 2.1 General Powers; Delegation. The activities, property, and affairs of the Corporation shall be managed by its Board of Directors which may exercise all such powers and do all such lawful acts and things as are permitted by statute or by the Articles of Incorporation or by these Bylaws. The Board of Directors may from time to time delegate certain duties to other persons or committees.

SECTION 2.2 Number. The Board of Directors shall consist of not less than three (3) nor more than seventeen (17) directors as determined from time to time by the Board of Directors. In addition, in accordance with Section 5.4, the Chairman of the Board of Advisors shall serve as an ex officio, non-voting member of the Board of Directors.

SECTION 2.3 Appointment and Term of Office. Directors shall serve for a term of two (2) years and thereafter until their successors shall qualify. Immediately before the expiration of the term of office of any director, the directors shall meet and elect successors to the outgoing director or directors. Directors shall be eligible for re-election.

SECTION 2.4 Vacancies. A vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of members of the Board of Directors shall be filled by the affirmative vote of a majority of the members of the Board of Directors present at a regular annual meeting or at a meeting called for that or any other purpose.

SECTION 2.5 Meetings. The directors shall have an annual meeting every calendar year to discuss the affairs of the Corporation, and shall hold such additional regular meetings (usually quarterly or semi-annually) as are necessary to properly consider matters before the Corporation. The directors may meet at other times, at the call of the President. Special meetings of the Board of Directors may be called by or at the request of the President or

any two (2) directors. Business transacted at any special meeting shall be confined to the purpose(s) stated in the notice of the meeting.

SECTION 2.6 Quorum and Manner of Action. At all meetings of the Board of Directors, the presence of a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business except as otherwise provided by statute or the Articles of Incorporation. The act of a majority of the directors present at a meeting 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 statute, the Articles of Incorporation, or these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board of Directors. If a quorum shall not be present at any meeting of directors, the directors present thereat may adjourn the meeting from time to time until a quorum shall be present. At any such adjourned meeting, any business may be transacted which might have been transacted at the meeting as originally convened.

SECTION 2.7 Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all members of the Board of Directors. Any such signed consent, or a copy thereof, shall be placed in the minute book of the Corporation.

SECTION 2.8 Notice and Waiver. Notice of any meeting shall be given not less than three (3) days before the date of the meeting. Notice may be communicated in person or by first class mail, private carrier, telephone, electronic mail, facsimile, or other wire or wireless communications device. Written notice is effective at the earliest of the following: (a) when received; (b) three (3) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (d) ten (10) days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with other than first class, registered or certified postage affixed.

A director may at any time waive any required notice. Except as set forth below, the waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or the corporate records of the Corporation. A director's attendance at or participation in a meeting waives any required notice of the meeting unless the director, upon arriving at the meeting or prior to the vote on a matter in conformity with the Nonprofit Law, the Articles of Incorporation or these Bylaws, objects to lack of notice and does not vote for or assent to the objected-to action.

SECTION 2.9 Participation by Communications Device. Members of the Board of Directors may participate in and act at any meeting of the Board of Directors, whether regular or special, through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other, and participation in such a meeting in this manner shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes.

SECTION 2.10 Procedure and Records. The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be placed in the minute book of the Corporation.

SECTION 2.11 Resignation. Any director may resign by giving written notice to the Secretary, the President, or the Board of Directors. Any written notice shall be effective upon its receipt by such persons unless otherwise provided therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

SECTION 2.12 Removal. Any director elected by the Board of Directors may be removed without cause by the vote of two-thirds (2/3) of the directors then in office. Notice of the proposed removal shall be given to all directors of the Corporation prior to action thereon. If a director has unexcused absences from more than three (3) consecutive regular meetings of the Board of Directors, said director may be removed by an action of the majority of the directors then in office.

SECTION 2.12 Compensation. Directors, in that capacity, shall not receive any compensation for their services. However, nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and from receiving reasonable compensation or reimbursement of expenses for service in such other capacity

ARTICLE III—OFFICERS

SECTION 3.1 General Officers. The officers shall be a CEO and/or President, one or more Executive Vice Presidents, a Corporate Secretary, a Treasurer, and such other officers and assistant officers as the directors may from time to time deem necessary or desirable.

SECTION 3.2 Appointment and Term of Office. Officers shall be appointed by the directors and shall serve for two (2) years and thereafter until their successors are qualified. They shall be eligible for re-appointment.

SECTION 3.3 President. The powers and duties of the President shall be as follows: (a) to act in all matters for the Chief Executive Officer of the Corporation; (b) to call special meetings of the directors in accordance with these Bylaws at such time and place as the President deems proper; (c) to execute for and in the name of the Corporation such written instruments and documents as may be necessary or desirable; (d) subject to confirmation by the Board of Directors, to nominate the members and designate the powers and duties of all committees; (e) generally, to do and perform all such duties as pertain to the office of Chief Executive Officer or as may be required by the Board of Directors; (f) to direct the investments of the Corporation; and (g) to supervise the business and affairs of the Corporation and to report annually on the general activities of the Corporation for the previous year.

SECTION 3.4 Executive Vice President. An Executive Vice President shall assume such powers and duties as may be delegated from time to time by the Board of Directors or the President.

SECTION 3.5 Corporate Secretary. The powers and duties of the Corporate Secretary shall be as follows: (a) to keep full and complete record of the meetings of the directors and the various committees; (b) to give or cause to be given all notices that may be necessary or proper—in case of failure for any reason of the Corporate Secretary to give any such notice, then such notice may be given by the President or by any persons authorized by the President; (c) to conduct the official correspondence of the Corporation; (d) to join the President and Vice President in the execution and delivery of deeds, contracts, and other instruments, and to affix the corporate seal, if any, where appropriate; (e) to keep and preserve the minute book

and all other books and records of the Corporation and the corporate seal, if any; and (f) generally to do and perform all duties as pertain to the office of Corporate Secretary or as may be required by the Chairman of the Board, the Board of Directors or the President.

SECTION 3.6 Treasurer. The Treasurer shall be responsible for monitoring the performance of the Corporation's custodian in the collection and custody of the Corporation's funds.

SECTION 3.7 Assistant Corporate Secretaries. The Assistant Corporate secretaries shall assume the duties and powers of the Corporate Secretary during the Corporate Secretary's absence or disability. The Assistant Corporate Secretaries also shall assume such other powers and duties as may be delegated to the Assistant Corporate Secretaries from time to time by the Board of Directors or the President.

SECTION 3.8 Assistant Treasurers. The Assistant Treasurers shall assume the duties and powers of the Treasurer during the Treasurer's absence or disability. The Assistant Treasurer also shall assume such other powers and duties as may be delegated to the Assistant Treasurers from time to time by the Board of Directors or the President.

SECTION 3.9 Resignation. Any officer may resign by giving written notice to the Secretary, the President, or the Board of Directors. Any written notice shall be effective upon its receipt by such persons unless otherwise provided therein. Unless otherwise specified in such notice, acceptance of such resignation shall not be necessary to make it effective.

SECTION 3.10 Removal. Any officer may be removed by a vote of a majority of the entire Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

ARTICLE IV—COMMITTEES

The Chairman of the Board, the President, or the Board of Directors may designate or appoint two (2) or more persons who may, but need not, be directors to constitute a committee or committees for any purpose, provided that any such committee or committees shall have and may exercise only the power of recommending action to the Board of Directors and of carrying out and implementing any instructions or any policies, plans, and programs theretofore approved, authorized, and adopted by the Board of Directors.

ARTICLE V—BOARD OF ADVISORS

SECTION 5.1 Composition and Election. Unless otherwise determined by the Board of Directors, the Corporation shall have a Board of Advisors, and the number and qualifications of the members of the Board of Advisors shall be determined by the Board of Directors. The Board of Directors, the Chairman of the Board of Advisors, and the Chairman-elect of the Board of Advisors shall collectively appoint the members of the Board of Advisors. Members of the Board of Directors shall not be eligible for appointment to the Board of Advisors. The Chairman and Chairman-elect of the Board of Advisors shall be nominated and elected by the Board of Directors for such terms as are deemed appropriate by the Board of Directors.

SECTION 5.2 Terms. Members of the Board of Advisors shall serve for terms of three (3) years and until their respective successors are chosen and qualified, or until their

respective earlier deaths, retirements, disqualifications, resignations, or removals from office. Members of the Board of Advisors may serve any number of consecutive terms.

SECTION 5.3 Purpose. The Board of Advisors may be called upon by the Board of Directors from time to time to assist in accomplishing the purposes of the Corporation, including to act as consultants, to assist committees as needed, and to participate in fundraising events of the Corporation. Members of the Board of Advisors shall, except as provided in Section 5.4, be entitled to attend any meetings of the Board of Directors, but shall have no voting rights, and otherwise shall have no rights to manage the affairs of the Corporation.

SECTION 5.4 Chair. The Chairman of the Board of Advisors shall preside at all meetings of the Board of Advisors and represent the Board of Advisors as an *ex-officio*, nonvoting member of the Corporation's Board of Directors.

SECTION 5.5 Chairman-Elect. The Chairman-elect shall perform the duties of the Chairman of the Board of Advisors in such Chairman's absence or inability to do so, and shall assure that the reports from the Board of Directors' meetings and event calendars are sent to the Board of Advisors' members. Other duties may be assigned to the Chairman-elect of the Board of Advisors from time to time by the Chairman of the Board of Advisors or the Board of Directors.

ARTICLE VI—DISSOLUTION OF THE CORPORATION

The Corporation may be dissolved in accordance with the procedure prescribed in the Nonprofit Law. At any time when the dissolution of the Corporation is authorized, the Board of Directors then holding office shall distribute the assets of the Corporation remaining after the payment, satisfaction and discharge, or adequate provision therefor, of all liabilities and obligations of the Corporation, in accordance with the provisions of the Articles of Incorporation.

ARTICLE VII—MISCELLANEOUS

SECTION 7.1 Fiscal Year. The fiscal year of the Corporation shall begin on January 1st of each year and shall end on December 31st of that year.

SECTION 7.2 Waiver of Notice. Whenever any notice is required to be given under the provisions of the Nonprofit Law or under the provisions of the Articles of Incorporation or these Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

SECTION 7.3 Books and Records. The Corporation shall keep correct and complete books and records of account.

SECTION 7.4 Construction. If any portion of these Bylaws shall be invalid or inoperative, then, so far as reasonable and possible: (a) the remainder of these Bylaws shall be considered valid and operative; and (b) effect shall be given to the intent manifested by the portion held invalid or inoperative.

ARTICLE VIII—INDEMNIFICATION

SECTION 8.1

Definitions. For purposes of this Article VIII:

(a) “Director” means any person who is or was a director of the Corporation and any person who, while a director of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of any other foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise;

(b) “Expenses” include court costs and attorneys’ fees;

(c) “Official capacity” means, when used with respect to a director, the office of director in the Corporation, and when used with respect to a person other than a director, the elective or appointive office in the Corporation held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation; official capacity does not include service for any other foreign or domestic corporation or any partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, unless such service is undertaken at the written request of the Corporation; and

(d) “Proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

SECTION 8.2 Standard for Indemnification. The Corporation shall indemnify a director who was, is, or is threatened to be made a named defendant or respondent in a proceeding only if it is determined in accordance with Section 8.6 of this Article VIII that the director: (a) conducted themselves in good faith; (b) reasonably believed: (i) in the case of conduct in their official capacity as a director of the Corporation, that their conduct was in the Corporation’s best interests; and (ii) in all other cases, that their conduct was at least not opposed to the Corporation’s best interests; and (c) in the case of any criminal proceeding, had no reasonable cause to believe their conduct was unlawful.

SECTION 8.3 Prohibited Indemnification. Except to the extent permitted by Section 8.5 of this Article VIII, a director may not be indemnified under Section 8.2 above with respect to a proceeding: (a) in which the director is found liable on the basis that personal benefit was improperly received by them, whether or not the benefit resulted from an action taken in the director’s official capacity; or (b) in which the director is found liable to the Corporation.

SECTION 8.4 Effect of Termination of Proceeding. The termination of a proceeding by judgment, order, settlement, or conviction, or a plea of nolo contendere or its equivalent is not of itself determinative that the director did not meet the requirements set forth in Section 8.2 of this Article VIII. A director shall be deemed to have been found liable with respect to any claim, issue, or matter only after the director shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom.

SECTION 8.5 Scope of Indemnification. A director shall be indemnified under Section 8.2 of this Article VIII against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the director in connection with the proceeding; but if the director is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by the director, the indemnification (a) shall be limited to reasonable expenses actually incurred by the director in connection with the proceeding, and (b) shall not be made with respect to any proceeding in which the director shall have been found liable for willful or intentional misconduct in the performance of their duty to the Corporation.

SECTION 8.6 Determination of Indemnification. A determination of indemnification under Section 8.2 of this Article VIII must be made: (a) by a majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding; provided, however, that if such a quorum cannot be obtained, such determination may be made by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who, at the time of the vote, are not named defendants nor respondents in the proceeding; or (b) by special legal counsel selected by the Board of Directors or a committee of the Board of Directors by vote as set forth in Subsection (a) of this section, or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

SECTION 8.7 Authorization of Indemnification. With respect to a person other than an officer or director of the Corporation, authorization of indemnification and determination as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination as to reasonableness of expenses must be made in the manner specified Subsection (b) of Section 8.6 for the selection of special legal counsel. With respect to an officer or a director of the Corporation, no such authorization shall be required as the indemnification provided under Sections 8.2 and 8.13 of this Article VIII shall be mandatory.

SECTION 8.8 Court Order in Suit for Indemnification. If, in a suit for the indemnification required by this Article VIII, a court of competent jurisdiction determines that the director is entitled to indemnification, the court shall order indemnification and shall award to the director the expenses incurred in securing the indemnification.

SECTION 8.9 Court Determination of Indemnification. If, upon application of a director, a court of competent jurisdiction determines, after giving any notice the court considers necessary, that the director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not they have met the requirements set forth in Section 8.2 of this Article VIII, or has been found liable in the circumstances described by Section 8.3 of this Article VIII, the court may order the indemnification that the court determines is proper and equitable; but if the director is found liable to the Corporation on the basis that personal benefit was improperly received by the director, the indemnification shall be limited to reasonable expenses actually incurred by the director in connection with the proceeding.

SECTION 8.10 Advancement of Expenses. Reasonable expenses incurred by a director who was, is, or is threatened to be made a named defendant or respondent in a proceeding shall be paid or reimbursed by the Corporation in advance of the final disposition of the proceeding without the determination specified in Section 8.6 of this Article VIII after the

Corporation receives a written affirmation by the director of their good faith belief that they have met the standard of conduct necessary for indemnification under this Article VIII and a written undertaking by or on behalf of the director to repay the amount paid or reimbursed if it is ultimately determined that indemnification of the director against expenses incurred by them in connection with that proceeding is prohibited by Section 8.5 of this Article VIII.

SECTION 8.11 Obligation for Repayment of Advancement. The written undertaking required by Section 8.10 of this Article VIII must be an unlimited general obligation of the director but need not be secured. It may be accepted without reference to financial ability to make repayment.

SECTION 8.12 Expenses of Witness. Notwithstanding any other provision of this Article VIII, the Corporation may pay or reimburse expenses incurred by a director in connection with their appearance as a witness or other participation in a proceeding at a time when they are not a named defendant or respondent in the proceeding.

SECTION 8.13 Indemnification and Advancement of Expenses to Officers and Others. The Corporation shall indemnify and advance expenses to an officer, employee, or agent of the Corporation to the same extent that it is required to indemnify and advance expenses to a director under this Article VIII.

SECTION 8.14 Indemnification and Advancement of Expenses to Nominees and Designees. The Corporation may indemnify and advance expenses to a person who is not or was not an officer, employee, or agent of the Corporation but who are or were serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise to the same extent that it is required to indemnify and advance expenses to a director under this Article VIII.

SECTION 8.15 Further Indemnification and Advancement of Expenses to Officers and Others. The Corporation may indemnify and advance expenses to an officer, and may indemnify and advance expenses to an employee, agent, or person identified in Section 8.14 and who is not a director to such further extent as provided by general or specific action of the Board of Directors, by contract, or as otherwise permitted by law.

SECTION 8.16 Continuation of Indemnification. The indemnification and advancement of expenses provided by this Article VIII shall continue as to a person who has ceased to hold their position as a director, officer, employee, agent, or other nominee, or designee as described in Section 8.14 and, in the event of the death of such director, officer, employee, agent, or other nominee or designee, shall inure to the benefit of their heirs, executors, and administrators.

SECTION 8.17 Liability Insurance.

(a) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against any liability asserted against them and incurred by them in such a capacity or arising out of their

status as such a person, whether or not the Corporation would have the power to indemnify them against that liability under this Article VIII.

(b) The Corporation may also purchase, maintain, or enter into other arrangements on behalf of any person who is or was a director, officer, or trustee of the Corporation against any liability asserted against them and incurred by them in such capacity or arising out of their status as such a person, whether or not the Corporation would have the power to indemnify them against that liability under this Article VIII. If the other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the arrangement may provide for payment of a liability with respect to which the Corporation would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the members of the Board of Directors of the Corporation. Without limiting the power of the Corporation to procure or maintain any kind of other arrangement, the Corporation may, for the benefit of persons indemnified by the Corporation, (i) create a trust fund; (ii) establish any form of self-insurance; (iii) secure its indemnity obligation by a grant of a security interest or other lien on the assets of the Corporation; or (iv) establish a letter of credit, guaranty, or surety arrangement.

(c) The insurance may be procured or maintained with an insurer, or the other arrangement may be procured, maintained, or established within the Corporation or with any insurer or other person deemed appropriate by the Board of Directors regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or in part by the Corporation. In the absence of fraud, the judgment of the Board of Directors as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in such arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

SECTION 8.18 Service to Employee Benefit Plan. For purposes of this Article VIII, the Corporation is deemed to have requested a director to serve as employee benefit plan coordinator whenever the performance by them of their duties to the Corporation also imposes duties on or otherwise involves services by them to the plan or participants or beneficiaries of the plan. Excise taxes assessed on a director with respect to an employee benefit plan pursuant to applicable law are deemed fines. Action taken or omitted by them with respect to an employee benefit plan in the performance of their duties for a purpose reasonably believed by them to be in the interest of the participants and beneficiaries of the plan is deemed to be for a purpose that is not opposed to the best interests of the Corporation.

ARTICLE IX—AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by action approved by two-thirds (2/3) vote of the directors present at a Board of Directors meeting at which a quorum is present. The Corporation shall provide notice of any meeting of directors at which an amendment is to be approved. The notice must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to these Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

ARTICLE XII—ADOPTION

The above Amended and Restated Bylaws are hereby adopted and made immediately effective by unanimous affirmative vote of the Board of Directors of the Corporation.

Effective as of **July 27, 2023**

Deborah Kloeppel, President

Joe Cheneler, Secretary