

TSYS Group Board of Directors Manual

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1 Introduction

As part of a shared commitment to good corporate governance, the Board of Directors (“Board”) and Management of TSYS Group (the “Group”) have adopted these shared principles to promote effective governance by:

- Board of Directors as a whole
- Board committees
- Management of the Group entities

The guidelines do not purport to be all encompassing.

Rather they are designed with the Group’s:

- current business operations
- diverse ownership
- all stakeholders
- unique combination of non profit/for profit/registered investment company components

in mind and will continue to evolve with changing circumstances.

These Guidelines have been adopted and approved by the:

- Board of Directors
- Management of the Group entities
- members of the Group entities

The

- BoD Manual (this document)
- Bylaws
- Operating Agreements

serve as the framework for the governance of the Group.

2 What is TSYS Group?

2.1 Mission

TSYS Group is a collection of entities whose common goal is providing internet connectivity to everyone in North America for \$5.00 each per month.

2.2 Who does TSYS Group serve?

Everyone in North America who wants internet connectivity.

2.3 What does the TSYS Group do?

The TSYS Group seeks to handle every aspect of internet connectivity, soup to nuts. From design and manufacture of the equipment, to educating users on it's safe and efficient operation to raising the capital for the venture.

2.4 Where can you contact Turnsyst Group?

Website: www.turnsys.com

2.5 TSYS Group Brands

- RackRental
- Suborbital
- Redwood Springs Capital Partners (Redwood)
- Side Door Group (SDG)
- Americans For A Better Network (AFABN)

- High Flight Network Operations CoOp (HFNOC)

Please see <https://www.turnsys.com> for more information.

3 Organizational Documents And Information of TSYS Group

3.1 Articles of Incorporation and Certificates of Formation

The TSYS Group (the “Group”) consists of a number of entities.

ERPNext contains the complete entity chart, and each entity has it’s state and federal formation documents attached to the entity in ERPNext.

3.2 Operating Agreement and By-Laws of the TSYS Group (TSG)

The TSYS Group entities have adopted Operating Agreements (for the LLCs) and By-Laws (for the corporations) that provide governance guidelines for that Group Entity. The Operating Agreement and By-Laws may reference the committee charter for the Board committee that oversees them. Those charters can be found later in this manual.

The current By-Laws and Operating Agreements (minus capital tables for the For Profit entities) are available at <https://governance.turnsys.com> . You may also refer to <https://git.turnsys.com/explore/repos> for history or in progress work on the governing documents.

3.3 IRS Documents

The Turnsys Group consists of some non profit entities. Information regarding that can be found in ERPNext with the entity attachments.

3.4 Financial Records

All financial records belonging to TSYS Group are open for inspection by the Board of Directors at reasonable times upon request to the Group entities CEO/CFO.

3.5 Fiscal Year

The fiscal year for the Turnsys Group is January 1st to December 31st.

4 Director Qualifications

The composition of the Board should encompass a broad range of skills, expertise, industry knowledge, backgrounds and relationships useful to the Group’s mission. In choosing directors, the Group seeks individuals who have very high integrity, business savvy, stakeholder orientation and a genuine interest in the Group.

Members of the Board should have:

- the highest level of professional, business and personal integrity, ethics and values
- willingness and ability to devote the time necessary to carry out the duties and responsibilities of Board membership

- a desire to ensure that the Group operations and financial reporting are effected in a transparent manner and in compliance with applicable laws, rules, and regulations
- a dedication to the representation of the best interests of the Group and all of its stakeholders.
- expertise that is useful to the Group and complementary to the background and expertise of the other members of the Board;

5 Director Responsibilities

The basic responsibility of the directors is to exercise their best judgment to act in what they reasonably believe to be in the best interests of the Group and its stakeholders, and to conduct themselves in accordance with their duties of care and loyalty.

5.1 Confidentiality

The proceedings and deliberations of the Board and its committees are confidential. Each Director has a fiduciary obligation to maintain the confidentiality of information received in connection with his or her service as a Director.

5.2 Participation in Meetings

Directors are expected to attend Board meetings and meetings of the committees on which they serve, and to spend the time needed to carry out their responsibilities as directors, including meeting as frequently as necessary to properly discharge those responsibilities.

Each Director should be sufficiently familiar with the business of the Group, including its assets, liabilities, capital structure, risks and the competition it faces, to ensure active and effective participation in the deliberations of the Board and each committee on which he or she serves.

Directors should also study the materials provided by Management and advisors in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.

5.3 Service on Other Boards

The Board does not have a policy limiting the number of other boards of directors upon which a Director may sit; provided, however, that sitting on another company's board of directors should not create a conflict of interest or impair the Director's ability to devote sufficient time to carry out his or her duties as a Director of the Group.

All Directors should consult with the Executive, Governance and Nominating Committee prior to joining the board of another entity.

The Executive, Governance, and Nominating Committee will periodically review all Directors' outside board memberships.

An Independent Director will advise the Executive, Governance and Nominating Committee before accepting a position on the board, or as an officer of any other entity.

In undertaking a new board or officer position with any other entity, each Independent Director should be guided by the principle that the position should not:

- present a conflict for the Group or the Independent Director
- interfere with the Director's availability and services for the Group

Directors who experience a material change in their job responsibility shall offer to resign from the Board. The Executive, Governance and Nominating Committee, after reviewing the appropriateness of continued Board service under these circumstances, and with input from the Group Chief Executive Officers, will recommend whether the Board should accept such resignation.

6 Voting for Directors

Please refer to the committee charters for specific instructions on elections to those committees, director terms, election, removal etc and also Operating Agreement or Bylaws as referenced in the committee charters. What follows are general guidelines.

Any nominee for director in an uncontested election (i.e., an election where the number of nominees is not greater than the number of directors to be elected) who receives a greater number of votes “withheld” from his or her election than votes “for” such election shall, promptly following certification of the stakeholder vote, offer his or her resignation to the Board for consideration in accordance with the following procedures.

All of these procedures shall be completed within 30 days following certification of the stakeholder vote.

The Qualified Independent Directors (as defined below) shall evaluate the best interest of the Group and its stakeholders and shall decide on behalf of the Board the action to be taken with respect to such offered resignation, which can include:

- accepting the resignation
- rejecting the resignation
- maintaining the director but addressing what the Qualified Independent Directors believe to be the underlying cause of the withhold votes in close consultation with the stakeholders
- resolving that the director will not be re-nominated in the future for election

In reaching their decision, the Qualified Independent Directors shall consider all factors they deem relevant, including:

- any stated reasons why stakeholders withheld votes from such director
- any alternatives for curing the underlying cause of the withheld votes
- the director’s tenure
- the director’s qualifications
- the director’s past and expected future contributions to the Group
- the overall composition of the Board, including whether accepting the resignation would cause the Group to fail to meet any applicable requirements

Following the Board’s determination, the Group shall promptly disclose publicly (through the Board Secretary) the Board’s decision of whether or not to accept the resignation offer.

The disclosure shall also include an explanation of how the decision was reached, including, if applicable, the reasons for rejecting the offered resignation.

A director who is required to offer his or her resignation in accordance with this Section shall not be present during the deliberations or voting whether to accept his or her resignation or, except as otherwise provided below, a resignation offered by any other director in accordance with this Section.

Prior to voting, the Qualified Independent Directors will afford the affected director an opportunity to provide any information or statement that he or she deems relevant.

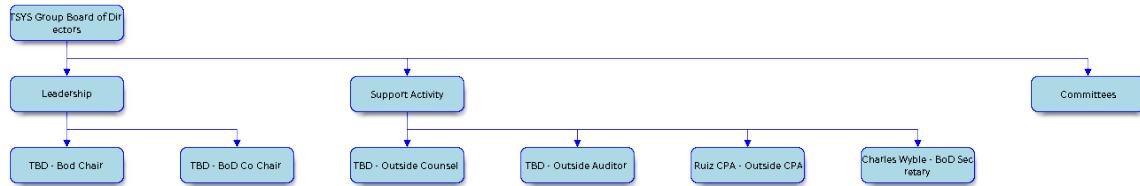
For purposes of this Section, the term “Qualified Independent Directors” means:

- (a) All directors who (1) are independent directors (as defined in accordance with the NYSE Corporate Governance Rules) and (2) are not required to offer their resignation in accordance with this Section.
- (b) If there are fewer than three independent directors then serving on the Board who are not required to offer their resignations in accordance with this Section, then the Qualified Independent Directors shall

mean all of the independent directors and each independent director who is required to offer his or her resignation in accordance with this Section shall recuse himself or herself from the deliberations and voting only with respect to his or her individual offer to resign.

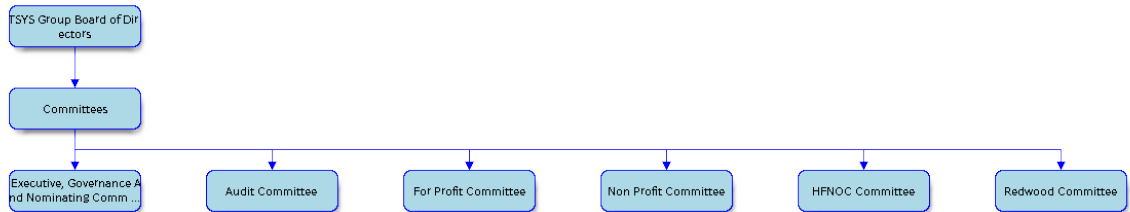
The foregoing procedures will be summarized and disclosed each year in the Annual Report for the Group's annual meeting of stakeholders.

7 Composition of the Board



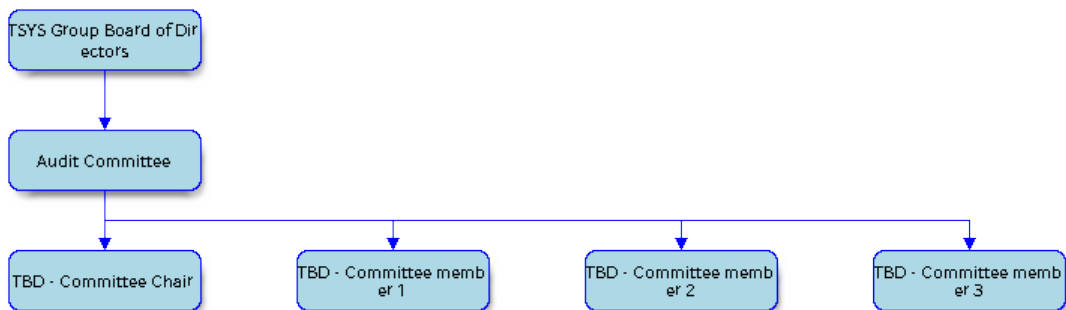
7.1 Board Permanent Committees

The Board has six permanent committees:

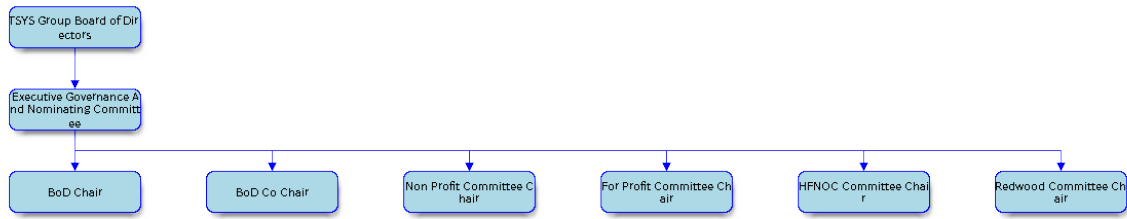


7.1.1 Group wide oversight

- Audit Committee

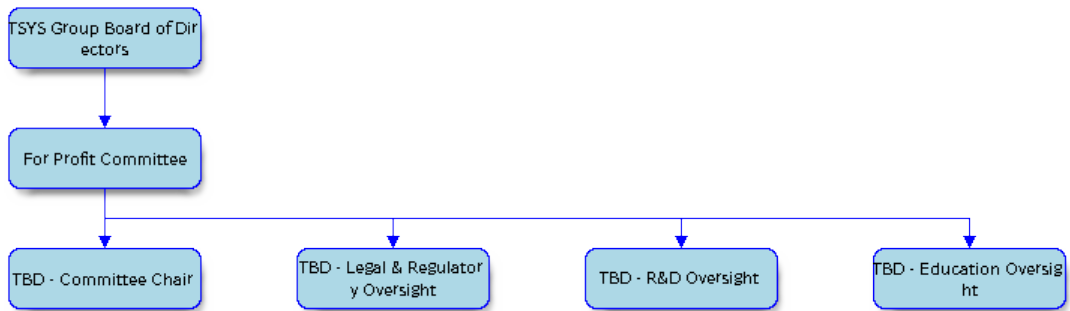


- Executive, Governance, and Nominating Committee

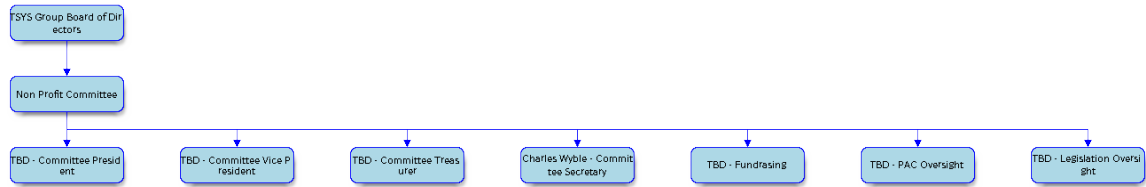


7.1.2 Group component oversight

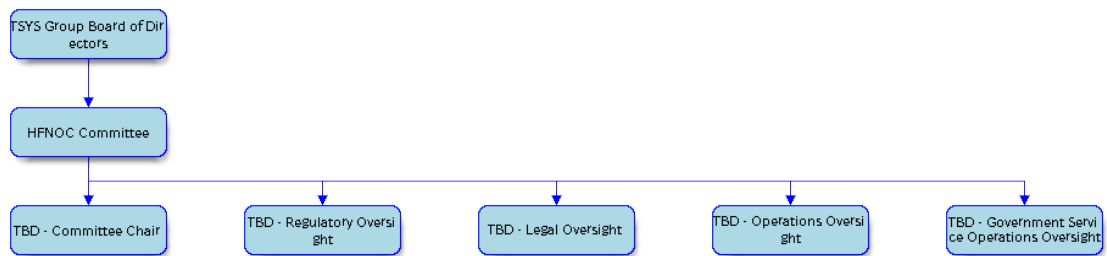
- ForProfit Committee



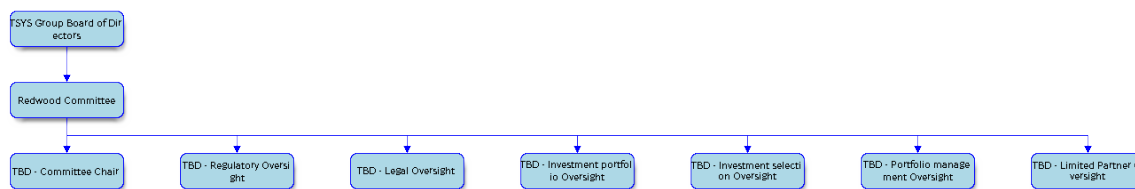
- NonProfit Committee



- HFNOC Committee



- Redwood Committee



You may find the respective charters of the committees later in this manual.

The Board may, from time to time, establish and maintain additional or different committees, as it deems necessary or appropriate.

8 Functions of the Board

The Board has a duty to oversee the affairs of the Group. In addition to its general oversight of management, the Board also performs a number of specific functions to include the following, which will be discharged either directly by the entire Board, management or through appropriate committees:

- Selecting, supporting, and evaluating the Chief Executive Officer of Group entities
- Overseeing succession planning of the Group entities
- Providing counsel and oversight on the selection, evaluation, development and compensation of senior management across the Group entities
- Reviewing, evaluating and, approving, the Group entities major strategies, long-term plans, annual operating plans and budgets
- Overseeing Group performance against broad financial/mission objectives
- Overseeing the Group's risk policies and procedures (including market, credit and operational risks), assessing major risks facing the Group and reviewing options for their mitigation
- Providing advice and counsel to the Chief Executive Officers and other senior management
- Overseeing the integrity of the Group's financial reporting process and the adequacy of accounting, IT, financial and internal controls
- Evaluating the overall effectiveness of the Board and its committees, as well as evaluating and recommending appropriate candidates for election as Directors

8.1 Board Interaction with Customers, Community Members, Press, Etc.

The Board believes that Management speaks for the Group. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Group, but it is expected that Board members would do this with the knowledge of management and, in most cases, only at the request of Management.

If someone from the press contacts you, politely decline their contact and ask them to utilize the contact channels provided on the Group entity websites.

8.2 Role of the Board and management

The roles of the Board and Management are related, but distinct.

Management proposes the Group's strategy and revises the strategy after the Board's input before presenting a final strategy for Board approval.

Management then implements the Group's strategy in the day-to-day operation of its business, reporting regularly to the Board or its Committees on significant events, issues and risks which may materially affect the Group's financial performance or the achievement of its strategic goals and mission objectives.

The Board is elected as specified in the Group entity governing documents to oversee the long-term health and the overall success of the Group mission.

In discharging that obligation, the Directors recognize that the long-term interests of the Group are advanced by thoughtfully and responsibly addressing the concerns of all stakeholders and interested parties including:

- employees
- members
- customers
- suppliers
- government officials
- the public at large

8.3 Terms and term limits

The Board does not believe that it is in the best interests of the Group to establish term limits for directors at this time. Additionally, such term limits may cause the Group to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Group's business and therefore can provide an increasingly significant contribution to the Board.

The Board does not have limits on the number of terms a director may serve.

The Executive, Governance and Nominating Committee is responsible for nominating directors for election or reelection.

The Board does not have any retirement or tenure policies that would limit the ability of a director to be nominated for reelection.

8.4 Size of Board

The size of the Board should facilitate substantive discussions of the whole Board in which each Director can participate meaningfully.

The component governing documents and applicable law permit the Board to change its size to not less than three Directors.

The Board will periodically review its size as appropriate and make recommendations to the Stakeholders for any needed changes.

8.5 Director Independence

All directors serving on the ForProfit committee must not be members of the entities the committee oversees.

A 2/3 majority of the Directors serving on the NonProfit committee must be Independent , non executive directors.

To the extent necessary for Redwood Springs Capital Partners and affiliated entities to satisfy Section 15(f) of the 1940 Act or any other applicable requirement, At least 2/3 of Directors on the Redwood Committee shall be persons who are not interested persons of the Group within the meaning of Section 2(a)(19) of the 1940 Act.

8.6 Director Access to Management and Advisors

All Directors are invited to contact the Chief Executive Officer of any Group entity at any time to discuss any aspect of the Group's business.

The Board expects that there will be frequent opportunities for Directors to meet with the Chief Executive Officer and other members of Management, either in Board and committee meetings, or in informal events organized by the Chief Executive Officer.

In connection with the performance of their responsibilities, the Board will seek appropriate access to members of senior management and should use sound judgment to be sure that contacts with Mmembers of Management are not distracting to the business operations of the Group.

9 Board Meetings

Regular meetings of the Board shall be held quarterly. Special meetings shall be held at other times as the Board may determine is appropriate.

The Chair of the Board is responsible for establishing the agenda for each Board meeting.

Each director is free to suggest items for inclusion on the agenda.

At least once a year, the Board reviews the Group's long-term plans and the principal issues that the Group will face in the future.

At least once a year, The Board reviews the Group entities Business Plans , budgets and strategies and quarterly reviews Group entity business plans and strategies and progress against them.

9.1 Meeting Schedule and Agenda

The Chair of the Board will establish a quarterly and annual schedule of Board meetings.

Special Board meetings may be called at any time.

The Chair of the Board will develop the agenda for each meeting. Any Director may place an item on the Board agenda at any time.

The Chair of each committee, in consultation with the committee members and the appropriate members of Management, will establish a schedule of monthly committee meetings. Special committee meetings may be called at any time in the manner set forth in the committee Charters.

The Chair of each committee, in consultation with the appropriate members of Management, will develop the agenda for each committee meeting. Any Director may place an item on the agenda of any committee at any time.

9.2 Private Sessions

Directors may meet in regularly scheduled private session (i.e., without stakeholders or members of management) to properly discharge their responsibilities, foster relationships among Directors or any other reason. The Chair of the Board will establish a schedule of these meetings.

The attendees at a private session may invite others (as appropriate) to participate in all or part of their meetings, including outside advisors or members of management. These private sessions may be called at the request of any Director, in addition to the regularly scheduled sessions.

Formal deliberations or decisions concerning the business and affairs of the Group shall occur only during regular or special meetings of the Board, with stakeholders present, and not at Private Sessions.

The independent directors also shall meet in a separate private session consisting solely of independent directors at least once a year.

10 Management Succession

Assuring that the Group components have the appropriate successor to their current Chief Executive Officer in the event of their death or disability is one of the Board's primary responsibilities.

The Group does not anticipate that the Chief Executive Officers of the Group entities will retire other than due to disability.

The Chief Executive Officer of the Group entities, reports annually to the Board on executive management succession planning and makes available, on a continuing basis, their recommendation on succession in the event they were disabled.

The Board shall regularly review succession planning across the Group and the strengths and weaknesses of certain individuals currently employed by the Group entities who could succeed the Chief Executive Officer of the Group entities in the event of their death or disability.

11 Annual Performance Evaluation

The Executive, Governance and Nominating Committee conducts an annual evaluation to determine whether the Board and its committees are functioning effectively and reports its conclusions to the Board, management and outside stakeholders. The report is public.

Each of the

- Audit Committee
- Executive, Governance, and Nominating Committee

separately conducts an annual self evaluation of its performance relative to the requirements of its Charter and reports its conclusions to the Board, management and outside stakeholders. The report is public.

The Board and committee performance is reviewed (at least) annually by the Group Entities management and stakeholders. The report is private.

12 Public Disclosure of Corporate Governance Policies

The Group posts on its website copies of the current adopted version of :

- this manual (which includes committee charters, Code of Business Conduct and Ethics)
- HFNOC Operating Agreement
- Redwood Operating Agreement (without capital table)
- For Profit Operating Agreement (without capital table)
- Non Profit Bylaws
- the Group's Annual Report
- Group Information Security Policy

on its governance website at <https://governance.turnsys.com>

13 Technology and Information Security

By definition a Director has access to information that could cause serious problems if it were to leave the Group. Therefore, Directors must follow Group Information Security policies.

It is the Board's responsibility to oversee the protection of Group intellectual property in its possession, including data, information and systems from theft, carelessness, misuse, unauthorized access and vulnerability to cyber attack.

Directors will obtain and maintain appropriate security procedures specified by Group management.

These include cryptographic certificates, two-factor authentication, passwords and any other items the Group management deems necessary.

The Group's systems and devices are Group property. As such and to the extent allowed by applicable law, Group Management reserves the right to monitor their use.

14 Director and officer liability insurance

The Group does not purchase directors and officers liability insurance for its directors or officers.

15 Gifts, entertainment & hospitality policy and avoiding conflicts of interest

15.1 Conflict Of Interest

A conflict of interest arises when personal interests or divided loyalties interfere with our ability to make sound, objective business decisions on behalf of the Group. To avoid potential conflicts or the perception of a conflict:

- Be truthful in all statements submitted to the Group
- Do not improperly use Group property, information or position for personal gain
- Refrain at all times from self-dealing, such as steering group business or opportunities to benefit you or your family members
- Use care in dealings between the Group and financial institutions. If you are involved in anyway in the relationship between the Group and a financial institution, you must be sure not to improperly benefit from that relationship because of your position on the Board. If you are unsure about a particular benefit being offered, you should refrain from accepting the benefit.
- Do not conduct non-Group business in such a manner as to mislead others into believing that you are representing the Group. You must be alert to any actual or potential conflicts of interest, or any situations that might be perceived to be a conflict, and immediately disclose such conflicts to an appropriate representative in Management.

15.2 Gifts

Ensure gifts, entertainment and hospitality are appropriate Bona fide business gifts and entertainment can be appropriate and instrumental in cementing good relationships with our business partners.

Never allow gifts and hospitality to place you or the Group in a situation where your objective judgment or compliance with the law might be questioned.

Do not provide or accept gifts or hospitality unless they have a business purpose and are clearly appropriate in the context of a reasonable business relationship.

15.3 Never solicit gifts or hospitality

Refuse or return any gift, even a minor one, which appears to be given for the purpose of or with an expectation of reward or influence.

Be particularly aware of the cultural significance of particular gifts in many locations in which the Group does business.

Clearly document all Group related expenses in accordance with relevant policies and procedures.

Before giving or receiving a gift or incurring an entertainment expense, be sure to consult any policies that may apply.

Remember, you are responsible for exercising sound judgment when incurring expenses, even if the expenses fall within defined policy limits.

16 Discussion of legal matters

Speaking about Group legal matters to others, even to family members or fellow Group associates, may jeopardize the attorney-client privilege that protects the confidentiality of such matters, possibly resulting in the loss of the Group's right to keep communications with its lawyers confidential from adversaries.

This is a very serious breach, and should be avoided under all circumstances.

Therefore, if a Group lawyer, whether employed by the Group or by an outside law firm, discusses any Group legal matters with you, you may not speak about or tell anyone what was discussed without prior approval of the lawyers who are handling the matter.

These restrictions do not prohibit you from reporting any honest concern you may have of a violation of law to an appropriate government entity, as long as you do not disclose information revealed to you by, in the presence of, or in communication with, a Group attorney, as such information is covered by the attorney-client privilege.

You must be truthful and accurate when dealing with government entities or officials.

Generally speaking, if you have information that may be relevant to a Group legal matter, you should not discuss the information with any one other than a lawyer, even if you do not consider the information confidential.

Aside from the privilege issues, repeating information to others can easily create confusion and turn otherwise, uninvolved people into witnesses.

17 Insider Trading Policy

17.1 Do not disclose or trade on inside information

Insider trading, defined as (i) buying or selling, or causing someone else to buy or sell, securities while in possession of material, non-public information relating to the Group whose securities are being traded, (ii) disclosing or "tipping" material, non-public information to others or recommending the purchase or sale of securities on the basis of such information, or (iii) assisting someone who is engaged in such activities, is prohibited.

Insider trading applies to trading in the securities of not just units of the TSYS Group, but of any company.

Criminal prosecutions for insider trading are commonplace and may result in fines and/or imprisonment.

Any Director or Officer who comes into possession of material, non-public information about the TSYS Group or another company must refrain from trading in that company's securities until the information has been adequately disseminated to the public.

If a Director or Officer has any doubt about whether or not certain information is non-public or material, he or she should refrain from trading, disclosing, or tipping the information.

17.2 Restrictions on your immediate family and household

Insider trading restrictions apply to your family members and others living in your household. You are expected to be responsible for the compliance of members of your immediate family or household.

18 Political Activities

Directors are welcome to engage as individuals in the political process in any way allowable by law, including but not limited to donating money to the candidates of their choice and volunteering on campaigns.

Directors may contact their elected representatives for any personal reason. It should always be clear to outside observers that these are personal actions and not actions taken on behalf of TSYS Group or its affiliates.

It should always be abundantly clear to outside observers that these are your personal actions and not actions taken on behalf of the Group. Never convey the impression that you speak for the TSYS Group or any of its components in any way when you engage in personal political activities.

Observe all laws governing gifts to government officials, which may include party officials, candidates for political office, as well as elected officials.

18.1 Contributing Group assets

Do not contribute, loan, donate, reimburse or otherwise provide any corporate money, services, products or facilities to any political party, candidate, or political committee, in any circumstance, ever.

Always keep in mind that "contribution" is defined broadly, and does not necessarily mean money. It may, under some circumstances, even include the use of Group email to solicit donations or support.

18.2 Lobbying

Do not engage in lobbying activities on behalf of the Group with respect to any governmental entity in the United States – federal, state or local.

Do not engage in lobbying activities on behalf of the Group with respect to any non-U.S. government.

TSYS Group conducts all political contributions and lobbying solely through a dedicated, independently supervised, heavily regulated, component. All other lobbying or contributions from TSYS Group are expressly forbidden.

18.3 Seeking public office

If you wish to seek or accept elected or appointed public office (including local council and government positions) while working at the TSYS Group or any of its companies, you must first seek the authorization of the TSYS Board.

19 Periodic Review of These Guidelines

These Guidelines will be reviewed annually by the Executive, Governance And Nominating Committee and may be amended by the Board from time to time.

20 Audit Committee Charter

20.1 Committee Membership:

The Audit Committee of TSYS Group (the “Group”) shall be comprised of at least three directors, each of whom the Board has determined has no material relationship with the Group and each of whom is otherwise “independent” under the rules of the New York Stock Exchange, Inc. and Rule 10A-3 under the Securities Exchange Act of 1934

The Board shall also determine that each member is “financially literate,” and that one member of the Audit Committee has “accounting or related financial management expertise,” as such qualifications are interpreted by the Board of Directors in its business judgment, and whether any member of the Audit Committee is an “audit committee financial expert,” as defined by the rules of Securities and Exchange Commission (the “SEC”).

If the Board has determined that a member of the Audit Committee is an audit committee financial expert, it may presume that such member has accounting or related financial management expertise.

No director may serve as a member of the Audit Committee if such director serves on the audit committees of two or more other entities.

Members shall be appointed by the Board and shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

20.2 Purpose

The purposes of the Audit Committee are to:

20.2.1 assist Board oversight

Ensuring:

- the integrity of the Group’s financial statements
- the Group’s compliance with legal and regulatory requirements
- the independent auditors’ qualifications and independence
- the performance of the independent auditors and the Group’s internal audit function
- assist in the preparation of the Group Annual Report

The function of the Committee is oversight of the various components of Auditing and Reporting.

Management of the Group component entities is responsible for the preparation, presentation and integrity of the Group’s financial statements.

Management is responsible for maintaining appropriate accounting and financial reporting policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations.

The independent auditors are responsible for planning and carrying out a proper audit of the Group’s consolidated annual financial statements, reviews of the Group’s consolidated quarterly financial statements and other procedures.

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not fulltime employees of the Group and are not, and do not represent themselves to be, performing the functions of auditors or Management.

As such, it is not the duty or responsibility of the Committee or its members to conduct “field work” or other types of auditing or accounting reviews or procedures or to set auditor independence standards.

The independent auditors shall submit to the Committee annually a formal written statement (the “Auditors’ Statement”) describing:

- the auditors’ internal quality-control procedures
- any material issues raised by the most recent internal quality-control review or peer review of the auditors
- any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditors and any steps taken to deal with any such issues
- all relationships between the independent auditors and the Group (in particular but not limited to any consulting agreements and accounting services)

20.3 Committee Duties and Responsibilities

To carry out its purposes, the Audit Committee shall have the following duties and responsibilities

20.3.1 with respect to the independent auditors

- to be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditors (including the resolution of disagreements between management and the independent auditors regarding financial reporting), who shall report directly to the Audit Committee
- to be directly responsible for the appointment, compensation, retention and oversight of the work of any public accounting firm used by the Group, and have the right to request that such firm shall report directly to the Audit Committee if the Committee deems it necessary
- to pre-approve, or to adopt appropriate procedures to pre-approve, all audit and non-audit services to be provided by the independent auditors and accounting firms
- to ensure that the independent auditors prepare and deliver annually an Auditors’ Statement (it being understood that the independent auditors are responsible for the accuracy and completeness of this Statement), and to discuss with the independent auditors any relationships or services disclosed in this Statement that may impact the quality of audit services or the objectivity and independence of the Group’s independent auditors
- to obtain from the independent auditors in connection with any audit a timely report relating to the Group’s annual audited financial statements describing all critical accounting policies and practices used, all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors, and any material written communications between the independent auditors and management, such as any “management” letter or schedule of unadjusted differences
- to take into account the opinions of management and the Group’s director of internal audit in assessing the independent auditors’ qualifications, performance and independence with respect to the internal audit function
- to review the appointment and replacement of the Group’s director of internal audit

- to advise the director of internal audit that he or she is expected to provide to the Audit Committee summaries of and, as appropriate, the significant reports resulting from audits performed by internal audit and management’s responses thereto
- to annually approve the Internal Audit plan and charter with respect to financial reporting principles and policies and internal controls and procedures
- to advise management, the director of internal audit and the independent auditors that they are expected to provide to the Audit Committee a timely analysis of significant financial reporting issues and practices
- to consider any reports or communications (and management’s and/or internal audit’s responses thereto) submitted to the Audit Committee by the independent auditors required by or referred to in PCAOB Auditing Standard No. 16, as it may be modified or supplemented, including reports and communication related to:
 - deficiencies noted in the audit in the design or operation of internal controls
 - consideration of fraud in a financial statement audit
 - detection of illegal acts
 - the independent auditors’ responsibility under generally accepted auditing standards
 - any restriction on audit scope
 - significant accounting policies
 - significant issues discussed with the national office respecting auditing or accounting issues presented by the engagement
 - management judgments and accounting estimates
 - any accounting adjustments arising from the audit that were noted or proposed by the auditors but were passed (as immaterial or otherwise)
 - disagreements with management
 - consultation by management with other accountants
 - difficulties encountered with management in performing the audit
 - the independent auditors’ judgments about the quality of the entity’s accounting principles
 - reviews of interim financial information conducted by the independent auditors
 - going concern uncertainties
 - departures from the standard auditor’s report
 - overview of the audit strategy, timing of the audit, and significant risks
 - the responsibilities, budget and staffing of the Group’s internal audit function
- to meet with management, the independent auditors and, if appropriate, the director of internal audit:
 - discuss the scope of the annual audit
 - discuss the annual audited financial statements and quarterly financial statements, including the Group’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations”; discuss any significant matters arising from any audit, including any audit problems or difficulties, whether raised by management, director of internal audit or the independent auditors, relating to the Group’s financial statements
 - to discuss any difficulties the independent auditors encountered in the course of the audit, including any restrictions on their activities or access to requested information and any significant disagreements with management
 - to discuss any “management” or “internal control” letter issued, or proposed to be issued, by the independent auditors to the Group
 - to review the form of opinion the independent auditors propose to render to the Board of Directors and stakeholders;
- to discuss, as appropriate:
 - any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Group’s selection or application of accounting principles

- any major issues as to the adequacy of the Group’s internal controls and any special audit steps adopted in light of material control deficiencies;
 - analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements
 - the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Group;
- to inquire of the Group’s Chief Executive Officers and Chief Financial Officers as to the existence of any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Group’s ability to record, process, summarize and report financial information and any fraud, whether or not material, that involves management or other employees who have a significant role in the Group’s internal control over financial reporting
 - to discuss guidelines and policies governing the process by which senior management of the Group and the relevant sections of the Group assess and manage the Group’s exposure to risk, and to discuss the Group’s major financial risk exposures and the steps management has taken to monitor and control such exposures
 - to obtain from the independent auditors assurance that the audit was conducted in a manner consistent with Section 10A of the Securities Exchange Act of 1934, as amended, which sets forth certain procedures to be followed in any audit of financial statements required under the Securities Exchange Act of 1934
 - to discuss with senior management of the Group any significant legal, compliance or regulatory matters that may have a material effect on the financial statements or the Group’s business, financial statements or compliance policies, including material notices to or inquiries received from governmental agencies
 - to discuss the type and presentation of information to be included in financial releases and disclosures
 - to establish procedures for the receipt, retention and treatment of complaints received by the Group regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by Group employees of concerns regarding questionable accounting or auditing matters
 - to review and discuss any reports concerning material violations submitted to it by Group attorneys or outside counsel pursuant to the SEC attorney professional responsibility rules (17 C.F.R. Part 205), or otherwise
 - to establish hiring policies for employees or former employees of the independent auditors
 - to review and approve all related-party transactions that are required to be disclosed under Item 404(a) of Regulation S-K.

20.3.2 with respect to reporting and recommendations

- to prepare any report or other disclosures, including any recommendation of the Audit Committee, required by the rules of the SEC to be included in the Group’s annual report;
- to prepare and issue the evaluation required under “Performance Evaluation” below
- to report its activities to the full Board of Directors on a regular basis and to make such recommendations with respect to the above and other matters as the Audit Committee may deem necessary or appropriate.

20.3.3 Committee Structure and Operations

The Audit Committee shall designate one member of the Committee as its chairperson. The Audit Committee shall meet once every quarter, or more frequently if circumstances dictate, to discuss with management the annual audited financial statements and quarterly financial statements, as applicable.

The Audit Committee should meet separately periodically with management, the director of internal audit and the independent auditors to discuss any matters that the Audit Committee or any of these persons or firms believe should be discussed privately.

The Audit Committee may request any officer or employee of the Group or the Group's outside counsel or independent auditors to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

Members of the Audit Committee may participate in a meeting of the Audit Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

20.4 Performance Evaluation

The Audit Committee shall prepare and review with the Board an annual performance evaluation of the Audit Committee, which evaluation shall compare the performance of the Audit Committee with the requirements of this charter.

The performance evaluation shall also recommend to the Board any improvements to the Audit Committee's charter deemed necessary or desirable by the Audit Committee. The performance evaluation by the Audit Committee shall be conducted in such manner as the Audit Committee deems appropriate.

The report to the Board may take the form of an oral report by the chairperson of the Audit Committee or any other member of the Audit Committee designated by the Audit Committee to make this report.

20.5 Resources and Authority of the Audit Committee

The Audit Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special or independent counsel, accountants or other experts and advisors, as it deems necessary or appropriate, without seeking approval of the Board or management.

The Group shall provide for appropriate funding, as determined by the Audit Committee, in its capacity as a committee of the Board, for payment of:

- Compensation to the independent auditors and any other public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company
- Compensation of any advisers employed by the Audit Committee
- Ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

21 Executive, Governance and Nominating Committee Charter

21.1 Role

The role of the Executive, Governance and Nominating Committee (the "Committee") of TSYS Group is to assist the Board of Directors (the "Board") of the Group by:

- Recommending to the Board corporate governance guidelines applicable to the Group
- Identifying, reviewing, and evaluating individuals qualified to become members of the Board
- Reviewing and recommending the nomination of Board members

- Assisting the Board with other related tasks, as assigned from time to time

21.2 Requirements

Committee members shall be generally acquainted with corporate governance and have experience in one or more of the areas of the Committee's responsibilities.

21.3 Membership

The Committee shall consist of :

- BoD Co Chair (who will be the chair of the Committee)
- Each of the BoD Permanent Committee Chairs (ForProfit, NonProfit, HFNOC, Redwood)

each of whom is to be free of any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment. Committee members shall meet the independence requirements of the New York Stock Exchange, as well as all applicable laws and regulations.

21.4 Meetings

The Committee shall meet at least once a quarter at the call of the Chair. Additional meetings may occur as any members of the Committee requests or its Chair deems advisable.

21.5 Rules

The Committee shall be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

21.6 Authorization

The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with:

- (a) any provision of this Charter
- (b) any provision of the Bylaws or Operating Agreements of the TSYS Group entities
- (c) the laws of the state of Texas

21.7 Privileged Communications

Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Group and the Committee will take all necessary steps to preserve the privileged nature of those communications.

21.8 Reporting

The Committee shall report to the Board at its meeting following the annual meeting of Group stakeholders and at least one other time per year.

21.9 Duties and Responsibilities

The Governance, Compensation and Nominating Committee shall have the following duties and responsibilities, in addition to any others that may be assigned by the Board from time to time:

21.9.1 Annual Board performance and effectiveness review

Annually evaluate and report to the Board on the performance and effectiveness of the Board to assist the directors in fulfilling their responsibilities in a manner that serves the interests of the Group's stakeholders.

21.9.2 Board Member Recruitment

- Assist in identifying, interviewing and recruiting candidates for the Board
- Before recommending an incumbent, replacement, or additional director, review his or her qualifications, including capability, availability to serve, independence, conflicts of interest, and other relevant factors
- (at least) annually consider any recommendation made by a Group stakeholder for an individual to serve as a replacement or additional director
- (at least) annually present to the Executive Committee a list of individuals recommended for nomination for election to the Board at the annual meeting of stakeholders

21.9.3 Maintenance of corporate governance guidelines

- Review corporate governance guidelines at least annually and provide any appropriate recommendations to the Board.
- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Group.

21.10 Performance Review

Submit to an annual review of its own performance by the Board.

21.11 Ongoing charter maintenance

Review and make recommendations about changes to the charter of the Executive, Governance, and Nominating Committee as required in the Committee's opinion.

22 Non Profit Committee Charter

22.1 Non Profit Committee Responsibilities

22.1.1 Organization Related

The Non Profit TSYS Group Entities:

- Americans For A Better Network INC
- Side Door Group INC
- Side Door PAC INC

are managed by the Non Profit Committee.

22.1.2 Primary duties of the Committee:

1. To determine, create, and review the Entities mission and purpose. The Committee ensures that the Entities current mission statement correctly expresses the Entities goals, its means, and the individuals the Entity primarily serves.
2. Hire, supervise and evaluate the Executive Director.
3. Ensure that the Executive Director has the support needed to further the mission of the organization.
4. Participate in organizational planning, assist the Executive Director in implementing and monitoring the plan.
5. Provide financial oversight including approving the annual budget and ensuring that proper financial controls are in place.
6. Ensure that the organization is complying with legal and ethical standards.
7. Board members should be able to articulate Entities mission, accomplishments, and vision to the public.
8. Recruit new Board members and assess overall Board performance.
9. Board members should strive to garner support (financial and otherwise) from the community.
10. Determine, monitor, and strengthen Entities programs and services.

22.2 Committee Role in the Operations of Non Profit entities

1. Refrain from making special requests of the staff.
2. Suggest nominees to the Committee who can make significant contributions to the work of the Committee and the Entities.
3. Actively participate in functions and special events, as well as, educate others about the Entities.
4. Be informed about Entity mission, services, policies, events, and keep up-to-date on developments in the area of internet access equality.
5. Maintain strict adherence to TSYS Group conflict of interest and confidentiality policies.

22.3 Meetings

The Committee meets approximately 10 times each year. The President of the Committee may call special meetings as needed.

The Committee annual meeting is held every September.

The Committee meets every month on the first Tuesday from 7:30 to 9:30 p.m CST

Meetings may be attended remotely through electronic means.

The presence of fifty percent (50%) of the directors at any meeting constitutes a quorum.

22.4 Term of Office

Board members are elected to a two-year term of office. The term is without compensation. The Board is made up of 3 to 15 members. Terms begin in November at our annual meeting and expire at the conclusion of the second annual meeting following their election.

A director can only serve for three consecutive terms. Following completion of a director's term, he or she is eligible for re-election after a one year waiting period.

22.5 Orientation

Generally, following appointment of new member to the Committee, an orientation will be conducted. All members of the Committee are expected to participate.

22.6 Committee Attendance Policy

The Committee attendance policy helps to ensure full contribution of all Committee members.

The Committee meets at least ten (10) times a year. A Committee attendance problem occurs if:

1. A Committee member has two (2) unexcused absences in a row meaning the member did not communicate ahead of time to indicate they would be unable to attend.
2. A Committee member has three (3) excused absences in a row.

If a Committee attendance problem develops, the Committee President will promptly contact the Director to discuss the problem. The Director's response will be shared by the Committee President with the entire Committee at their next meeting. In that meeting, the Committee will decide what action should take place (if any) regarding future membership. The Committee may choose to initiate removal proceedings.

22.7 Officers of the Committee

The officers of the Committee serve one year terms in their respective offices. Any officer of the Committee may be removed by the two-thirds vote of the voting Directors whenever in its judgment the best interests of the Entities will be served.

22.7.1 President

1. Is a member of the Committee and serves as the chief volunteer of the Entities.
2. Presides at all meetings of the Committee after developing the agenda with the Entity Executive Directors.
3. Encourages the Committee role in strategic planning.
4. Appoints the chairpersons of sub committees, in consultation with the other Committee members.
5. Plays a leading role in fundraising activities.
6. Is a partner and liason with the Executive Director in achieving the mission of the Entities.
7. Reports to the full TSYS Group Board Of Directors on the committee's decisions and recommendations.

22.7.2 Vice President

1. Is a member of the Committee.
2. Performs responsibilities of the Committee President when the President is not available.
3. Works closely with the Committee President and the Group Entity staff to achieve the mission of the Entities.

22.7.3 Treasurer

1. Is a member of the Committee.
2. Assists the Executive Director with fiscal matters of the organization, including account signature and reimbursement authorization of the Executive Director.
3. Works closely with the Entity's Executive Director to assure financial accountability.
4. Ensures development and Committee review of financial policies and procedures.
5. Works with Entity's Executive Director in reviewing the annual budget and financial reports for the Committee.

22.7.4 Secretary

1. Is a member of the Committee.
2. Maintains records of the Committee and ensures effective management of the organization's records.
3. Manages minutes of the Committee meetings and ensures minutes are distributed to members shortly after each meeting.
4. Is familiar with legal documents (e.g. Articles of Incorporation, Bylaws, and IRS letters) to note applicability at meetings.

22.7.5 Sub Committees

The Committee can establish sub committees to assist them in conducting their business. Sub Committee meetings are held on an as needed basis. Times and dates are set by the sub committee chairperson. All members of the Committee are expected to serve on at least one sub committee.

22.7.6 Executive Sub Committee

The Executive Sub Committee oversees the operations of the Committee and often acts on behalf of the Committee during on-demand activities that occur between meetings and these acts are later presented for review by the full Committee . The Executive Sub Committee is also responsible for completing an annual performance evaluation for the Entity Executive Director and assists the Entity Executive Director with management and personnel matters.

The Executive Sub Committee is comprised of the officers of the Committee.

22.7.7 Fundraising Sub Committee

This sub committee ensures that funds are raised to enable the Entities to fulfill their mission. The members consider ways to finance the Entities beyond charitable solicitations, e.g. earned income, fees, contracts.

22.7.8 Finance Sub Committee

The Finance Sub Committee recommends policy regarding the Entity finances and assets and ensures adequate financial controls. The members assume responsibility for safeguarding any endowment or reserve funds.

22.7.9 Nominating Sub Committee

The Nominating Sub Committee members ensure the Committee has an effective process and structure in place to conduct business. They are responsible for planning the Committee retreat, sub committee development, ongoing training of Committee members and Committee evaluation.

This sub committee is responsible for recruiting, screening and orienting new Committee members.

22.7.10 Public Relations Sub Committee

This sub committee promotes awareness of the Entities in the community and works to ensure the Entities enjoys a good public image. Members are available to present to community organizations on the role of the Entities and the services they provide.

22.7.11 Ad Hoc

From time to time, an ad hoc sub committee may be formed to accomplish a specific goal and then ceases to exist. Examples of ad hoc committees might include:

- Capital Campaign
- Special Events
- Strategic Planning
- Facility

22.8 Roles and Responsibilities

Activity	Board	Executive Director
Develop long term goals (more than 1 year)	Approves	Recommends and provides input
Develop short-term goals	Monitors	Establishes and carries out
Day to day operation of the Center	No role	Makes all management decisions
Budget	Approves	Develops and recommends
Capital purchases over \$5,000	Approves	Prepares request
Approving expenses over \$5,000	Approves	Obtains estimates and prepares recommendation
Decisions on building renovations and expansion	Makes decisions, assumes responsibility	Makes recommendations
Authorize purchase of supplies	Approves budget	Purchases according to agency need
Minor repairs	Approves budget	Authorizes repairs up to \$5,000
Hiring of staff	No role	Hires staff
Hiring Executive Director	Responsible for the hiring of Executive Director	No role
Staff assignment and supervision	No role	Responsible for assigning work and supervising
Terminate staff	No role	Makes final termination decision
Staff grievances	Has a role in grievances process, but only as it pertains to disciplinary action	All other grievances stop at the Executive Director who is responsible for enforcing policies

Activity	Board	Executive Director
Staff salaries	Allocates line item for salaries in budget	Reviews and make recommendations at time of annual budget
Personnel policies	Approves	Recommends and administers
Staff evaluation	Evaluates Executive Director	Evaluates all other staff
Raising funds to support the Entities	Joint	Joint

22.9 Committee and Staff Relationships

The Executive Director is responsible for the hiring, termination and daily management and supervision of the Entity staff.

It is important for the Entity members to maintain appropriate roles and boundaries with staff and adhere to rules of confidentiality. For instance, if a staff person or volunteer approaches a Committee member with concerns or complaints about the Entities operation, the Committee member should refer the matter back to the Executive Director.

22.10 Committee Member as representative of Entity

Committee members should be well informed of the mission and goals of the Entities. Each member should strive to educate, inform, and recruit support for the programs in the community.

Bearing in mind, that there may be situations in which Committee members should direct questions posed to them to the Executive Director or President.

The situations may be when a Committee member is unsure of the answer or when:

- Media involvement in a well publicized case
- Inappropriate actions by staff or a Committee member
- Liability or lawsuits

It is important that when a Committee member has a question about a public statement, the Committee member first seek assistance from the organization.

22.11 Conflict of Interest

Any duality of interest or possible conflict of interest on part of any Committee member should be disclosed to other Committee members and made a matter of Committee action.

Committee members shall not benefit financially from their association with the TSYS Group.

Any Committee member having a duality of interest or possible conflict of interest on any matter should not vote or use his/her personal influence on the matter and he/she should not be counted in determining the quorum for the meeting.

The minutes of the meeting should reflect that a disclosure was made and that the Committee member abstained from voting.

Committee personal relationships should not be used to influence decisions regarding staff hiring, evaluation, the choice of vendors, or the provision of programs and services.

Committee members should not request staff members to support their political positions or assist in their campaign for public office.

Committee members are not allowed access to confidential organization records simply because of their position on the Committee and should not request staff to breach confidentiality.

23 ForProfit Committee Charter

As stated in the Operating Agreement of the Company electing oversight by this committee, any changes to this charter must be approved by unanimous written consent of all Members of all entities under this committee.

23.1 Purpose

The ForProfit Committee provides support, guidance and counsel to Management and oversight for the interests of all stakeholders in:

- RackRental
- Suborbital
- Axios Heart Studios

and other affiliated entities that may elect oversight by this committee

23.2 Director Elections

The Committee shall be elected (at least) yearly by the LLC Members by unanimous written consent. Directors who participate in the Committee shall be appointed solely by the Members and shall serve at the pleasure of the Members.

It has no minimum or maximum size, however it must have at all times, at least 1 Director to serve as the Committee Chair.

Directors may be removed at any time by at least 2/3 written consent of the Members, with or without cause, provided that such action doesn't reduce Committee membership to less than 1 person.

All persons serving on the Committee must be natural persons. All persons serving on the Committee must be independent Directors.

23.3 Oversight Delegated to Directors

The Company hereby delegate all oversight of the Company to the Committee which shall consist of such number of Directors as may be set from time to time by the Members.

23.4 Meetings

The Company Members by resolution may provide for an annual Committee meeting or other regularly scheduled meetings, which may be held without notice as and when scheduled in such resolutions.

Special meetings of the Committee may be called at any time by the Directors, the Committee Chair, the CEO or by any one (1) or more Officers or Members.

The Committee may participate in a meeting by means of conference telephone or similar communications equipment in which all persons participating in the meeting can hear each other, and participation in such a meeting pursuant to this Section shall constitute presence in person at such meeting.

23.5 Notice and waiver; quorum

Notice of any meeting of the Committee shall be given to each director personally or by e-mail , or telephone call addressed to such director at such director's last known e-mail address and/or phone number, at least two (2) days prior to the meeting.

The attendance of a director at any special meeting shall of itself constitute a waiver of notice of such meeting and of any and all objections to the place or time of the meeting, or to the manner in which it has been called or convened, except where a director states, at the beginning of the meeting, any such objection or objections to the transaction of business.

A majority of the Committee shall constitute a quorum at any directors' meeting.

23.6 No meeting necessary, when

Any action required by law or permitted to be taken at any meeting of the Committee may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by all the Committee members.

Such consent shall have the same force and effect as a unanimous vote of the Committee and shall be filed with the Company and recorded in the Records of the Company.

23.7 Voting

At all meetings of the Committee, each director shall have one vote and, except as otherwise provided herein or provided by law, all questions shall be determined by a majority vote of the directors present.

23.8 Committees

In the discretion of the Committee, the Committee from time to time may elect or appoint, from its own members, an Executive Sub Committee or such other sub committee or committees as the Committee may see fit to establish.

Each such sub committee shall consist of two or more directors, and each shall have and may exercise such authority and perform such functions as the Committee by resolution may prescribe within the limitations imposed by law.

23.9 Expense Reimbursement of Directors

Directors shall be entitled to receive such fees and expenses, if any, for attendance at each regular or special meeting of the Committee and any adjournments thereof as may be fixed from time to time by resolution of the Committee, and such fees and expenses shall be payable even though an adjournment be had because of the absence of a quorum.

Directors on either standing or special sub committees may be allowed such compensation as may be provided from time to time by resolution of the Committee for attending sub committee meetings.

23.10 Key Responsibilities of the Committee (Company Major Decisions)

23.10.1 Requirements of Major Decisions

- All Major Decisions concerning the business affairs of the Company shall be made by the Committee (and jointly with the Members as applicable in this Agreement).

- Major Decisions require a formal written request from the Members to the Committee
- Major Decisions require written approval from 2/3 or greater majority of the Committee

23.10.2 Categories of Major Decisions

- causing the Company to enter into any agreement which would subject the Company or its assets to any recourse liability for borrowings, or for capital contributions to any Person
- causing the Company to grant any interests in the assets, profit, and income of the Company
- causing a dissolution of the Company
- regarding the Company assets, any sale, transfer, exchange, mortgage, financing, hypothecation or encumbrance of all or any part thereof, or any modification of the terms of the foregoing
- regarding the Company financial affairs
- determination of major accounting policies including selection of accounting methods and making various decisions regarding treatment and allocation of transactions for federal and state income, franchise or other tax purposes (these should be cross posted to the Group Audit Committee)
- determination of the terms and conditions of all borrowings of the Company and the identity of the lender thereof or applicable Budget therefor
- regarding any Capital Contributions
- regarding the Company operations, approval of insurance coverages, the underwriters thereof and claims related thereto, the settlement of any litigation that is not fully covered by insurance involving more than \$1000.00, entering into any contract which obligates the Company for more than \$500.00 (except to the extent expressly set forth in an Annual Budget) or which cannot be cancelled without payment of a cancellation fee or other premium on not more than 30 days prior notice
- entering into any lease for office space
- filing of any petition or consenting to the filing of any petition that would subject the Company to a bankruptcy or similar proceeding
- any other action which, considered before the taking thereof, could reasonably be expected to have a material effect upon the business or affairs of the Company or is a breach of fiduciary duty.

24 High Flight Network Operating CoOp - Committe Charter

To be written soon

25 Redwood Springs Capital Partners - Committe Charter

To be written soon