

OPERATION MIGRATION INC

(the "Corporation")

BYLAW NO. 1

Pursuant to the Canada Not-for-profit Corporations Act (S.C.2009,c.23) and the continuance of the Corporation from the Canada Corporations Act (R.S.C. 1970, c. C-32) to the Canada Not-for-profit Corporations Act, this Bylaw No. 1, being a Bylaw relating generally to the conduct of the affairs of the Corporation, replaces all Bylaws of the Corporation under the Canada Corporations Act.

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BE IT ENACTED as a Bylaw of the Corporation as follows:

SECTION 1 – GENERAL

1.01 - Definitions

In this Bylaw and all other Bylaws of the Corporation, unless the context otherwise requires:

- a. "**ACT**" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "**ARTICLES**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "**BOARD**" means the Board of Directors of the Corporation and "**DIRECTOR**" means a member of the Board;
- d. "**BYLAW**" means this Bylaw and any other Bylaws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "**MEETING OF MEMBERS**" includes an Annual General Meeting of members or Special Meeting of members.
- f. "**MEMBER**" means a person who has met the conditions of membership as set out in Section 2 of this Bylaw.
- g. "**OFFICERS**" mean those individuals holding the office of Chair, Vice Chair, Secretary-Treasurer and the Chief Executive Officer of the Corporation as set out in Section 6 of this Bylaw.
- h. "**OM**" is an acronym for Operation Migration Inc.
- i. "**ORDINARY RESOLUTION**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- j. "**REGULATIONS**" means the regulations made under the Act, as amended, restated or in effect from time to time; and,
- k. "**SPECIAL RESOLUTION**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 – Interpretation

In the interpretation of this Bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these Bylaws.

1.03 - Corporate Seal

The Corporate Seal, an impression of which is stamped hereon, shall be the Corporate Seal of the Corporation. The Secretary-Treasurer/Treasurer of the Corporation or his designate shall be the custodian of the corporate seal.

1.04 - Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time, direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. Any signing Officer may certify a copy of any instrument, resolution, Bylaw, or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Corporation shall be determined by the Board.

1.06 - Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

1.07 - Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act, or a copy of the publication of the Corporation reproducing the information contained in the documents.

Instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves, free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

1.08 - Appointment of Public Accountant

At each Annual General Meeting the members shall appoint a public accountant to audit the accounts of the Corporation. The auditor shall hold office until the next Annual General Meeting, provided that the Board may fill any interim vacancy.

1.10 - Invalidity of any provision of this Bylaw

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

1.11 – Voting and Votes to Govern

Unless otherwise stipulated in the Act or this Bylaw, voting on all questions at all meetings of the Corporation shall be conducted by a show of hands or a verbal declaration of assent or dissent, and all questions shall be determined by a simple majority of votes. In all cases of an equality of votes the Chair of the meeting in addition to his original vote, shall cast a tie-breaking vote.

1.12 - Rules of Order

The latest edition of “Roberts Rules of Order, Newly Revised” shall govern the Corporation in all procedural matters not set out in the Act, this Bylaw, or contained in the rules, regulations or policies of the Corporation.

1.13 – Notices

1.13.1 – Receipt of Notices

All members are responsible for ensuring their address and/or other contact information is kept current in the records of the Corporation for the purpose of receiving notices and communications from the Corporation.

1.13.2 - Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members, or a meeting of the Board of Directors, pursuant to the Act, the Articles, the Bylaws or otherwise to a member, Director, Officer or Member of a committee of the Board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or, if delivered to such person's address as shown in the records of the Corporation or, in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors); or,
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or,
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

All notices or documents so sent shall be deemed to have been given when deposited in a post office or public mail box; when accepted by a courier service; at the time of electronic E-mail or facsimile transmission.

The Secretary-Treasurer or his designate may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary-Treasurer to be reliable. The declaration by the Secretary-Treasurer or his designate that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, typewritten or printed.

1.13.3 – Computation of Time

Unless otherwise stipulated in the Act or this Bylaw, when calculating time periods for any notice or communication required to be sent pursuant to this Bylaw, the number of days stipulated shall be calendar days and shall include the day on which notice is sent but exclude the day for which the purpose of such notice is given.

1.13.4 – Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board, or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the Bylaws, or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

1.13.5 – Waiver of Notice

Any Member may waive any notice required to be given pursuant to this Bylaw whether such waiver is given before or after the meeting or event for which the notice was required.

SECTION 2 - MEMBERSHIP

2.01 - Membership Conditions

Subject to the articles, there shall be one Class of members in the Corporation. Membership in the Corporation shall be available to persons interested in furthering the Corporation's Purpose(s) and who have applied for and been accepted into membership in the Corporation by a resolution of the Board.

2.02 – Membership Application, Term, and Fees

Applications for membership in the Corporation shall be on the form approved by the Board and be accompanied by a membership fee in an amount determined from time to time by the Board. The term of membership shall be for one year commencing on the date the application is approved.

Membership may be renewed provided an Application for Renewal is made on the form approved by the Board and is submitted with the appropriate fee and received by the Chief Executive Officer on or before the expiration of the membership still in force.

Members shall be notified in writing of the membership fees at any time payable by them, and, if any such membership fees are not paid within 15 days subsequent to the membership expiry date, the members in default shall automatically cease to be members of the Corporation.

2.03 – Membership Rights

Each member shall be entitled to receive notice of, attend, and vote at all meetings of the members of the Corporation.

2.04 – Membership Matters Requiring Special Resolution

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to the Bylaw of the corporation:

- a) if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l), or (m); or,
- b) to change the manner of giving notice to members entitled to vote at a meeting of members.
- c) To change the method of absentee voting by members as described in Section 3, subsection 3.05 of this Bylaw.

2.05 - Termination of Membership

A Membership in the Corporation is terminated when:

- a) the Member dies;
- b) a Member fails to uphold or maintain any condition for Membership described in subsections 2.01 and 2.02 above;
- c) the Member resigns by sending a written resignation to the Chief Executive Officer in which case such resignation shall be effective on the date the resignation is received, or on the date specified in the resignation whichever is the later;
- d) the Member is expelled in accordance with subsection 2.06 below, or is otherwise terminated in accordance with the Articles or Bylaws;
- e) the Member's term of membership expires; or,
- f) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of Membership, the rights of the Member automatically cease to exist.

2.06 – Removal from Membership

The Board shall have authority to expel any member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the articles, Bylaws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the Purpose(s) of the Corporation.

In the event that the Board determines that a member should be expelled from membership in the Corporation, the Board Chair, or such other person as may be designated by the Board or the Chief Executive Officer, shall provide twenty (20) days notice of suspension or expulsion to the member, and shall provide reasons for the proposed suspension or expulsion.

The member may make a written submission to the Chair of the Board, or such other person as may be designated by the Board, in response to the notice received within such twenty (20) day period.

In the event that no written submission is received by the Chair, the Chair, or such other person as may be designated by the Board or the Chief Executive Officer, may proceed to notify the member that the member is expelled from membership in the Corporation.

If a written submission is received in accordance with this Section, the Board will consider such submission in arriving at a final decision and shall notify the member concerning such final decision within a twenty (20) days from the date of receipt of the submission. The Board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 3- MEETINGS OF MEMBERS

3.01 – Place of Members’ Meetings

a) Meetings of Members may be held at such places outside Canada as specified in the Articles, or at such other place outside Canada if all the members entitled to vote at that meeting so agree. A member who attends a meeting of members held outside Canada is deemed to have agreed to it being held outside Canada except when the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

b) Meetings of Members may be held at such place in Canada as the Directors determine.

3.02 – Calling a Members’ Meeting

Meetings of Members may be called by Board, or, on the written request of not less than five percent (5%) of the Members of the Corporation.

3.03 – Annual General Meeting

The Annual General Meeting of Members of the Corporation shall be held within six (6) months of the end of the fiscal year.

3.04 – Notice of Members’ Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a) by mail, courier, or personal delivery during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

3.05 - Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the public accountant of the Corporation, and such other persons who are entitled or required under any provision of the Act, articles, or Bylaws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting, or by resolution of the Members.

3.06 – Absentee Voting at Members’ Meetings

Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing, in writing, a proxyholder, and one or more alternate proxyholders, all of whom shall be members of the Corporation, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it, subject to the requirements for proxies set out in the Act.

A member may carry a maximum of five (5) proxies which shall be in the form approved by the Board. In order to be valid, a proxy must be hand-signed and received by the Chief Executive Officer not less than ten (10) business days in advance of the date set for the meeting at which the proxy will be exercised.

Proxies may be submitted by regular mail, facsimile transmission, or electronically in portable document format (.pdf).

The Chief Executive Officer or his designate shall collect, validate, count, and report the number of valid and invalid proxies received to the Chair of the meeting at which the Proxies will be exercised,

Any notice to members of the time and place of a meeting of members shall contain a reminder of the right to appoint a proxy and include a Proxy form.

3.07 - Chair of the Meeting

The Chair of the Board, or in his absence, the Vice Chair, shall chair all meetings of members. In the event that the Chair and the Vice Chair are absent, the members who are present at the meeting shall choose one of their number to chair the meeting.

3.08 - Quorum

A quorum at any meeting of the members shall be five percent (5%) of the members entitled to vote at the meeting not taking into account those members who are on the Board of Directors, plus a majority of the Directors then serving on the Board. If a quorum is present at the opening of a meeting of members but the quorum is lost later in the meeting, no further business may be conducted and the Chair of the meeting shall declare the meeting adjourned.

SECTION 4 – DIRECTORS

4.01 – Board Composition

The Board shall consist of seven Members of the Corporation.

4.02 - Qualification

Director candidates shall be members of the Corporation at the time of their nomination and throughout their term of office. In order to be eligible for election or appointment, within seven (7) days of notification of their nomination or notice of being considered for appointment Director candidates shall submit their written consent to serve as a member of the Board to the Chief Executive Officer or his designate.

4.03 – Election and Term

Subject to the Articles, the Members shall elect the Directors at each annual meeting at which an election of Directors is required. The Directors shall be elected for a three (3) year term.

4.04 – Borrowing Powers

The Directors of the Corporation may, without authorization of the members;

- a) Borrow money on the credit of the corporation;
- b) Issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- c) Give a guarantee on behalf of the corporation to secure performance of an obligation of any person; and,
- d) Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

SECTION 5 – MEETINGS OF DIRECTORS

5.01 – Frequency of Meetings

The Board of Directors shall attempt to meet at least once during each fiscal quarter, or a minimum of four (4) times each year.

5.02 - Calling of Meetings

Meetings of the Board may be called at any time by the Chair of the Board, the Vice-Chair of the Board, or any two (2) Directors.

5.03 - Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than five (5) days before the time when the meeting is to be held. However, Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of, or have otherwise signified their consent to the holding of such meeting.

Notice of a recessed meeting is not required if the time and place of the recessed meeting is announced at the original meeting.

Unless the Bylaw otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

5.04 - Regular Meetings

The Board may designate a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular meeting except if subsection 136(3)(Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

5.05 – Election of Officers

Within 72 hours of the conclusion of each Annual General Meeting the Board shall convene a meeting of the Board of Directors for the purpose of electing a Chair, Vice Chair, and Secretary-Treasurer, who shall, in addition to the Chief Executive Officer, serve as Officers of the Corporation.

The election of Officers shall be decided by a simple majority of votes and shall be conducted in a manner determined by the Immediate Past Chair of the Board or his designate who shall preside as Chair of the meeting.

5.06 – Quorum

The majority of Directors in office, from time to time, shall constitute a quorum for all meetings of the Board.

5.07 - Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting in addition to his original vote shall have a second or tie-breaking vote.

SECTION 6 –OFFICERS

6.01 - Appointment

The Officers of the Corporation shall be the Chair, Vice Chair, Secretary/Treasurer and the Chief Executive Officer.

6.02 - Description of Offices

The Officers of the Corporation shall have the following duties and powers associated with their positions:

- a) **Chair of the Board** – The Chair of the Board shall be a Director, and when present shall preside at all meetings of the Board and of the members. The Chair shall have such other duties and powers as the Board may specify.
- b) **Vice Chair of the Board** – The Vice Chair of the Board shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice Chair shall, when present, preside at all meetings of the Board and the members. The Vice Chair shall have such other duties and powers as the Board may specify.
- c) **Secretary-Treasurer** – The Secretary-Treasurer shall be a Director. The Secretary-Treasurer or his designate shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at meetings of the Board, the members and committees of the Board. He shall keep, or cause to be kept, proper accounting records as required by the Act.

The Secretary-Treasurer or his designate shall deposit, or cause to be deposited, all monies received by the Corporation in the Corporation's bank account. Under the direction of the Board

He shall supervise the safekeeping of securities and the disbursement of the funds of the Corporation. He shall render to the Board when required, an account of all financial transactions and of the financial position of the Corporation. The Secretary-Treasurer shall perform such other duties as may from time to time be prescribed by the Board.

- d) **Chief Executive Officer** – The Chief Executive Officer of the Corporation shall be responsible for implementing the strategic plans, programs, and policies of the Corporation. The Chief Executive Officer shall, subject to the authority of the Board, have general management and supervision of the affairs of the Corporation.

The Board may from time to time, and subject to the Act, vary, add to, or limit the powers and duties of any Officer. In the event that any of the above Officers are not appointed, to the extent that such Officers have responsibilities pursuant to any other provisions of this Bylaw, the Board may assign those responsibilities to another Officer or employee of the Corporation.

6.03 - Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- a) the Officer's successor being appointed;
- b) the Officer's resignation;
- c) such Officer ceasing to be a Director; or,
- d) such Officer's death.

If the office of any Officer of the Corporation shall be or becomes vacant, the Directors may, by resolution, appoint a qualified person to fill such vacancy.

SECTION 7 – COMMITTEES

7.01 - Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit, or terminate any committee or other advisory body, as it deems necessary or appropriate.

The size composition, structure and selection process for members of any such committee shall be established by the Board. Any such committee shall operate within the rules and directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

SECTION 10 – INDEMNITIES TO DIRECTORS AND OTHERS

10.01 Indemnification

Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, if such individual:

- a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and,
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful.

The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

SECTION 11 – BYLAWS AND EFFECTIVE DATE

11.01 Amendment of the Bylaw

The Board may by ordinary resolution make, amend or repeal any Bylaws that regulate the activities or affairs of the corporation provided Directors are given five (5) days advance notice of any proposal to do so, and further provided that such Bylaw or any amendment or repeal shall not take effect until confirmed by an ordinary resolution of the Members.

This Section does not apply to a Bylaw that requires a special resolution of the Members according to sub-Section 197(1) (Fundamental Changes) of the Act, that is, any amendment referred to in Section 2.04 of this Bylaw.

A copy of any proposed new Bylaw or an amendment of a Bylaw shall be given to all Members at the time the Notice of Meeting at which a new Bylaw or such an amendment is to be considered is sent.

CERTIFIED to be Bylaw No. 1 of the Corporation, passed by the Board of the Corporation by resolution on the 24th day of June , 2013, and confirmed by the Members of the Corporation by special resolution on the 24th day of June , 2013, and to be effective on the date that the Corporation continues under the *Canada Not-for-profit Corporations Act*.

DATED as of the 24th day of June , 2013.



Emory Dale Richter, Chair



Joseph Duff, Chief Executive Officer

As amended at a Special Meeting of Members April 16, 2014

BE IT ENACTED as a Bylaw of the Corporation as follows:

SECTION 1 – GENERAL

1.01 - Definitions

In this Bylaw and all other Bylaws of the Corporation, unless the context otherwise requires:

- l. **“ACT”** means Section 402 of the Not-for-Profit Corporation Law, and any subsequent or equivalent legislation and/or other amendments.
- m. **“ARTICLES”** mean the original, re-stated, or amendments to the Certificate of Incorporation.
- n. **“BOARD”** means the Board of Directors of the Corporation, and **“DIRECTOR”** means a member of the Board;
- o. **“BYLAW”** means this Bylaw and any other Bylaws of the Corporation as amended and which are, from time to time, in force and effect;
- p. **“MEETING OF MEMBERS”** includes an Annual General Meeting of Members or Special Meeting of Members;
- q. **“MEMBER”** means an individual who has met the conditions of membership as set out in Section 2 of this Bylaw;
- r. **“OFFICERS”** mean those individuals holding the office of Chair, Vice Chair, Secretary-Treasurer and the Chief Executive Officer of the Corporation as set out in Section 6.6.01 of this Bylaw;
- s. **“OMU”** is an acronym for Operation Migration-USA Inc;
- t. **“ORDINARY RESOLUTION”** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- u. **“POLICY”** means the policy/policies approved by the Board of Directors, as amended, restated, or are in effect from time to time; and,
- v. **“SPECIAL RESOLUTION”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 - Interpretation

In the interpretation of this Bylaw words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in 1.01 above, words and expressions as defined in Section 1.1.02 of the Bylaw of Operation Migration Inc shall have the same meaning when used in these Bylaws.

1.03 - Corporate Seal

Where a Corporate Seal of the Corporation exists, an impression of same shall be stamped hereon. The Secretary-Treasurer/Treasurer of the Corporation or his designate shall be the custodian of the corporate seal.

1.04 - Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time, direct the manner in which, and the person or persons by whom a particular document or type of document shall be executed.

1.04 - cont'd

Any person authorized to sign any document may affix the corporate seal to the document. Any signing Officer may certify a copy of any instrument, resolution, Bylaw, or other document of the Corporation to be a true copy thereof.

1.05 - Financial Year End

The financial year end of the Corporation shall be determined by the Board.

1.06 - Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in the United States or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

1.07 - Annual Financial Statements

The Corporation shall send to the Members a copy of the annual financial statements and such other documents as the Directors may direct, or, a copy of the publication of the Corporation reproducing the information contained in the documents.

Instead of sending copies of the annual financial statements and/or other documents to the Members, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves, free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

1.08 - Appointment of Public Accountant

At each Annual General Meeting the Members shall appoint a public accountant to audit the accounts of the Corporation. The auditor shall hold office until the next Annual General Meeting, provided that the Board may fill any interim vacancy.

1.10 - Invalidity of any provision of this Bylaw

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

1.11 - Voting and Votes to Govern

Unless otherwise stipulated in this Bylaw, voting on all questions at all meetings of the Corporation shall be conducted by a show of hands or, a verbal declaration of assent or dissent, and all questions shall be determined by a simple majority of votes. In all cases of an equality of votes the Chair of the meeting in addition to his original vote, shall cast a tie-breaking vote.

1.12 - Rules of Order

The latest edition of "Roberts Rules of Order, Newly Revised" shall govern the Corporation in all procedural matters not set out in this Bylaw or contained in the rules, regulations or policies of the Corporation.

1.13 - Notices

1.13.1 - Receipt of Notices

All Members are responsible for ensuring their address and/or other contact information is kept current in the records of the Corporation for the purpose of receiving notices and communications from the Corporation.

1.13.2 - Method of Giving Notices

Any notice, communication or document to be given (which term includes sent, delivered or served) pursuant to the Bylaw, other than notice of a meeting of Members, or a meeting of the Board of Directors, or otherwise to a Member, Director, Officer or Member of a committee of the Board or to the public accountant shall be sufficiently given if:

1.13.2 - cont'd

- e) delivered personally to the person to whom it is to be given or, if delivered to such person's address as shown in the records of the Corporation or, in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation; or,
- f) mailed to such person at such person's recorded address by prepaid ordinary or air mail; or,
- g) sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or,
- h) provided in the form of an electronic document at such person's recorded address for that purpose.

All notices or documents so sent shall be deemed to have been given when deposited in a post office or public mail box; when accepted by a courier service; at the time of electronic E-mail or facsimile transmission.

The Secretary-Treasurer or his designate may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or Member of a committee of the Board in accordance with any information believed by the Secretary-Treasurer to be reliable. The declaration by the Secretary-Treasurer or his designate that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, typewritten or printed.

1.13.3 - Computation of Time

Unless otherwise stipulated in the Act or this Bylaw, when calculating time periods for any notice or communication required to be sent pursuant to this Bylaw, the number of days stipulated shall be calendar days and shall include the day on which notice is sent but exclude the day for which the purpose of such notice is given.

1.13.4 - Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, Member of a committee of the Board, or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the Bylaws, or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

1.13.5 - Waiver of Notice

Any Member may waive any notice required to be given pursuant to this Bylaw whether such waiver is given before or after the meeting or event for which the notice was required.

SECTION 2 - MEMBERSHIP

2.01 - Membership Generally

Subject to the Articles, there shall be one Class of members in the Corporation.

2.02 - Conditions and Term of Membership

Membership in the Corporation shall be open to individuals aligned with and interested in furthering the Corporation's Purpose(s), provided applicants:

- a) are at least 18 years of age;
- b) endorse the Purpose/Objects of the Corporation and its stated Activities in support of the achievement of its Purpose/Objects;
- c) agree to abide by the Bylaw and Policies of the Corporation, and all pertinent government legislation and/or regulations that may be in force from time to time;

2.02 – cont'd

- d) make application on the Board approved Membership Application Form;
- e) submit the Annual Membership Fee in the amount determined from time to time by the Board at the time of application; and,
- f) are accepted for Membership by a resolution of the Board of Directors.

The term of membership shall be for one year less a day commencing on the date the application is approved by a resolution of the Board.

Members shall be notified in writing of the membership fees at any time payable by them, and, if any such Membership fees are not paid within fifteen (15) days subsequent to the Members' membership expiry date, the Members in default shall automatically cease to be Members of the Corporation.

2.03 - Membership Rights

Each Member shall be entitled to receive notice of, attend, and vote at all meetings of the Members of the Corporation.

2.04 - Membership Matters Requiring Special Resolution

A special resolution of the Members is required to make an amendment to the Bylaw of the corporation if those amendments:

- d) affect Membership rights;
- e) are a change to the manner of giving notice to Members entitled to vote at a meeting of Members; or,
- f) are a change to the method of absentee voting by Members as described in Section 3.3.05 of this Bylaw.

2.05 - Termination of Membership

A Membership in the Corporation is terminated when:

- g) the Member dies;
- h) a Member fails to uphold or maintain any condition for Membership described in Policy and in sub-section 2.02 of this Bylaw;
- i) the Member resigns by sending a written resignation to the Chief Executive Officer in which case such resignation shall be effective on the date the resignation is received or, on the date specified in the resignation whichever is the later;
- j) the Member is expelled in accordance with sub-section 2.06 below or is otherwise terminated in accordance with the Articles, Bylaw, or Policy;
- k) the Member's term of Membership expires; or,
- l) the Corporation is liquidated or dissolved.

The rights of a Member automatically cease to exist upon any termination of Membership.

2.06 - Removal from Membership

The Board shall have authority to expel any Member from the Corporation for any one or more of the following grounds:

- d) for violating any provision of the Articles, Bylaws, or written Policies of the Corporation;
- e) for carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- f) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the Purpose(s) of the Corporation.

In the event that the Board determines that a Member should be expelled from Membership in the Corporation, the Board Chair, or such other person as the Board may designate, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion.

The Member may make a written submission to the Board Chair, or such other person as the Board may designate, in response to the notice of suspension or expulsion within such twenty (20) day period.

2.06 - cont'd

If a written submission is received in accordance with this Section, the Board will consider such submission in arriving at a final decision and shall notify the Member concerning such final decision within a twenty (20) days from the date of receipt of the submission. The Board's decision shall be final and binding on the Member, without any further right of appeal.

In the event that no written submission is received in accordance with this Section, the Chief Executive Officer shall notify the Member that the Member is expelled from Membership in the Corporation.

SECTION 3- MEETINGS OF MEMBERS

3.01 - Place of Members' Meetings

- a) Meetings of Members shall be held on such date and at such time as the Directors determine.
- b) Meetings of Members may be held at such place in North America as the Directors determine.

3.02 - Calling a Members' Meeting

Meetings of Members may be called by a resolution of the Board, or, on the written request of not less than five percent (5%) of the Members of the Corporation.

3.03 - Annual General Meeting

The Annual General Meeting of Members of the Corporation shall be held within six (6) months of the end of the fiscal year.

3.04 - Notice of Members' Meeting

Notice of the date, time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- c) by mail, courier, or personal delivery during a period of 21 to 60 days before the day on which the meeting is to be held; or,
- d) by telephonic, electronic or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held.

3.05 - Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the public accountant of the Corporation, and such other persons who are entitled or required under the Bylaws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting, or by a resolution of the Members.

3.06 - Absentee Voting at Members' Meetings

A Member entitled to vote at a meeting of Members may vote by proxy by appointing, in writing, a proxyholder, and one or more alternate proxyholders, all of whom shall also be Members of the Corporation, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it.

A Member may carry a maximum of five (5) proxies which shall be on the Form approved by the Board. In order to be valid, a proxy must be hand-signed and received by the Chief Executive Officer not less than ten (10) business days in advance of the date set for the meeting at which the proxy will be exercised.

Proxies may be submitted by regular mail, facsimile transmission, or electronically in portable document format (.pdf).

The Chief Executive Officer or his designate shall collect, validate, count, and report the number of valid and invalid proxies received to the Chair of the meeting at which the Proxies will be exercised.

Any notice to Members of the time and place of a meeting of Members shall contain a reminder of the right to appoint a proxy and include a Proxy form.

3.07 - Chair of the Meeting

The Chair of the Board, or in his absence the Vice Chair, shall chair all meetings of Members. In the event that the Chair and the Vice Chair are absent, the Members present at the meeting shall choose one of their number to chair the meeting.

3.08 - Quorum

A quorum at any meeting of Members shall be five percent (5%) of the Members entitled to vote at the meeting, not taking into account those Members who are on the Board of Directors, plus a majority of the Directors then serving on the Board. If a quorum is present at the opening of a meeting of Members but the quorum is lost later in the meeting, no further business may be conducted and the Chair of the meeting shall declare the meeting adjourned.

SECTION 4 – DIRECTORS

4.01 - Board Composition

The Board shall consist of seven Members of the Corporation.

4.02 – Qualification of Directors

Individuals wishing to serve as a Director shall be Members of the Corporation at the time of their nomination and throughout their term of office. In order to be eligible for election or appointment, Director candidates shall, within seven (7) days of notification of their nomination or notice of being considered for appointment, submit their written consent to serve as a Director of the Board to the Chief Executive Officer or his designate.

4.03 - Election and Term

Subject to the Articles, the Members shall elect the Directors at each annual meeting at which an election of Directors is required. Directors shall be elected for a three (3) year term.

4.04 - Borrowing Powers

The Directors of the Corporation may, without authorization of the Members;

- e) borrow money on the credit of the corporation;
- f) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- g) give a guarantee on behalf of the corporation to secure performance of an obligation of any person; and,
- h) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

SECTION 5 – MEETINGS OF DIRECTORS

5.01 - Frequency of Meetings

The Board of Directors shall meet at least once during each fiscal quarter, or a minimum of four (4) times each year.

5.02 - Calling of Meetings

Meetings of the Board may be called at any time by the Chair or the Vice-Chair of the Board, or any two (2) Directors.

5.03 - Notice of Meeting

Notice of the time and place for holding a meeting of the Board shall be given to every Director not less than five (5) days before the time when the meeting is to be held. However, notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting or, if those absent have waived notice, or have otherwise signified their consent to the holding of such meeting.

Notice of a recessed meeting is not required if the time and place of the recessed meeting is announced at the original meeting.

Unless the Bylaw otherwise provides, no notice of a meeting of the Board need specify the purpose or the business to be transacted at the meeting except where an amendment to the Bylaw is to be considered.

5.04 - Regular Meetings

The Board may designate a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, and no other notice shall be required for any such regular meeting except as required in subsection 5.03 of the Bylaw.

5.05 - Election of Officers

Within 72 hours of the conclusion of each Annual General Meeting the Board shall convene a meeting of the Board of Directors for the purpose of electing a Chair, Vice Chair, and Secretary-Treasurer, who shall, in addition to the Chief Executive Officer, serve as Officers of the Corporation.

The election of Officers shall be decided by a simple majority of votes and shall be conducted in a manner determined by the Immediate Past Chair of the Board or his designate who shall preside as Chair of the meeting.

5.06 - Quorum

The majority of the Directors in office, from time to time, shall constitute a quorum for all meetings of the Board.

5.07 - Votes to Govern

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting, in addition to his original vote, shall have a second or tie-breaking vote.

SECTION 6 –OFFICERS

6.01 - Appointment

The Officers of the Corporation shall be the Chair, Vice Chair, Secretary/Treasurer and the Chief Executive Officer.

6.02 - Description of Offices

The Officers of the Corporation shall have the following duties and powers associated with their positions:

- e) **Chair of the Board** – The Chair shall be a Director, and when present shall preside at all meetings of the Board and of the Members. The Chair shall have such other duties and powers as the Board may specify.
- f) **Vice Chair of the Board** – The Vice Chair shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice Chair when present shall preside at all meetings of the Board and the Members. The Vice Chair shall have such other duties and powers as the Board may specify.

6.02 - cont'd

- g) **Secretary-Treasurer** – The Secretary-Treasurer shall be a Director. The Secretary-Treasurer or his designate shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at meetings of the Board, the Members, and committees of the Board. He shall keep, or cause to be kept, proper accounting records as required by the Act or other regulation.

The Secretary-Treasurer or his designate shall deposit, or cause to be deposited, all monies received by the Corporation in the Corporation's bank account(s). Under the direction of the Board he shall supervise the safekeeping of securities and the disbursement of the funds of the Corporation. He shall render to the Board when required, an account of all financial transactions and of the financial position of the Corporation. The Secretary-Treasurer shall perform such other duties as may from time to time be prescribed by the Board.

- h) **Chief Executive Officer** – The Chief Executive Officer of the Corporation shall be responsible for the implementation of strategic plans, programs, and the policies of the Corporation. The Chief Executive Officer shall, subject to the authority of the Board, have general management and supervision of the affairs of the Corporation.

The Board may from time to time, and subject to the Act, vary, add to, or limit the powers and duties of any Officer. In the event that any of the above Officers are not appointed, to the extent that such Officers have responsibilities pursuant to any other provisions of this Bylaw, the Board may assign those responsibilities to another Officer or employee of the Corporation.

6.03 - Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- e) the Officer's successor being appointed;
- f) the Officer's resignation;
- g) the Officer ceasing to be a Director; or,
- h) the Officer's death.

If the office of any Officer of the Corporation shall be or becomes vacant for any reason, the Directors may, by resolution, appoint a qualified person from among their number to fill such vacancy.

SECTION 7 – COMMITTEES

7.01 – Standing Committees

There shall be three (3) Standing Committees of the Board, namely:

- a) Executive Committee
- b) Finance Committee
- c) Membership Committee

The size, composition and selection process for members of Standing Committees shall be established by the Board and set in Policy. Any such committee shall operate within the rules and directions as the Board may from time to time make. Any committee member may be removed by a resolution of the Board.

7.02 – Ad Hoc Committees

The Board may from time to time establish any Ad Hoc Committee or other advisory body as it deems necessary or appropriate for such purposes, and, subject to the Act or Policies set by the Board, with such powers as the Board shall see fit, or terminate any committee or other advisory body, as it deems necessary or appropriate. Any committee Member may be removed by an ordinary resolution of the Board.

SECTION 8 – INDEMNITIES TO DIRECTORS AND OTHERS

8.01 - Indemnification

Subject to the Act, the Corporation shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the Corporation's request, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, if such individual:

- c) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and,
- d) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful.

The Corporation shall also indemnify such person in such other circumstances as the Act or law permits or requires. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

SECTION 9 – BYLAWS AND EFFECTIVE DATE

9.01 - Amendment of the Bylaw

The Board, by ordinary resolution, may make, amend or repeal any Bylaws that regulate the activities or affairs of the corporation provided Directors are given five (5) days advance notice of any proposal to do so. This subsection does not apply to a Bylaw amendment or repeal that requires a special resolution of the Members referred to in Section 2.04 of this Bylaw.

9.02 - Effective Date

A new Bylaw, amendments, or a repeal shall take effect from the date of the resolution of the Directors, however, such new Bylaw or amendment or repeal ceases to have effect if it is not submitted by the Board to the Members as required under subsection 9.03 below, or, if it is rejected by an ordinary resolution of the Members.

9.03 - Member Approval

The Board shall, at the time the Notice of Meeting is sent, provide Members with a copy of any proposed new Bylaw, or amendment, or repeal of a Bylaw at the next meeting of Members. The Members may, by ordinary resolution, confirm, or reject the new Bylaw, amendment, or repeal.

SECTION 10 – DISSOLUTION

10.01 – Dissolving the Corporation

The dissolution of the Corporation may be effected where:

- a) a resolution recommending dissolution has been approved by a two-thirds (2/3rds) majority of the Board;
- b) notice of intent to dissolve the Corporation is given to all Members of the Corporation;
- c) a resolution to dissolve the Corporation is approved by a two-thirds (2/3rds) majority of the votes cast at a meeting of Members.

10.02 - Distribution of Assets

Upon dissolution of the Corporation, and after liquidation of all property and assets and payment of all debts and liabilities, the Board shall, by resolution, name a registered not-for-profit charitable entity to receive the remaining assets of the Corporation and shall cause the transfer of assets to be made.

CERTIFIED to be Bylaw No. 1 of the Corporation, passed by the Board of the Corporation by resolution on the _25th_ day of _February_, 2014, and confirmed by the Members of the Corporation by special resolution on the _16th_ day of _April_, 2014, and to take effect on April 18th, 2014.

DATED as of the _16th_ day of _April_, 2014.



Emory Dale Richter, Chair



Joseph Duff, Chief Executive Officer