

BYLAWS
ACCL Inc.
A NOT-FOR-PROFIT CORPORATION

ARTICLE I - ORGANIZATION

1. The Name of the Corporation shall be **ACCL Inc.**
2. The Corporation shall have a seal which shall be in the following form:



3. The Corporation may at its pleasure by a vote of the membership body change its name.

ARTICLE II - PURPOSES

The following are the purposes for which this Corporation has been organized: to promote the health, welfare and benefit of qualified patient members of the Corporation by providing a safe, consistent and reliable source of quality medical marijuana and other general health related products and services.

ARTICLE III - Definitions

1. “Board of Directors” means the body that governs this Corporation pursuant to Article V.
2. “Bylaws” means the bylaws of this document.
3. “Chairperson” means the chair of the Board of Directors.
4. “Corporation” means ACCL Inc.
5. “Director(s)” means individual directors of the Board of Directors
6. “Members” means all persons that have membership in the Corporation pursuant to Article IV.

ARTICLE IV - MEMBERSHIP

1. Any **Cannabis** laboratory operator interested in the objects of the Corporation may become a member representing his company by (a) applying to and being accepted by the Directors for membership in the Corporation, (b) understanding, agreeing to, and signing the Membership Agreement (hereinafter “Membership Agreement”), performing in an annual performance test and (c) contributing fees, if any, as may be determined by the Directors to ensure the continued operation of the Corporation. The Membership Agreement is attached hereto as **Exhibit “A”** and incorporated by reference herein.
2. A person shall cease to be a member of the Corporation:
 - a. by delivering a written resignation to the Secretary of the Corporation or by mailing or by delivering it to the address of the Corporation, or

- b. on death, or
 - c. on being expelled by majority vote of Directors, or
 - d. on having been a member not in good standing.
3. A member who has violated these Bylaws or the Membership Agreement, or has failed to pay the current membership fees or any other subscription or debt due and owing by such member to the Corporation, or has acted disparagingly towards another member laboratory/laboratories is not in good standing.
 4. Any member not in good standing is subject to membership suspension or termination.
 5. **Suspension of membership** shall be for a length of time that is determined by the Board of Directors and has been approved by at least fifty-one (51%) percent of the membership. During this time the suspended member must remove any and all ACCL logo uses from all associated marketing material.
 6. **Membership termination** shall be determined at the recommendation of the Board of Directors and approved by at least sixty-six (66%) percent of the current good standing members. A terminated member waives all rights and privileges of membership.

ARTICLE V - BOARD OF DIRECTORS

1. The business of this Corporation shall be managed by a Board of Directors consisting of **three (3) members**, together with the officers of this Corporation. All Directors elected shall be a resident and a citizen of the United States. No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.
2. The initial Directors shall be Dr. Robert Martin, Dr. Jeffrey C. Raber, and Jeff Hatley. The initial Chairperson shall be Dr. Robert Martin.
3. The Directors shall exercise their powers and otherwise perform their duties in good faith and in the manner provided for by law.
4. Directors shall be elected at each annual meeting of the Members, to hold office for a **term of two (2) years**. Each Director, including a Director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.
5. The Board of Directors shall have the control and management of the affairs and business of this Corporation. Such Board of Directors shall only act in the name of the Corporation when it shall be regularly convened by its Chairperson after due notice to all the Directors of such meeting.
6. **FIFTY- ONE (51%)** percent of the Directors of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held annually at the Emerald Scientific Annual Meeting. Also, meetings may be held at any place that has been designated from time to time by resolution of the Board of Directors. In the

- absence of such resolution, regular meetings shall be held at the principal office of the Corporation. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in such meeting can hear one another and all such Directors shall be deemed to have been present at such meeting.
7. Special meetings of the Board of Directors shall be held at any place that has been designated in the notice of the meeting or, if not stated in the notice or no such notice exists, at the principal office of the Corporation. Special meetings of the Board of Directors for any purpose may be called at any time by any Director. Notice of the time and place for special meetings shall be delivered personally or by telephone to each Director or sent by first class mail or email, addressed to each Director at his or her address as it is shown in the records of the Corporation. If such notice is mailed, it shall be deposited in the United States mail at least ten (10) days prior to the meeting. If such notice is delivered personally or by telephone, or email, it shall be delivered at least forty-eight (48) hours prior to the meeting. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director if the person giving notice has reason to believe the Director will receive communication of the notice. Any Director may waive his or her right to notice by written waiver delivered to the Executive Director or Secretary.
 8. For all votes by the Board of Directors, each Director shall have one vote and such voting may not be done by proxy.
 9. The Board of Directors shall be filled by a vote of the majority of the Members.
 10. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining Directors, though less than a quorum, until the next annual meeting and until a successor has been elected.
 11. A vacancy in the Board of Directors shall be deemed to exist in the event of the death, resignation, or removal of any Director, or if after an election the Members fail to elect the full number of Directors as required by these Bylaws. Any Director may resign effective upon giving written notice to the Executive Director, President, or Secretary, unless the notice specifies a later time for that resignation to become effective. If the resignation of a director is effective at a future time, the Directors may elect a successor to take office when the resignation becomes effective.
 12. A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. A Director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the Corporation.

ARTICLE VI - OFFICERS

1. The initial officers of the Corporation shall be as follows:

Executive Director: Dr. Robert Martin

President: Dr. Jeffrey C. Raber

Secretary: Jeff Hatley

Treasurer/CFO: Dr. Robert Martin

2. The Executive Director shall preside at all membership meetings.
 - The Executive Director shall present at each annual meeting of the Corporation an annual report for the work of the Corporation.
 - The Executive Director shall appoint all committees, temporary or permanent.
 - The Executive Director shall see that all books, reports, and certificates required by law are properly kept or filed.
 - The Executive Director shall be one of the officers who may sign the checks or drafts of the Corporation.
 - The Executive Director shall have such powers as may be reasonably construed as belonging to the chief executive of any Corporation.
3. The President shall in the event of the absence or inability of the Executive Director to exercise his or her office become acting Executive Director of the Corporation with all the rights, privileges and powers as if he had been the duly elected Executive Director. In such a circumstance, the acting Executive Director shall cease acting as the Executive Director and shall remain President when a replacement Executive Director is elected by the Board of Directors.
4. The Secretary shall keep the minutes and records of the Corporation in appropriate books. It shall be his or her duty to file any certificate required by any statute, federal or state.
 - The Secretary shall give and serve all notices to members of this Corporation
 - The Secretary shall be the official custodian of the records and seal of this Corporation.
 - The Secretary may be one of the officers required to sign the checks and drafts of the Corporation.
 - The Secretary shall present to the membership at any meetings any communication addressed to him as Secretary of the Corporation.
 - The Secretary shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the Corporation
 - The Secretary shall attend to all correspondence of the Corporation and shall exercise all duties incident to the office of Secretary.
 - The Secretary shall keep or cause to be kept at the principal office of the Corporation a book of minutes of all meetings of Directors, committees of Directors, with the time and place of holding, whether regular or special, how authorized, notice given, names of persons present, and the proceedings thereof.
5. The Treasurer/CFO shall share the custody of all monies belonging to the Corporation with the Executive Director who shall be jointly responsible for such monies or securities of the Corporation.

- The Treasurer/CFO is one of the officers who shall sign checks or drafts of the Corporation. No special fund may be set aside that shall make it unnecessary for the Treasurer/CFO to sign the checks issued upon it.
 - The Treasurer/CFO shall render at stated periods as the Board of Directors shall determine a written account of the finances of the Corporation and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
 - The Treasurer/CFO shall exercise all duties incident to the office of Treasurer/CFO.
 - The Treasurer/CFO shall keep or cause to be kept adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and shares, if applicable. The books of account shall at all reasonable times be open to inspection by any Director.
 - The Treasurer/CFO shall disburse the funds of the Corporation as may be ordered by the Board of Directors.
6. Officers shall be appointed by the Directors at the Board's discretion. Officers may also be Directors. Each Officer, including an Officer selected to fill a vacancy, shall hold office until resignation or removal by the Board. An Officer may be removed when sufficient cause exists for such removal, at the Board's discretion. Vacancies of Officers shall be filled by appointment by the Board of Directors.
7. No officer shall, for the reason of his or her office alone, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or Director from receiving any reasonable compensation from the Corporation for duties in ensuring the continued operation of the Corporation other than as a Director or officer.

ARTICLE VII - COMPENSATION

The Board of Directors shall hire and fix the compensation of any and all employees and/or contributors, which the Board of Directors in its discretion may determine to be necessary for the conduct of the business of the Corporation and ensuring the continued operation of the Corporation. The Directors may receive no salary in connection with their capacity as Directors, but may be reimbursed for expenses associated with the Board.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall, to the maximum extent permitted by Oregon Law, have power to indemnify its agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Corporation, and shall have power to advance to each such agent expenses incurred in defending any such proceeding to the maximum extent permitted by that law. For purposes of this Article, an "agent" of the Corporation includes any person who is or was a Director, officer,

employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a corporation that was a predecessor corporation of the Corporation or of another enterprise serving at the request of such predecessor corporation.

ARTICLE IX - COMMITTEES

All committees of this Corporation shall be appointed by the Board of Directors and the committees' terms of office shall be for a period of up to one year, but may be sooner terminated by the action of the Board of Directors.

ARTICLE X - AMENDMENTS

These Bylaws may be altered, amended repealed or added to by an affirmative vote of not less than **FIFTY ONE (51%)** percent of the members.

Adopted by the Directors of ACCL, Inc. on: **3/1/2017**