



GLOBAL ORGANIZATION FOR EPA AND DHA OMEGA-3

**Bylaws of the
Global Organization for EPA and DHA Omega-3s
(GOED)**

Revised November 2024

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ARTICLE 1 DEFINITIONS

“Affiliate” of a Member means any person or entity, directly or indirectly, through one or more intermediaries, Controlling, Controlled by, or under common Control with the Member, including but not limited to subsidiaries, joint ventures, distribution, manufacturing, research, and licensing transactions and relationships.

“Alternate Director” means the alternate director appointed by a Regular Director to serve on the Board in the absence of a Regular Director.

“Board” means the board of directors of the Corporation.

“Bylaws” means the bylaws of the Corporation as amended from time to time.

“Code of Ethics” means the ethical guidelines and business practices, as amended from time to time in accordance with these Bylaws, which governs the activities of GOED’s Members both with respect to one another and with respect to external market participants including consumers.

“Control” means with respect to a corporation, limited liability company, limited life company or limited duration company (collectively, “limited liability company”), the right to exercise, directly or indirectly, more than fifty percent (50%) of the voting rights attributable to the controlled corporation or limited liability company and, with respect to any individual, partnership, trust, estate, association or other entity, the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of the controlled entity.

“Corporation” shall mean GO3ETA, Inc. (sometimes also called “GOED”).

“Elections Committee” means the ad hoc Board committee responsible for overseeing the elections of the Corporation’s officers and directors and which shall have powers and shall consist of the Managing Director, the GOED liaison for the membership committee, and such other individuals, as may be determined by the Board from time to time.

“Managing Director” means the individual appointed by the Board to manage the affairs of the Corporation.

“Member” shall mean an individual, corporation or other legal entity which has been accepted for membership in GOED in accordance with these Bylaws. Member includes and refers to Associate Members, Base Members, Plus Members and Leadership Members, unless the context otherwise requires. Complementary non-voting, non-paying membership is also offered to a variety of other trade associations and media companies.

“Monograph” means the set of quality guidelines developed by GOED, as amended from time to time in accordance with these Bylaws, to ensure Members manufacture products which meet the quality and purity standards from regulations around the world and which

ensure products purchased by consumers are both safe, transparent in terms of the reporting of parameters, and of the highest quality, and includes the technical guidance documents.

“Regular Director” means an individual who is appointed or elected to the Corporation’s Board in accordance with these Bylaws.

“Working Committee” shall mean a group comprised of individuals who are employees of Members of the Corporation whose purpose is to address narrow aspects of Corporation’s Mission as decided upon by the Board.

ARTICLE 2 PRINCIPAL OFFICE

ARTICLE 2.1

The principal office of the Corporation shall be at 222 South Main Street, Suite 500, Salt Lake City, UT 84101. The Board may at any time and from time to time determine an alternate location for its principal office.

ARTICLE 3 PURPOSE AND MISSION

ARTICLE 3.1 TAX PURPOSES

The Corporation has organized as a United States 501(c)(6) Corporation.

ARTICLE 3.2 PURPOSE AND MISSION

GOED’s purpose is to be the omega-3 industry advocate and knowledge hub.

Within the context of its overall purpose, GOED’s mission is to use science-based information to promote the consumption of and enable access to quality EPA & DHA from all sources for a positive impact on public health (**“GOED’s Mission”**).

ARTICLE 4 BOARD OF DIRECTORS

ARTICLE 4.1 POWERS

Subject to the provisions of Utah Corporation Law and any limitations in these Bylaws relating to action required to be taken or approved by the Members, the Corporation’s

activities and affairs shall be managed solely by, and all corporate powers shall be exercised by or under the direction of its Board.

ARTICLE 4.2 ESTABLISHMENT OF WORKING COMMITTEES

The Board may, from time to time, establish Working Committees. The establishment of a Working Committee, and the enumeration of the powers of and restrictions on the Working Committee, must be approved by the Board. Such Working Committees shall not be deemed to be committees of the Board. The Board may appoint any persons it chooses to serve on the Working Committees, including Directors. Such persons shall serve at the pleasure of the Board. To the extent permitted by law, the Board may delegate tasks to the Working Committees in the same manner that the Board may delegate tasks to officers of the Corporation. Within their delegated authority, the Working Committees may make decisions on operational and management issues in accordance with practices, policies and procedures they establish, so long as they are not in conflict with, or violation of, those set forth in these Bylaws.

ARTICLE 4.3 BOARD COMPOSITION, SIZE & REPRESENTATION

The Board shall be composed of the following individuals:

- (a) One Regular Director for each Leadership level Member;
- (b) Two Regular Directors representing the Plus level Members; (and who may not be representatives of the same Member); and
- (c) One Regular Director representing the Base level Members.

Leadership level Regular Directors represent their corporate interests as well as those of GOED's overall membership. Base and Plus level Regular Directors only represent the interests of all Members within their membership class and not their own corporate business interests.

There shall be no maximum or minimum number of Regular Directors serving on the Board.

ARTICLE 4.4 ELECTION OF BASE AND PLUS REGULAR AND ALTERNATE DIRECTORS

Base and Plus level Regular and Alternate Directors are elected for a single two-year term only. Except in the case of Base and Plus Level Directors who are removed from office in accordance with these Bylaws, Base and Plus level Directors, and their respective Member companies, shall not be eligible to hold a Board seat for two (2) years following the expiration of their term. Any Base or Plus Level Director who is removed from office in accordance with these Bylaws shall be prohibited from holding office again.

Elections for Base and Plus level Regular and Alternate Directors shall take place twenty (20) days prior to the Corporation's annual Board meeting using the following process:

- (a) Individuals may be nominated or may nominate themselves by notification to the Managing Director;
- (b) Once the date for the receipt of nominations has expired, the Managing Director shall submit the list of nominees to the Members in each respective class – Base and Plus;
- (c) On the expiry of the election campaign, the Managing Director shall open voting for the respective open positions;
- (d) Once the voting period expires, the Managing Director shall tally the vote and publish the results; and
- (e) The Plus and Base level Regular and Alternative Directors shall all be employees of different Members.

No less than sixty (60) days prior to the Board's annual meeting the Elections Committee shall set and publish the dates/timelines for the elections of Base/Plus Regular Directors.

Members shall only be permitted to vote for Regular and Alternate Director positions in their respective class. A vote shall only be valid and effective if 25% + 1 of the Members of a class vote in an election with all votes cast being counted for the purposes of determining a quorum. The winning candidate in any election is the individual who received the most votes. In the event of a tie, the candidates shall decide between them who shall represent the class. If no agreement can be reached five (5) days after the close of voting, the winner shall be determined by a coin toss.

If a date falls on a weekend or holiday in the United States, the relevant date shall be the last business day before the weekend or holiday.

All voting for Director positions under this subsection shall be taken by electronic mail, e-ballot or such other secure means of voting as may be determined by the Elections Committee.

If no nominations are received for any given open Director position under this subsection, the incumbent Director shall be automatically re-elected provided however that no Base or Plus level Director may sit on the Board for more than one additional term.

If either the Base or Plus level Members disapprove of the performance of their respective Directors, they may ask the Corporation to schedule a vote to remove the Director. The Elections Committee shall set down the rules for the vote provided however that a vote to remove a Base or Plus level Regular Director shall require a quorum of 50% + 1 of the Members of that class and an affirmative vote from 50% + 1 of the Members from that class, with all votes cast being counted for the purposes of determining a quorum.

The Base and Plus level Directors shall meet with or solicit the viewpoints of their Members at least twice per fiscal year in such manner as they deem appropriate (in person, via video conference, electronic polling, etc.).

ARTICLE 4.5 DUTIES OF BOARD

It shall be the duty of the Board to:

- (i) Assure that the Corporation confines its activities to those in furtherance of its Mission;
- (ii) Perform all duties imposed on them collectively or individually by law, or by these Bylaws;
- (iii) Meet at such times and places as required by these Bylaws;
- (iv) Elect annually the Officers of the Corporation who shall perform all duties as required by these Bylaws;
- (v) Set the direction for the Corporation;
- (vi) Elect or appoint Working Committee Chairs or Co-Chairs as and when needed;
- (vii) Establish the charter for, members of, form, and the right to disband ad hoc (eg. Elections Committee and GOED Exchange Committee) and Working Committees as appropriate to conduct the work of the Corporation;
- (viii) Approve the Corporation's annual budget. If the annual budget is not approved at the start of each fiscal year, the Corporation shall operate based on the prior yearly budget, to the extent practical, until an annual budget is approved;
- (ix) Establish annual dues for all Member classes, and establish privileges and benefits for all classes of Members consistent with these Bylaws;
- (x) Coordinate, via an ad hoc Primary Working Committee, the GOED Exchange executive conference, which shall be held at least every other calendar year; and
- (xi) Take other action that it deems appropriate in furtherance of the Mission of the Corporation.

ARTICLE 4.6 QUALIFICATIONS; ATTENDANCE

An individual serving on the Board as a Regular Director or an Alternate Director must be an employee of a Member. The individual's tenure on the Board shall automatically terminate when they cease to be an employee of the Member by whom they were employed at the time of their appointment, or if their employer ceases to be a Member or if their employer downgrades their membership during the Director's term.

An Individual serving on the Board as a Regular Director is expected to attend, in person or by telephone, at least seventy-five percent (75%) of all duly noticed Board meetings and not to miss three (3) consecutive meetings, or to make available a suitable proposed Alternate Director.

ARTICLE 4.7 ALTERNATE DIRECTORS

The Board shall maintain Alternate Director vacancies, which may only be filled as provided in Section 4.4 or this Subsection. For any Regular Director who does not attend a specific meeting of the Board (an "Absent Regular Director"), the Absent Regular

Director may appoint by written notice to the Managing Director or Chair (at least 24 hours prior to the meeting) an Alternate Director to fill in for the Absent Regular Director. In the case of Leadership class Regular Directors, an Alternate Director must be an employee of the Board Member that employs the Absent Regular Director whose absence from the meeting permits the appointment of such Alternate Director. In the case of Base/Plus Regular Directors, the Alternate Director must be an employee of a Member other than the Member which employs the respective Regular Director.

The Alternate Director shall serve on the Board only until the earlier to occur of (i) adjournment of the meeting at which such Alternate Director is appointed or (ii) arrival at such meeting of the Absent Regular Director whose absence resulted in the appointment of the Alternate Director. Such Alternate Director shall have all of the rights, including voting rights, and duties of a Regular Director for the duration of his or her appointment.

Alternate Directors may also attend Board meetings in addition to the Regular Directors provided however that the respective Board Member shall only have one vote on any matter to be decided at the Board meeting.

Directors may also appoint a proxy from another Board Member who can vote on his/her behalf in the event of an absence. Any such proxy must be provided to the Chair and the Managing Director at least 24 hours prior to any Board meeting. All proxies must state the duration for the validity of the proxy. If no duration is stated, the proxy shall be deemed to expire immediately following the meeting for which it was given.

ARTICLE 4.8 VACANCIES, RESIGNATIONS, REMOVALS

Any Regular Director serving the Board may resign effective upon giving written notice to the Chair of the Board, unless the notice specifies a later time for the effectiveness of such resignation.

If additional Affiliates under the Control of one Board Member wish to also become Board Members, the maximum number of Affiliates under common Control allowed on the Board is two (2).

Regular Directors on the Board (including for the purposes of this paragraph, Alternate Directors) may be removed by a vote of the Board, provided that the Board Member is first given thirty (30) days prior written notice and the opportunity to be heard on the issue of revocation.

ARTICLE 4.9 FILLING VACANCIES OF REGULAR DIRECTORS

In the case of Leadership level Regular Directors, a Board vacancy shall be filled by an individual from the Regular Director's company.

In the case of Regular Directors elected by the Base or Plus level membership classes, a vacancy of a Regular Director shall be filled by the Alternate Director, if one exists, until such time as a special election may be held to permanently fill the vacancy. Additionally,

if an Alternate Director position becomes vacant, the individual with the next highest number of votes during that year's election shall take the place of the departing Alternate Director, if they wish to accept the appointment. Any Alternate Director appointed to the position under this paragraph may run again as a Regular Director in the next election if they have held the position for less than 1 year at the time of the nomination deadline.

In any instance where there are no additional candidates to fill a Base or Plus Level Regular or Alternate Director position, the Board may, at its discretion, appoint an individual from within the respective class to fill the position until the next election.

ARTICLE 4.10 NO LIABILITY

No individual serving on the Board nor any of the Board Members shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE 4.11 TERM OF OFFICE

Leadership Level Regular Directors serving on the Board shall serve until their successors are named by the Leadership Level Board Member.

ARTICLE 4.12 COMPENSATION

Individuals on the Board shall serve without compensation from the Corporation.

ARTICLE 4.13 PLACE OF MEETINGS

Regular Board meetings shall be held at any location agreed to by the Board. Meetings may be held in person or by any combination of audio or video conferencing techniques, so long as the participants in the meeting may hear one another.

ARTICLE 4.14 ANNUAL MEETING

The annual meeting of the Board shall be held within ninety (90) days prior to the end of the Corporation's fiscal year.

At the annual meeting the Board shall vote on the following:

- a. Approval of the Corporation's financial statements;
- b. Election of the Officers; and
- c. Any other matter for which due notice has been provided to the Board members.

ARTICLE 4.15 REGULAR AND SPECIAL MEETINGS

Regular and special meetings of the Board may be called by the Chair or by one-third (1/3) of the Regular Directors of the Board, or, if different, by the persons specifically authorized under the laws of the State of Utah to call meetings of the Board.

ARTICLE 4.16 NOTICE OF MEETINGS

Unless otherwise provided in these Bylaws or by provisions of law, the following provisions shall govern the giving of notice for meetings of the Board:

- (a) Annual Meetings. At least thirty (30) days' prior written notice shall be given by the Managing Director to each Regular Director serving on the Board.
- (b) Regular and Special Meetings. At least seven (7) calendar days' prior written notice shall be given by the Managing Director to each Regular Director (and, in addition, to one alternate for each Regular Director who designates an alternate for purposes of notice) of each regular and special meeting of the Board.

Such notice may be given personally, by mail, courier, or by electronic mail. Such notice shall state the place, date, time and proposed duration of the meeting.

A valid meeting may be scheduled and held on shortened notice if a shorter notice is approved in writing or by electronic message by all available Regular Directors, or if all Regular Directors attend the meeting.

ARTICLE 4.17 AGENDA REQUIREMENTS, MEETING POSTPONEMENT

The notice of Board meeting shall also state all agenda items known at the time the notice is given. Additional agenda items may be added up to twenty-four (24) hours' prior to the time of the meeting. A matter not on the agenda may be taken up at a meeting provided that at least fifty (50)% + 1 of the Regular Directors or Alternate Directors present at the meeting determine that such matter is of an urgent nature and approve placing the matter on the agenda.

ARTICLE 4.18 QUORUM FOR MEETINGS

A quorum shall consist of fifty (50) % + 1 of the Regular Directors. However, an Alternate Director who is appointed for a particular meeting shall be counted as a Regular Director in determining whether a quorum exists for that particular meeting. Accordingly, for example, if the Board is composed of fifteen (15) Regular Directors, the quorum is eight, where the seven may be comprised of either or both Regular Directors or Alternate Directors present at a meeting as provided for in these Bylaws.

ARTICLE 4.19 REQUIRED VOTING PERCENTAGES

Except as otherwise provided in these Bylaws, the following voting percentages shall be required for any motion, act or decision to be a valid motion, act, or decision of the Board:

SUBJECT	VOTING REQUIREMENT
Minor Amendments to the Bylaws	50% + 1
General matters (eg. Deciding on financial matters, approving annual financial statements, amending the ethics investigation process, board decisions around providing guidance to management, creating ad hoc committees, electing/hiring/removing/terminating officers, etc.)	50% + 1
Terminating a non-Leadership Member for reasons other than non-payment of dues (which will be a management decision)	50% + 1
Major Amendments to the Bylaws	2/3
Terminating a Leadership Member (for any reason)	2/3

“Major Amendments to the Bylaws” shall mean change to the Bylaws involving:

- a. Reducing or eliminating rights of any class of members
- b. Changes to dues structure
- c. Changes to the size/structure of the Board
- d. Changing GOED’s charity designation
- e. Changing GOED’s state of registration (currently Utah)

“Minor Amendments to the Bylaws” shall mean any change to the Bylaws not covered under the definition of “Major Amendments to the Bylaws.”

ARTICLE 4.20 CONDUCT OF MEETINGS

The Board shall be presided over by the Chair or Co-Chairs or, in his, her or their absence, by the Vice-Chair or by a temporary Chair chosen by a majority of the Board present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the Board, insofar as such rules are not inconsistent with or in conflict with these Bylaws or with provisions of law.

ARTICLE 4.21 MEETINGS BY TELEPHONE OR VIDEOCONFERENCE

Board members may participate in a regular or special meeting through use of conference telephone, videoconference, or similar communications device, or in person, so long as all people participating in such meeting can hear one another. Participation in a meeting

pursuant to this Article constitutes presence at such meeting for all purposes, including the existence of a quorum and voting.

ARTICLE 4.22 BOARD ACTION WITHOUT MEETING

Any action that the Board is required or permitted to take may be taken without a meeting if all Regular Directors on the Board consent in writing or by electronic message to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All consents shall be filed with the minutes of the proceedings of the Board.

ARTICLE 4.23 INDEMNIFICATION

The Corporation shall indemnify individuals serving on the Board to the fullest extent permissible under the laws of the State of Utah.

ARTICLE 4.24 INSURANCE FOR CORPORATE AGENTS

The Corporation maintains and shall maintain, unless otherwise prescribed by law, insurance on behalf of any agent of the Corporation (including individuals serving on the Board and employees or other agents of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under these Bylaws or provisions of law.

ARTICLE 4.25 CONFIDENTIALITY

All Regular Directors and Alternate Directors, in their capacity as Directors of the Board, must protect and keep confidential all membership details or issues relating to the Corporation's Members, the Corporation's strategic documents, ethics complaints about Members or other proprietary knowledge held by the Corporation (collectively referred to as "**Confidential Information**") which is disclosed to them and to protect the same against any disclosure by it or other person controlled by it to unauthorized third parties. They shall maintain all Confidential Information which is provided to them, and all notes of information obtained, with the same safeguards they accord their own confidential and proprietary information. Regular Directors and Alternate Directors shall not use any Confidential Information, directly or indirectly, for their own benefit, the benefit of their own company, or for the benefit of any person, firm or corporation other than the Corporation.

Notwithstanding anything to the contrary herein, the Regular Directors and Alternate Directors shall not be obligated to maintain the confidentiality of any information provided in their capacity as Directors of the Board that:

- (a) is already in the public domain at the time of disclosure;

- (b) at any time after disclosure becomes public knowledge through no fault of either GOED, the Regular Director or Alternate Director;
- (c) is disclosed by any person, firm or corporation unrelated to GOED;
or
- (d) is disclosed with the prior written consent of GOED.

These confidentiality undertakings shall survive the Regular Director or Alternate Director's term as a Director on the Board and for five years thereafter.

ARTICLE 5 ADMINISTRATION

ARTICLE 5.1 MANAGING DIRECTOR

The Board shall appoint the Corporation's Managing Director who shall have such duties and responsibilities as the Board may determine appropriate. The Board may amend such duties and responsibilities from time to time at its discretion.

Subject to approval by the Board, the Managing Director may engage third parties to undertake such activities provided that the Managing Director enters into appropriate contracts protective of the Corporation and ensures compliance with terms and conditions of these Bylaws including confidentiality obligations.

Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the Managing Director shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board.

The Managing Director shall attend meetings of the Board except to the extent the Board determines that all or a portion of any Board meeting be held without the attendance of the Managing Director. The Managing Director shall not be entitled to vote on any matter brought before the Board for a vote.

ARTICLE 5.2 BOARD SUPPORT

The Managing Director and the Corporation's staff shall support the Board and the Regular Directors in order to execute their tasks and duties.

ARTICLE 5.3 DISPOSITION OF MEMBERSHIP DUES

The Managing Director shall have the authority to collect dues, fees, and assessments, as determined by the Board. The Managing Director may use the dues, fees and assessments collected only (i) to pay such administrative costs as the Board reasonably deems

appropriate; (ii) to pay the expenses of any materials or workshops that the Corporation may furnish to the Members; and (iii) for any other purposes that the Board may authorize consistent with these Bylaws. The Managing Director shall maintain, in the name of the Corporation, such federally insured bank accounts as the Managing Director reasonably may deem appropriate and shall hold all dues and fees it collects from Members in those accounts until disbursement in accordance with the policies and procedures established by the Board.

ARTICLE 6 OFFICERS

ARTICLE 6.1 DESIGNATION OF OFFICERS

The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. The Corporation may also have one or more Vice Chairs, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board. Only Leadership level Regular Directors may be elected to an officer role. The same person may hold more than one office.

ARTICLE 6.2 ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board at each annual meeting, and each of the four officers shall hold office for a two year term. The Chair may hold a “Past Chair” role for one additional year, or until he or she resigns or is removed or is otherwise disqualified to serve, whichever occurs first. Any officer may hold a second officer position after their initial two- year term is complete.

In the event no nominations are received for officer positions at an annual meeting, an officer may continue to hold the same office for one additional term after their initial two-year term is complete.

ARTICLE 6.3 REMOVAL AND RESIGNATION

Subject to the provisions of these Bylaws, any officer may be removed, either with or without cause, by the Board at any time. Any officer may resign at any time by giving written notice to the Board or to the Chair or Secretary of the Corporation.

Any such resignation shall take effect upon the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE 6.4 VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board. In case of a vacancy in any office other than that

of Chair, such vacancy may be filled temporarily by appointment by the Chair until the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

ARTICLE 6.5 DUTIES OF CHAIR

The Chair shall, subject to the control of the Board, supervise and control the affairs of the Board and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board.

ARTICLE 6.6 DUTIES OF VICE-CHAIR

In the absence of a Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair.

The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board.

ARTICLE 6.7 DUTIES OF SECRETARY

The Secretary shall act as secretary of officer and Board meetings and in general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

ARTICLE 6.8 DUTIES OF THE TREASURER

The Treasurer shall be responsible for overseeing tax matters for the Corporation and in general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

Any one or more of these duties may be delegated to the Corporation's controller provided however that the Treasurer shall always be responsible for oversight of the controller's activities.

ARTICLE 6.9 COMPENSATION

The officers shall serve without compensation.

Nothing herein contained shall be construed to preclude any officer from serving the Corporation in any other capacity as an agent, employee, or otherwise, and receiving

compensation therefore as long as such compensation is approved by a majority of disinterested Board Members.

ARTICLE 7 WORKING COMMITTEES

ARTICLE 7.1 WORKING COMMITTEES

The Corporation shall have such Working Committees as may from time to time be determined by the Board either on its own accord or via recommendation/request from any Member or the Managing Director, provided however that the Board always maintains the discretion whether to form new Working Committees or otherwise. There may be Primary Working Committees and Subordinate Working Committees. There are five (5) standing Primary Working Committees, which are:

- (i) Communications Committee;
- (ii) Regulatory Affairs Committee;
- (iii) Science Committee;
- (iv) Sustainability Committee;
- (v) Technical Committee.

In addition to employees from Board Members, the Working Committees may further consist of persons who are employees of Plus or Base Level Members. The Primary Working Committees shall act in an advisory capacity to the Board and report to the Board. Subcommittees may exist within each Primary Working Committee and shall act in an advisory capacity to their respective Primary Working Committees and report to that Primary Working Committee.

ARTICLE 7.2 MEETINGS AND ACTION OF WORKING COMMITTEES

Meetings of the Working Committees shall be governed by, noticed, held and taken in accordance with policies and procedures established by the Working Committees, as approved or ratified by the Board. Notice of the time and place and purpose of holding any meeting of a Working Committee shall be given by the Managing Director or an employee of the Corporation to the persons entitled to participate in such meeting at least three (3) calendar days prior to the scheduled date for the meeting. The Board may also adopt rules and regulations pertaining to the conduct of meetings of Working Committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 7.3 COMPOSITION OF WORKING COMMITTEES

The Board shall select the Chair or Co-Chairs of a Working Committee. Such Chair or Co-Chairs shall serve for renewable one (1) year terms or until the Board determines a change is needed. All active Members of the Corporation in good standing are eligible to submit a

request to a Working Committee Chair or Co-Chairs or the employee of the Corporation providing support to the Working Committee to have a Member's employee(s) included in a Working Committee. For reasons of operational efficiency of a Working Committee, the Chair or Co-Chairs have the discretion to limit the size of a Working Committee.

ARTICLE 7.4 SCHEDULE OF MEETINGS

Each Working Committee will determine a schedule for meetings.

ARTICLE 7.5 CONDUCT OF MEETINGS

The Working Committees will maintain minutes of their meetings.

Representatives of at least two-thirds (2/3) of the Members represented on a Working Committee, in attendance in person or by electronic means, shall be necessary to constitute a quorum for the submission of a proposal to the Board or Working Committee, as appropriate.

ARTICLE 7.6 VOTING

Each Member with a representative(s) on a Working Committee may have only one (1) vote on matters put before such Working Committee. Each Member with a representative on a Working Committee must have had a representative (or a substitute representative) present at three (3) of the last four (4) meetings of a Working Committee in order for its representative to be eligible to vote. A majority vote of Working Committee Members represented at a meeting at which a quorum is present shall be required to adopt any resolution or proposal before a Working Committee.

ARTICLE 8 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

ARTICLE 8.1 EXECUTION OF INSTRUMENTS

The Board, except as otherwise provided in these Bylaws, may by resolution authorize any agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

ARTICLE 8.2 CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and

other evidence of indebtedness of the Corporation shall be signed by the Managing Director, the Treasurer or the Board Chair, except in cases where the amount exceeds a first pre-determined threshold set by the Board; in such cases a check shall require a second signature by the Treasurer or the Board Chair, and except in cases where the amount exceeds a second pre-determined threshold set by the Board; in such cases a check shall require the signature of both the Treasurer and the Board Chair.

ARTICLE 8.3 DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Managing Director and the Corporation's controller may select.

ARTICLE 9 CORPORATE RECORDS, REPORTS AND SEALS

ARTICLE 9.1 MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office or at such place or in such manner determined by the Board:

- (a) Minutes of all meetings of Board, committees of the Board, and all meetings of Members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof including all proxies;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its Members, if any, indicating their names and addresses and, if applicable, the class of membership held by each Member and the termination date of any membership;
- (d) A copy of the Corporation's Articles of Incorporation and these Bylaws, as amended to date, which shall be open to inspection by the Members, if any, of the Corporation at all reasonable times during office hours.

ARTICLE 9.2

CORPORATE SEAL

The Board may adopt, use, and, at will, alter, a corporate seal. Such seal shall be kept by the Managing Director or the Treasurer. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE 9.3

MEMBERS' INSPECTION RIGHTS

With the exception of confidential documents or information related to ethics complaints and the analytical results of Member provided samples, every Board Member shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and to inspect the physical properties of the Corporation. Board Members and other Members shall have such other rights to inspect the books, records and properties of this Corporation as may be required by law.

ARTICLE 9.4

PERIODIC REPORT

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the state of Utah, if required by law, and to the Members of this Corporation, if and within the time required by law.

ARTICLE 10 DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed as determined by the Board, in accordance with the requirements of federal and state laws.

ARTICLE 11 AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by the Board in accordance with these Bylaws.

ARTICLE 12 CONSTRUCTION AND TERMS

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holdings.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or other founding document of the Corporation filed with an office of the State of Utah and used to establish the legal existence of the Corporation.

ARTICLE 13 MEMBERSHIP PROVISIONS

ARTICLE 13.1 CLASSES OF MEMBERS AND DIFFERENT RIGHTS

The Corporation shall have three (4) separate classes of Members: Leadership Members, Plus Members, Base Members and Associate Members, with the ability of the Board to approve additional classes of membership.

Leadership Members have the automatic right to Board seats, to sit on any Working Committee and are eligible for Officer elections except that in no case shall more than two Affiliated Members be permitted to hold seats on the Board (in any combination of Leadership, Plus and Base Level) at any one time nor hold more than one officer position at any one time.

Plus and Base Level Members shall have the right to elect directors to the Board in accordance with these Bylaws but are not eligible for Officer elections.

Associate Members shall not have the right to vote at Member meetings nor the right to be elected to the Board but shall otherwise be bound by these Bylaws.

Affiliates of Members may also become Members. In such case, the Affiliate will automatically join GOED at the Base level and shall not be required to pay the Base level annual fee but must sign GOED's membership affidavit acknowledging their intent to follow the requirements of membership. If an Affiliate wants to join at the Plus or Leadership level, they may also do so by paying the annual fees associated with the applicable level.

All Members shall also have the right to have their company logos displayed at public events sponsored by the Corporation and on the Corporation's corporate website.

Otherwise, Members shall have such other rights, privileges, benefits, and restrictions established by these Bylaws, by the Board, or by law.

ARTICLE 13.2 QUALIFICATION FOR MEMBERSHIP CLASSES

Membership will be available to all individuals, corporations, partnerships and other legal business organizations that are, but not limited to, processors, refiners, brokers, brand marketers, retailers, ingredient suppliers, researchers, educators, consultants, attorneys, the media, and medical and healthcare professionals and advocates, and who are interested in

the ethical growth, development and sustainability of EPA and DHA as vital nutrients in maintaining good health.

All Members shall agree to adhere to these Bylaws as amended from time to time, to the Corporation's Code of Ethics, the GOED Monograph and to policies and procedures duly adopted by the Board.

ARTICLE 13.3 ADMISSION TO MEMBERSHIP CLASSES

Any individual or company with an interest in the omega-3 industry shall have the right to become a Member of the Corporation at the Base, Plus or Leadership level if:

- (a) They meet the requirements of subsection 13.2;
- (b) They meet the requirements of this subsection;
- (c) They tender the appropriate dues associated with the class of Members they wish to join within a deadline established by the Board; and
- (d) They submit a Certificate of Analysis for their product that complies with the GOED Voluntary Monograph (if the proposed member's oil or finished product falls within the scope of the Monograph).

All Members shall renew their memberships annually.

ARTICLE 13.4 FEES AND DUES

The annual dues payable to the Corporation by each class of Members shall be established and may be changed from time to time by resolution of the Board.

Dues may vary between Member classes and within a class based on reasonable and nondiscriminatory criteria approved by the Board.

Ongoing dues for all classes are payable annually on the anniversary of receipt of the Membership Application.

If any Member is delinquent by more than thirty (30) days in the payment of dues, such Member's rights, including voting rights, may be suspended upon written notice from the Corporation until all delinquent dues are paid. A Member is not in good standing if its dues have not been paid within the time required.

ARTICLE 13.5 NUMBER OF MEMBERS

There is no limit on the number of Members that may belong to the Corporation.

ARTICLE 13.6 MEMBERSHIP RECORDS AND DESIGNATION OF REPRESENTATIVE

The Corporation shall keep a membership record containing the name and address of each Member and the date upon which the applicant became a Member. Termination of the membership of any Member shall be recorded in the record, together with the date of termination of such membership. Such record shall be kept in such place or in such manner as may be determined by the Board. The Member shall designate by email one (1) individual as the representative authorized to vote and otherwise act on behalf of the Member. The Member may change its representative by email notice to the Corporation. The Member may designate by email a substitute representative to exercise its voting rights at any meeting of Members. The representative and substitute representative must be employees of the Member.

ARTICLE 13.7 NON-LIABILITY OF MEMBERS

No Member of this Corporation is, as such, individually liable for the particular debts, liabilities, or obligations of the Corporation. A Member exercising management powers or responsibilities for or on behalf of the Corporation will not have personal liability to the Corporation or its Members for damages for any breach of duty in that capacity, provided that nothing in this Article shall eliminate or limit: (a) the liability of any Member if a judgment or other final adjudication adverse to him or her establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, or that, with respect to a distribution to Members, his or her acts were not performed in accordance with the applicable provisions of the laws and codes of the State of Utah.

ARTICLE 13.8 NON-TRANSFERABILITY OF MEMBERSHIP

No Member may transfer a membership or any right arising therefrom unless approved by the Board. All rights of membership cease upon the Member's dissolution.

ARTICLE 13.9 TERMINATION OF MEMBERSHIP

The membership of a Member shall terminate upon the occurrence of any of the following events:

- (1) Upon the Member's decision to terminate its membership in the Corporation, upon written notice to the Corporation;
- (2) Upon a failure of a Member to initiate or renew membership by paying dues within ninety (90) days of their due date, such termination to be effective thirty (30) days after a written notification of delinquency is sent to such Member by the Managing Director of the Corporation;
- (3) After providing the Member with prior written notice of the proposed termination and the reason(s) therefore, in no event less than fifteen (15) days, and an opportunity to be heard either orally or in writing not less than five (5) days before the effective date of termination, upon a determination by the affirmative vote of the number of Regular Directors in accordance with these

Bylaws: (i) that the Member is in breach of these Bylaws or the Corporation's Code of Ethics; (ii) that the Member fails to satisfy the qualifications for membership; or (iii) that there are other grounds supporting termination (e.g., failure to abide by the GOED Monograph) that are fair and reasonable under the circumstances.

All rights of a Member in the Corporation shall cease on termination of membership as herein provided. A Member terminated from the Corporation (whether voluntarily or involuntarily) shall not receive a refund of dues already paid for the current dues period.

ARTICLE 13.10 NO OWNERSHIP INTEREST

Members shall not have any ownership interest in or right to possess the assets of the Corporation.

ARTICLE 14 MEMBER VOTING

SECTION 14.1 MANNER OF VOTING

Any matter which requires a Membership vote in accordance with these Bylaws shall be conducted by electronic vote or ballot in such manner as may be further articulated by the Board.

SECTION 14.2 TIMING OF VOTE

Unless otherwise provided by these Bylaws or provisions of law, a written or electronic notice stating the purpose or purposes for which a vote is called and the timeframe during which votes shall be accepted, shall be sent to the individual(s) appointed by each Member for the receipt of notice at the opening of the voting period with instructions on the voting process and matter to be decided.

Unless otherwise determined by the Board in its discretion, the voting period for any Member votes shall be forty-five (45) days.

SECTION 14.3 QUORUM FOR VOTES

Fifty percent plus 1 (50% + 1) of the Corporation's active members in good standing shall constitute a quorum for the purposes of any membership vote. When a vote is conducted by mail, fax, electronic mail, or other appropriate medium, all votes received shall be counted toward the presence of a quorum.

SECTION 14.4 DECISIONS TO BE TAKEN; VOTING REQUIREMENTS

Except as otherwise provided in these Bylaws, the following voting percentages shall be required for any motion, act or decision to be a valid motion, act, or decision of the Members:

SUBJECT	VOTING REQUIREMENT*
Dissolving GOED	2/3
Changing GOED's Purpose or Mission	2/3
Amending the GOED Monograph and/or the Code of Ethics	50% + 1

* Only active Members in good standing may vote on any matter to be determined by the Membership.

SECTION 14.5 VOTING RIGHTS

Each Member, regardless of level, shall have one (1) vote on each matter submitted to a vote by the Members. Results of all ballots shall duly be distributed to all Members within thirty (30) days of each ballot.

ARTICLE 15 ANTITRUST

Each Member acknowledges that the Members are committed to fostering competition in the development of the market for EPA and DHA and that the Corporation's Mission is intended to promote such competition. The Members further acknowledge that some of them may compete with one another in various lines of business and that it is therefore imperative that they and their representatives act in a manner that does not violate any applicable antitrust laws and regulations. Without limiting the generality of the foregoing, the Members acknowledge that the Members that are competitors shall not discuss issues relating to product costs, product pricing, methods or channels of product distribution, any division of markets, or allocation of customers or any other topic that would be prohibited by applicable antitrust laws. Accordingly, each Member hereby assumes responsibility to provide appropriate legal counsel to its representatives acting according to these Bylaws regarding the importance of limiting their discussions to subjects that relate to the purposes of the Corporation, whether or not such discussions take place during formal meetings, informal gatherings, or otherwise.

Each Member consents to the Corporation's giving notice of Member's membership in the Corporation, to the extent necessary for the Corporation to invoke the protection of the National Cooperative Research and Production Act of 1993. (15 U.S.C. §§4301 et seq.)

ARTICLE 16 VOLUNTARY DISSOLUTION

The Corporation may dissolve voluntarily at any time in accordance with the Corporation Act of Utah and these Bylaws.

ARTICLE 17 MISCELLANEOUS

ARTICLE 17.1 FREEDOM OF ACTION

No provision of these Bylaws or the Membership Agreement shall be interpreted to prevent any Member from engaging in any other activities or business ventures, independently or with others, whether or not competitive with the activities contemplated herein or those of any Member and regardless of the effect thereof on the Corporation.

ARTICLE 17.2 GOVERNING LAW

These Bylaws shall be governed by, and construed in accordance with, the laws of the State of Utah.