

BYLAWS
OF THE
CALYX FOUNDATION

ARTICLE 1
Name and Period of Existence

Section 1.01. Name, Term.

The name of the Corporation is the CALYX FOUNDATION and the period during which the Corporation shall continue in existence is perpetual.

ARTICLE 2
Purposes

Section 2.01. Purpose.

The purposes set forth in Article 2.01 of the Articles of Incorporation (hereinafter referred to as "Articles") shall be implemented by the Members, Directors, officers' agents and employees of the Corporation, subject, however to the control of the Board of Directors.

ARTICLE 3
Powers

Section 3.01. Powers.

The limited Powers set forth in Article 2.02 of the Articles shall be exercised by the Members, Directors, officers, agents and employees of the Corporation, subject, however, to the control of the Board of Directors.

ARTICLE 4

Executive Director and Corporate Acts

Section 4.01. Appointment and Powers of Executive Director.

At such time as it shall deem it necessary and appropriate, the Board of Directors may, by majority vote, elect an Executive Director of the Corporation to operate its general office; plan and supervise its campaign for gifts; conduct its general correspondence; and make arrangements for the meetings of the Members, Directors, and the Executive Committee of the Corporation. The Executive Director shall have only such powers as are granted to him or her by the Board of Directors. The Executive Director shall at all times be subject to the instructions of the Directors, and at times between meetings of the Directors, the Executive Committee.

Section 4.02. Corporate Acts.

All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation; all deeds, mortgages, and other written contracts and agreements to which the Corporation shall be a party; and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Corporation, shall, unless otherwise directed by the Board of Directors, or unless otherwise required by the Board of Directors, or unless otherwise required by law, be signed by any two of the following officers: President, Vice-President, Secretary or Treasurer. The Board of Directors may, however, authorize any one of such officers to sign any of such instruments, for and in behalf of the Corporation, without necessity of countersignature; and may designate officers or employees of the Corporation other than those named above, who may, in the name of the Corporation, sign such instruments.

ARTICLE 5

Members Section

Section 5.01. Application for Membership.

Any interested person may apply to the Board of Directors for membership in any appropriate membership class. Membership application for either the managing or general class of membership shall be approved if the applicant meets the requirements set forth in Section 5.01 of the Articles. The board of directors shall have the authority to make all determinations as to the qualifications in any membership class. The eligibility of a member as to compliance with the requirements of Section 5.01 and Section 5.02 of the Articles of Incorporation may be challenged, with reasons stated in writing and submitted to the board, by any two members of the corporation, and, after an opportunity for written response by such person to that challenge, the board shall decide the question of eligibility of that person.

Section 5.02. Compliance with Bylaws.

Both Charter Members and Elected Members shall execute and deliver to the Corporation an Instrument of Acceptance in the following form:

Instrument of Acceptance
of
Membership in the Calyx Foundation

The Calyx Foundation
1207 Benham Street
Richland, Washington 99352-4516

In consideration of admission to Membership in your Corporation and the benefits to be derived from such Membership, the undersigned hereby agrees to abide by the provisions of the Articles of Incorporation and Bylaws, of your Corporation, both as amended from time to time.

Executed at _____, this ____ day of 20__.

(Name of Member)

By _____
President

Attest: _____
Secretary

(Corporate Seal)

Section 5.03. Certificate of Membership.

Upon execution by a Member of the “Instrument of Acceptance of Membership in the Calyx Foundation,” such Member shall be entitled to issuance of a Certificate of Membership in the following form:

Certificate of Membership
in the
Calyx Foundation

THIS IS TO CERTIFY That _____ of _____
(Name of Member) (City and State)

is a member of the Calyx Foundation.

Membership Category _____

Executed this ____ day of, 20____

President Attest: _____
Secretary

(Corporate Seal)

Section 5.04. Annual Meeting.

The first annual meeting of the Members of the Corporation shall be held within one year of the filing of the Articles and annually thereafter prior to the termination of the then current Fiscal Year, on a day or days which shall meet with the approval of a majority of the Board of Directors. At least thirty (30) days’ notice in writing of the day or days set for such meeting shall be given to each Member. If the annual meeting is not held as provided, such failure shall not work any forfeiture of the charter, or affect the status of the property or the validity of any power, authority or action of the Corporation, its Members, Directors, and officers; but such meeting, when duly called, convened, and conducted, and the action taken thereat, shall be as valid as if such annual meeting had been held at the time hereinabove set forth.

Section 5.05. Special Meetings.

Special meetings of the Members may be called as determined by a majority in number of the members of the Executive Committee, or by any twenty-five (25) percent of the Members, at any place within the United States upon delivery of ten (10) days' notice, specifying the time, place, and general purpose of the meeting given to each Member either personally, by written instrument or electronic mail. At any special meeting at which all Members are present, notice of the time, place, and purpose thereof shall be deemed waived; and similar notice may likewise be waived by absent Members either by written instrument or by email.

Section 5.06. Quorum.

A number of members equal to a majority of the members of the Corporation registered at the most recent convening of an annual meeting shall be necessary to constitute a quorum at a membership meeting and all motions for action shall be carried by a majority vote of the members present except that a two-thirds in number of the members present shall be necessary for the amendment of the articles.

Section 5.07. Voting Rights.

The Members shall have voting rights at meetings of the Members in accordance with the Articles.

Section 5.08. Admission of Members.

Applicants shall be admitted to membership on making application therefore in writing and upon approval of the application by the membership committee of this corporation and upon payment of the application fee and first annual dues, as specified in the following sections of this bylaw.

Section 5.09. Fees and Dues.

- a. The fee charged for making application for membership in the corporation shall be in such amount as may be specified from time to time by resolution of the Board of Directors charged for, and payable with, the application for membership.
- b. The annual dues payable to the corporation by members shall be in such amount as may be determined from time to time by resolution of the Board of Directors.

Section 5.10. Number of Members.

There is no limit on the number of members the corporation may admit.

Section 5.11. Membership Book.

The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office.

Section 5.12. Nonliability of Members.

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 5.13. Nontransferability of Membership.

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

Section 5.14. Termination of Membership.

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

- (a) Upon his or her notice of such termination delivered to the president or secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- (b) Upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.
- (c) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

ARTICLE 6

Directors

Section 6.01. Number, Qualification, and Term.

Except as stated in Section 6.02 hereof, the Corporation shall be governed by a Board of Directors consisting of nine (9) Members qualified as per Article 6 of the Articles. All Directors shall be of the age of majority in this state. Five of such Directors shall be selected in odd numbered years and four in even numbered years.

Section 6.02. Selection of Initial Board of Directors.

The Directors named in Section 6.02 of the Articles shall each serve for a period of two years commencing on the date of the filing of the Articles. In addition, two (2) more directors shall be elected at the first annual meeting to commence service immediately. Thus, after the first annual meeting and before the second anniversary of the filing of the Articles there shall be a total of five (5) directors. At the second annual meeting, which is to be held before the second anniversary of the filing of the Articles, four additional (4) directors shall be chosen to commence service on the second anniversary of the filing of the Articles.

Section 6.03. Annual Meeting.

The annual meeting of the Board of Directors for the election of officers, and for the transaction of such other business as may properly come before the meeting, shall be held either conjointly with, or immediately after adjournment of, the annual meeting of the Members of the Corporation, when the latter is held as specified in Section 5.04 of the Bylaws. No notice shall be necessary for the holding of the annual meeting of the Board of Directors. If the annual meeting is not held as above provided, the election of officers may be held at any subsequent meeting of the Board as adjourned or specially called.

Section 6.04. Special meetings.

In the event of an emergency declared by the President or a majority of the Executive Committee, the Board of Directors may meet and act, provided that a quorum of two-thirds of the Directors are participants and all Directors have been notified. The Membership should be notified as soon as is practical before the meeting.

Section 6.05. Notice of Meetings.

Scheduling a non-emergency meeting requires not less than ten (10) days' notice to the Membership, specifying the time, place, and general purpose of each meeting. It shall be given to each Director personally, by written instrument or electronic mail.

Notices of meetings of the Board of Directors shall be substantially in the following form:

**TO THE MEMBERS OF THE BOARD OF DIRECTORS
OF THE CALYX FOUNDATION:**

Please take notice that the annual (a special) meeting of the Board of Directors of the Calyx Foundation will be held at _____,
on _____, 20____, at _____ o'clock p.m. for the following purposes:

1. (Insert Here)
- 2.

Dated _____, 20____

Secretary
Calyx Foundation

Section 6.06. Waiver of Notice.

Whenever any notice of meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 6.07. Place of Meetings.

Meetings of the Board of Directors shall be held virtually, by phone or in person as may be specified in the respective notices, or waivers of notice.

Section 6.08. Quorum.

A majority of the whole Board of Directors shall be necessary to constitute a quorum thereof; and, unless otherwise affirmatively prescribed by the Act, Articles, Bylaws, or other law, a majority of any quorum shall be sufficient to authorize or approve any action by the Board.

Section 6.09. Attendance.

No director can run for re-election if he or she has not attended two-thirds (2/3) of the in-person and pre-scheduled telephone meetings of the board during his or her tenure. Pre-scheduled telephone meetings are defined as those meetings scheduled with at least 60 days advance notice. Exceptions hereto can be made by the executive committee alone.

Section 6.10. Vacancies.

Vacancies on the Board of Directors shall occur upon the death, resignation, incapacitation or removal for stated cause by two-thirds vote of the board of any member of the Board of Directors, and the board may fill such vacancies with the next qualified highest vote recipients among nominees at the last previous election, to serve until the next meeting of the membership, which shall then elect a person to fill the balance of that unexpired term.

Section 6.11. Powers.

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to actions required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

Section 6.12. Duties.

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, the articles of incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 6.13. Compensation.

Directors shall serve without compensation except that a reasonable fee may be paid to a director for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

Section 6.14. Majority Action as Board Action.

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage of different voting rules for approval of a matter by the board.

Section 6.15. Conduct of Meetings.

Meetings of the board of directors shall be presided over by the chairpersons of the board, or, if no such person has been so designated, or in his or her absence, the president of the corporation, or in his or her absence, by the vice president of the corporation, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors 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.

Section 6.16. Nonliability of Directors.

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 6.17. Indemnification by Corporation of Directors and Officers.

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 6.18. Insurance for Corporate Agents.

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including director, officer, employee, or other agent 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 the articles of incorporation, these bylaws, or provisions of law.

ARTICLE 7

Committees

Section 7.01. Executive Committee.

The board of directors may, by a majority vote of its members, designate an Executive Committee consisting of three (3) board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and, except as may otherwise be provided, by provision of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of members of the executive committee, and fill vacancies on the executive committee from the members of the board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

Section 7.02. Other Committees.

The corporation shall have such other committees as may from time to time be designated by resolution of the board of directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 7.03. Meeting and Action of Committees.

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

ARTICLE 8

Officers

Section 8.01. Officers.

The officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer and such other officers as may be deemed necessary by the Board of Directors. All officers shall be members. The President, Vice-President, Treasurer and Secretary shall be Directors of the Corporation.

Section 8.02. Vacancies.

Any vacancy caused by death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as 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.

Section 8.03. Duties of President.

The president shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation 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 of Directors. Unless another person is specifically appointed as chairperson of the Board of Directors, the president shall preside at all meetings of the board of directors and at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she 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 of Directors.

Section 8.04. Duties of Vice President.

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

Section 8.05. Duties of Secretary.

The secretary shall:

1. Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.
2. Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
3. Ensure that the minutes of meetings of the corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this corporation by the later of 1) the next meeting of the board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or 2) sixty (60) days after the date of the meeting or written consent.
4. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
5. Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.
6. Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
7. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.
8. 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 of Directors.

Section 8.06. Duties of Treasurer.

The treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
2. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
5. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.
6. Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
8. 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, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 8.07. Delegation of Authority.

In case of the absence of any officer of the Corporation, or for any other reason the Board may deem sufficient, the Board may delegate the powers or duties of such officer to the Executive Director or employee of the Corporation, for the time being, provided a majority in number of the entire Board of Directors concurs therein.

Section 8.08. Election and Term of Office.

Officers shall be elected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 8.09. Compensation.

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. All officers' salaries shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

Section 8.10. Removal and Resignation.

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at 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. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

ARTICLE 9

Calyx Foundation Endowment Funds

Section 9.01. Endowment Fund.

The Calyx Foundation shall have an Endowment Fund to financially support the Corporation's operations. The Endowment Fund must be monitored by a Finance Committee that is chaired by the Treasurer and includes four other members of the corporation, including one Director. That Director and two of the other members are nominated by the President; the others are nominated by the Treasurer. All are nominated after the annual officer elections and must be approved by the Board of Directors. They serve for two-year terms.

The Finance Committee shall work on fundraising, oversee ongoing revenues and expenses, monitor the Endowment Fund and advise the Board on investment practices. The committee shall meet with a financial adviser at least once every year, and prepare a report to be presented at the annual membership meeting and posted online.

The endowment principal cannot be spent except in fiscal emergencies, and only then after at least two-thirds of the board members have approved of such an expenditure. Sources of donations to the Fund shall be accepted according to board policy.

ARTICLE 10

Execution of Instruments, Deposits, and Funds

Section 10.01. Execution of Instruments.

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or 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 officer, 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.

Section 10.02. Checks and Notes.

Except as otherwise specifically determined by resolution of the board of directors, 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 treasurer and countersigned by the president of the corporation.

Section 10.03. 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 board of directors may select.

Section 10.04. Gifts.

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE 11

Corporate Records, Reports, and Seal

Section 11.01. Maintenance of Corporate Records.

The corporation shall keep at its principal office:

- a. Minutes of all meetings of directors, committees of the board, and of 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 proceedings thereof;
- b. Adequate and correct books and records of account, indicating accounts of its properties and businesses transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A record of its members, 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 bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.

Section 11.02. Corporate Seal.

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 11.03. Directors' Inspection Rights.

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 11.04. Members' Inspection Rights.

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the corporation, which demand shall state the purpose of which the inspection rights are requested.
- b. To obtain from the secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the secretary of the corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the secretary of the corporation or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committee of the board, upon written demand on the secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 11.05. Right to Copy and Make Extracts.

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 11.06. Periodic Report.

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 12

IRC 501(c)(3) Tax Exemption Provisions

Section 12.01. Limitations on Activities.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 12.02. Prohibition Against Private Inurement.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 12.03. Distribution of Assets.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 12.04. Private Foundation Requirements and Restrictions.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not make any instruments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 13
Conflict of Interest and
Compensation Approval Policies

Section 13.01. Purpose of Conflict of Interest Policy.

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 13.02. Definitions.

(a) Interested Person. Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. an ownership of investment interest in any entity with which the corporation had a transaction or arrangement,
- ii. a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- iii. a potential ownership or investment interest in.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 13.03, paragraph (b), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 13.03. Conflict of Interest Avoidance Procedures.

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if applicable, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflict of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 13.04. Records of Board and Board Committee Proceedings.

The minutes of meetings of the governing board and all committees with board delegation powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 13.05. Compensation Approval Policies.

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the proceeding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- (a) The terms of compensation shall be approved by the board of compensation committee prior to the first payment of compensation;
- (b) All members of the board or compensation committee who approved compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

- i. is not the person who is the subject of the compensation arrangement, or a family member of such person;
 - ii. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 - iii. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 - iv. has no material financial interest affected by the compensation arrangement; and
 - v. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- (c) The board or compensation committee shall obtain and rely upon appropriate data as to compatibility prior to approving the terms of compensation. Appropriate data may include the following:
- i. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
 - ii. the availability of similar service in the geographic area of this organization;
 - iii. current compensation surveys compiled by independent firms;
 - iv. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation agreement.

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- (d) The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
- i. the terms of the compensation arrangement and the date it was approved;

- ii. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
 - iii. the compatibility data obtained and relied upon and how the data was obtained;
 - iv. if the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
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- v. if the board or committee makes adjustments to comparability data due to geographic data or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
 - vi. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
 - vii. the minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

Section 13.06. Annual Statements.

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) has received a copy of the conflicts of interest policy;
- (b) has read and understands the policy;
- (c) has agreed to comply with the policy; and

- (d) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 13.07. Periodic Reviews.

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 13.08. Use of Outside Experts.

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 14 Construction and Terms

Section 14.01. Construction, Terms.

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

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 holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of corporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 15 Amendment of Bylaws

Section 15.01. Amendment.

The power to make, alter, amend, supplement or repeal the bylaws of the corporation is vested in the Board of Directors, at a meeting properly called, convened and conducted for such purpose at which two-thirds in number of the directors' votes in favor of such action. Proper notice of such a meeting shall include communications to members providing at least 30 days to submit comments in response to proposed changes.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Code of Bylaws, consisting of 10 preceding pages, as the bylaws of this corporation.

Dated: August 22, 2025

Taylor Allen
Director


Signature

Tommy Dabling
Director


Signature

Jonathan Sage
Director


Signature