



Wildly Inclusive Learning Collective By-Laws

Article 1 - Name

1.1 - The name of the corporation shall be Wildly Inclusive Learning Collective Corporation (the “Corporation” also referred to as “Foundation”).

Article 2 - Purpose

2.1 - The Corporation is organized exclusively for educational purposes under Section 501(c)(3) of the Internal Revenue Service, or the corresponding provision of any future United States Internal Revenue Law.

The primary purpose of the Corporation shall be to provide alternative education advocacy through community outreach, including the ability to operate a club, program, or school for children between the ages of 5 to 18, particularly according to these beliefs:

- a. We believe that education is the sum of everything a person learns that enables that person to live a satisfying and meaningful life, and that people come into the world equipped with everything they need to educate themselves,
- b. We believe that every person has a right to choose their own education following their own interests, and that daily living in a rich and– supportive community will allow each individual to grow and flourish in their own unique direction,
- c. We believe in creating an inclusive, affirming, and supportive educational environment for self-directed learners of all ages, abilities, and neurotypes,
- d. We believe by supporting underserved populations, specifically LGBTQ+, BIPOC & Neurodivergent students, we can facilitate our learners in self empowerment to discover their passions, develop their skills, and reach their full potential in a safe and nurturing environment.

and particularly in pursuit of and exemplifying the rights and responsibilities as enumerated in Article 3 (Rights and Responsibilities).

2.2 - Wildly Inclusive Learning Collective shall admit, appoint, and support people regardless of race, color, religion (creed), gender, gender expression, national origin, ancestry, disability, or sexual orientation, and will provide the rights, privileges, programs, and activities generally accorded or made available to students at the school; and does not discriminate on the basis of race, color, religion (creed), gender, gender expression, national origin, ancestry, disability, or sexual orientation in any of its operations, including but not limited to administration of its educational policies, admissions policies, scholarship and loan programs, and athletic or other school-administered programs.

2.3 - No part of the net earnings of the Corporation shall accrue to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Section 2.1.

2.4 - No part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

2.5 - Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article 3 - Rights and Responsibilities

3.1 - **Freedoms and Rights** - All individuals enjoy natural rights of life, liberty, and the pursuit of happiness. Laws may be passed that abridge these rights, but only if the board of trustees determines that the abridgement is essential to the long-term survival of the foundation or the safety of community members, or if the corporation itself consents to the abridgement.

3.1.1 - **Freedom of expression** - Individuals are free to express themselves through speech, writing, imagery, music, dance, or any other medium, unless this expression violates another's right to safety as defined in Section 3.1.4 (Safety).

3.1.2 - **Freedom of thought** - Individuals are free from being coerced or pressured to follow any curriculum, religion, creed, philosophy, or other system of thought. They have the right to inquire about whatever interests them without fear of punishment.

3.1.3 - **Freedom of action** - Apart from mandatory participation in community functions that require it, students are free to do what they wish with their time, provided they don't cause harm to themselves, others, or property. Individuals have the right to peaceably assemble and to freely associate with others of their choosing.

3.1.4 - **Safety** - Individuals have the right to peaceably exist without physical or verbal harassment or intimidation, and in a reasonably clean and safe environment.

3.1.5 - **Due process** - All individuals are free from capricious or arbitrary punishment, and enjoy equal protection and due process under the explicit body of written laws defined in Section 3.2.3 (Rule of Law).

3.1.6 - **Privacy** - Individuals have the right to possess private property and freedom from unreasonable search and seizure. Their activities will not be disclosed to anyone but staff and trustees without the individual being present or consenting to the disclosure, unless such activities, including speaking, are perceived as an expression of intent to do harm to oneself or others.

3.2 - Responsibilities

3.2.1 - The Foundation-

a. **Upholding Rights and Freedoms** - The foundation is responsible for ensuring that all individuals' rights and freedoms, as outlined in Article 3.1, are upheld and protected within its environment.

b. **Providing a Safe and Inclusive Environment** - The foundation must create and maintain a safe, inclusive, and affirming environment for all individuals, regardless of age, ability, neurotype, race, gender, sexual orientation, or any other characteristic.

c. **Promoting Child-Led Learning** - The foundation is committed to promoting child-led learning and project-based learning, providing resources, support, and opportunities for self-directed education.

- d. **Supporting Educators** - The foundation must support educators by providing professional development opportunities, resources, and a collaborative community to enhance their ability to implement child-led and project-based learning.
- e. **Ensuring Transparency and Accountability** - The foundation is responsible for maintaining transparency and accountability in its operations, decision-making processes, and use of funds. This includes regular reporting to stakeholders and the community.
- f. **Fostering Community Engagement** - The foundation must actively engage with the community, seeking input, collaboration, and participation in its programs and initiatives. This includes outreach efforts to marginalized and underrepresented groups.
- g. **Providing Access and Opportunities** - The foundation is committed to ensuring access to its programs and opportunities for all families, regardless of financial background. This includes offering scholarships and financial assistance.
- h. **Encouraging Diversity and Inclusion** - The foundation must actively promote diversity and inclusion within its programs and community, ensuring that all individuals feel valued and respected.
- i. **Advocating for Educational Innovation** - The foundation should advocate for innovative educational practices and policies that align with its mission of promoting child-led and project-based learning.
- j. **Sustainability** - The foundation is responsible for implementing sustainable practices and ensuring the long-term viability of its programs and initiatives.

3.2.2 - Board Members

- a. **Governance and Oversight** - Board members are responsible for the governance and oversight of the Foundation, ensuring that its mission, values, and objectives are upheld. They must provide strategic direction, policy-making, and overall guidance to the foundation.
- b. **Financial Stewardship** - Board members must ensure the financial stability and integrity of the Foundation, including all foundational circles.
- c. **Legal and Ethical Compliance** - Board members are responsible for ensuring that the Foundation and foundational circles complies with all applicable laws, regulations, and ethical standards.
- d. **Supporting the Executive Leadership** - Board members must provide support and guidance to the Foundation's executive leadership, including the Executive Director or similar roles.
- e. **Advocacy and Public Relations** - Board members must actively advocate for the Foundation's mission, programs, and goals. They are responsible for representing the Foundation in the community and building relationships with stakeholders, donors, and partners.

f. **Strategic Planning** - Board members are responsible for participating in the development and implementation of the Foundation's strategic plan. They must set long-term goals, assess progress, and make adjustments as needed to ensure the Foundation's success.

g. **Fundraising and Resource Development** - Board members must actively participate in fundraising and resource development activities. They should leverage their networks, skills, and influence to secure financial support and resources for the Foundation.

h. **Monitoring and Evaluation** - Board members are responsible for monitoring and evaluating the Foundation's, and foundational circles's, programs, initiatives, and overall performance. They must ensure that the Foundation is meeting its goals and making a positive impact on its community.

i. **Conflict of Interest** - Board members must disclose any potential conflicts of interest and recuse themselves from discussions or decisions where a conflict may exist. They must act in the best interest of the Foundation at all times.

j. **Commitment and Participation** - Board members must demonstrate a strong commitment to the Foundation's mission and actively participate in board meetings, committees, and events. They should be well-informed about the Foundation's activities and prepared to contribute effectively.

Article 4 - Governance Principles

4.1 - **Organizational Model** - The Corporation shall be structured in accordance with the governance principles as follows:

4.1.1 - **The Principle of Consent** - Consent governs policy decision-making. Except as required by law and as otherwise stated in these bylaws, policy decisions shall be made with the consent of those they directly affect. Consent shall be defined as having "no reasoned objections" and as further defined in Sections 7.2 (Consent) and 6.2 (Limitations of Consent). Policy decisions are defined in Section 7.3 (Definition of Policy).

4.1.2 - **The Principle of Circles** - The Corporation shall govern itself through a hierarchy of semi-autonomous, self-organizing circles that are responsible for policy decisions within their domain. Circles and the hierarchy are further defined and described in Article 5 (Governance Structure).

4.1.3 - **The Principle of Double-Links** - In the hierarchical structure of circles, a lower circle shall be double-linked to the next higher circle by the operations leader and one or more representatives of the lower circle as described in Article 5 (Governance Structure) and Section 6.3 (Circle Officers).

4.1.4 - **The Principle of Consent Election** - Except as required by law, circle members shall elect people to functions and tasks by consent as described in Section 9.1 (Election Process).

Article 5 - Governance Structure

5.1 - **Hierarchy** - The governance of the Corporation shall be structured as a hierarchy of double-linked, semi-autonomous circles that reflect the operations of the Corporation. Each circle must consent to the policy decisions that affect its domain by means of representative participation in the next higher circle.

5.2 - Circle Definition - A circle is defined as every person with a common aim who has a significant role in the operations of a division of the Corporation. Circle members meet to make policy decisions within their domain of responsibility. Circle responsibilities are further defined in Section 7.1 (Aim and Domain of Decision-making), and Article 6 (Circle Governance).

5.3 - Circle Limitations - No circle's policies shall conflict with the law, these bylaws, the principles and methods of sociocratic governance as defined in these bylaws, or the policies of other circles.

5.4 - Circle Membership - Except for the board of trustees as defined in article 8 (Board of Trustees), a circle shall include all members of the Corporation who have significant roles in the circle's operations. Each circle shall define "significant roles" and shall be as inclusive as possible while ensuring (1) the stable functioning of the circle and (2) the ability of its members to deliberate with a consistent membership.

5.4.1 - Consent to Members - New members may not join a circle without the consent of the existing members.

5.4.2 - Equivalence - Within the circle meeting, the principle of consent shall be used to ensure that all circle members are equivalent in decision-making.

5.4.3 - Size - Circles shall be of a size that allows inclusive and efficient deliberations, generally no larger than 40 members with 20 being the optimal maximum.

5.5 - Board of Trustees or Top Circle - The Board of Trustees shall be identical to the Top Circle, the highest circle in a sociocratically governed organization. Except as required by law or as otherwise stated in these bylaws the board shall function according to the provisions of Article 6 (Circle Governance), and be subject to any provisions of these bylaws and all the Corporation's rules and regulations. Board-specific requirements for composition, powers, and responsibilities as required by the state of North Carolina are specified in Section 7.6 (Decisions of the Board of Trustees), and Article 8 (Board of Trustees).

5.6 - Foundation Circle or Second Tier Circle - The foundation circle shall manage the operations of the Foundation within the limits set by the board of trustees.

5.7 - Functional Circles or Third Tier Circle - Each functional circle shall consist of the operations leader and members of the functional circle and, if it has responsibility for other circles, the operations leader and at least one elected representative from each of those circles.

5.8 - Further Subdivision - The hierarchical pattern established in Sections 5.6–5.7, shall be repeated throughout the Corporation.

5.9 - Helping Circles - Any circle may form and dissolve helping circles as needed. A helping circle may be empowered to perform research, make recommendations, and prepare policy proposals for other circles to consider, but it shall under no circumstances make policy decisions.

Article 6 - Circle Governance

6.1 - Circle Responsibilities - Each circle, within the limits set by the next higher circle, shall:

- a. Determine and control its own policies to achieve its aim as defined by the next higher circle,

- b. Assign the leading, doing, and measuring of circle roles and responsibilities to its own members to achieve its aim and execute its own policies,
- c. Maintain a record keeping system of policy decisions and other information as specified in Section 6.4 (Circle Record Keeping),
- d. Assume responsibility for the professional development of the circle and its members,
- e. Elect one or more representatives from its members to serve as the circle's representative(s) to the next higher circle,
- f. Decide how to allocate the resources included in its budget, including the hiring and firing of personnel,
- g. Create lower circles as it determines appropriate, assigning an aim and allocating part of its resources to those circles,
- h. With the participation of the representative(s) of that circle, elect the operations leader of the next lower circle, and
- i. Decide whether lower circles shall be subdivided, combined, or dissolved.

6.2 - Limitations of Consent - The consent of certain circle members is not required for a decision in the following scenarios:

6.2.1 - Circle Elimination or Redefinition - The operations leader and representative(s) of the lower circle may participate in any discussion of dissolution or restructuring of their circle but their consent shall not be required for the higher circle to make a decision.

6.2.2 - Decisions Regarding Individuals - A circle participant or participants about whom decisions are being made may participate in any discussions but shall be excluded from participation in consent decisions related to their own benefits of employment, compensation, or service.

6.3 - Circle Officers - Except for the board of trustees as defined in Section 8.4 (Executive Officers), each circle shall have the following officers:

6.3.1 - Operations Leader (Executive Director) - The operations leader shall be elected by the next higher circle to manage the day-to-day operations within the lower circle's domain. The operations leader shall be a member of both the higher and lower circles but shall not serve as the representative of the lower circle.

6.3.2 - Facilitator - A facilitator shall be elected by each circle to conduct circle meetings, provide leadership in decision-making, and ensure that the circle is functioning according to the principles and methods of sociocratic governance.

6.3.3 - Secretary - Each circle shall elect a secretary to manage the affairs of the circle and perform tasks related to its functioning, including:

- a. Arranging and announcing circle meetings,
- b. Preparing the agenda in consultation with the facilitator and operations leader, and other circle members,
- c. Distributing study materials and proposals,
- d. Taking and distributing minutes, and
- e. Performing any other tasks assigned by the circle.

6.3.4 - Logbook Keeper - A logbook keeper shall be elected by the circle to maintain the circle logbook as defined in Section 6.4 (Circle Record Keeping). Depending on the size of the circle and the complexity of its work, the office of the logbook keeper may be combined with that of the secretary.

6.3.5 - Representative(s) - One or more representatives, other than the operations leader, shall be elected by the circle to participate in the next higher circle. Circle representatives participate as full members in both the lower and higher circles but cannot be the same person as the operations leader. Otherwise, any member may fill more than one office and offices may be combined.

6.3 - Circle Meetings - All circles shall meet at least quarterly to review their policies, evaluate their effectiveness, adopt new policies if necessary, and review development plans and progress.

6.4 - Circle Record Keeping - Each circle shall create and maintain a logbook, of which all circle members shall have a copy or easy access to a copy. The content of a logbook shall include but not be limited to:

- a. The Corporation's vision, mission, and aim statements,
- b. The Corporation's bylaws, rules, and procedures,
- c. The Corporation's strategic plan,
- d. Diagram of the Corporation's circle structure,
- e. Circle aims,
- f. Circle policy decisions and meeting notes,
- g. Circle development plans,
- h. Individual's aims, roles and responsibilities, and development plans, and
- i. Any other documents that record the business of the Circle.

Article 7 - Decision-Making

7.1 - Aim and Domain of Decision-Making - A circle's aim shall be determined by the next higher circle and defines the circle's domain of responsibility. In order to accomplish its aim, a circle shall be responsible for making the policy decisions governing operations within its domain.

7.2 - Consent - The principle of consent shall be applied to all circle decisions. Objections to a proposed decision must be:

- a. based on the decision's adverse effect on the circle member's ability to fulfill their roles and responsibilities in achieving the aim of the circle, and
- b. reasoned, meaning that reasons for the objection must be explained clearly enough for the objection to be resolved.

For all or some decisions, other methods of decision-making can be used by the circle if the decision to do so is made by consent and reviewed on a regular basis like all policy decisions.

7.2.1 - Decision by Consent

- a. The board of directors shall strive to make decisions by consent, meaning that all board members agree to move forward with the decision, even if it is not their first choice.
- b. A decision by consent is achieved when no board member objects to the proposal after a reasonable discussion period.

7.2.2 - When Majority Vote Applies

- a.1 If a decision by consent cannot be reached after thorough discussion and attempts at resolving concerns, the board may proceed to a majority vote.
- b. The transition from consent to majority vote requires the approval of a supermajority (e.g., 75%) of the board members present.

c. Once the board approves the transition to a majority vote, the decision shall be made by a simple majority of the board members present.

7.2.3 - **Documentation**

a. All decisions, whether made by consent or majority vote, shall be documented in the meeting minutes, including the rationale and any dissenting opinions.

7.2.4 - **Exceptional Circumstances**

a. In urgent or exceptional circumstances where an immediate decision is necessary, the board chairperson may call for a majority vote without prior attempts at consent, provided that the urgency and necessity are documented and communicated to all board members.

7.3 - Definition of Policy - Policy decisions govern the day-to-day operational activities of the Corporation and include, but are not limited to:

- a. Setting aims,
- b. Defining the scope of work,
- c. Designing the work process,
- d. Allocating resources,
- e. Delegating functions and tasks,
- f. Evaluating group and individual performance,
- g. Determining compensation, and
- h. Planning professional development.

7.4 - Operations Decisions - Day-to-day operations in a circle's domain shall be governed by the circle's policy decisions and directed by the operations leader. A circle shall establish which methods of decision-making will govern operations decisions. Since these policies are established by consent, they may range from requiring total consent to allowing autocratic decisions by the operations leader.

7.5 - Operations Decisions Without a Policy - If a necessary operations decision is not covered by an existing policy, the operations leader shall make the decision and request that it be reviewed at the next circle meeting or at a special circle meeting called for this purpose as described in Article 10 (Meetings). The operations leader, or other person acting as an operations leader, shall determine at his or her sole discretion whether such a decision is necessary.

7.6 - Decisions of the Board of Directors - Decisions of the board shall also be made by consent, as a higher standard than majority vote, and shall be considered satisfaction of the legal requirement that board decisions be made by majority vote of the trustees present and eligible to vote.

7.7 - Failure to Reach Consent - If after all options have been exhausted, a circle, other than the board, cannot achieve consent on a proposed action, and cannot achieve consent to drop or table the proposal, the decision shall be referred to the next higher circle.

7.8 - Proxies - The right to participate in decision-making or any other action of any circle, including the board, may not be delegated or exercised by proxy unless required by law.

Article 8 - Board of Trustees

8.1 - **Authority** - Within the requirements of the laws of the state of North Carolina, the board, as the top circle of the Corporation, shall manage and direct the business of the Corporation with full power to engage in any lawful act unless otherwise limited by these bylaws.

8.2 - **Responsibilities** - The board is responsible for ensuring that the Corporation, as a non-profit organization, is acting in accordance with the public trust and any laws that govern non-profit corporations.

Other responsibilities include, but are not limited to:

- a. Setting and overseeing the execution of a strategic plan,
- b. Ensuring fiscal responsibility,
- c. Maintaining long-term viability,
- d. Generating new ideas and directions, and
- e. Maintaining connections with external persons, organizations, agencies, and any other bodies necessary to the growth, development, and functioning of the Corporation.

8.3 - **Composition** - The board consists of:

- a. The executive officers (4),
- b. The executive director or other appointed officers from each functional circle,
- c. One appointed facilitator representative from each educational circle,
- d. Three or more expert trustees as defined in Section 8.5 (Expert Trustees), and
- e. Other trustees as determined by the board.

8.4 - **Executive Officers** - As required by law, the board shall elect from its members a minimum of four executive officers: a president, vice president, secretary, and treasurer. In accordance with the law and at its own discretion, the board may use other names to designate the executive officers.

8.4.1 - **President** - The president shall:

- a. Oversee board compliance with the law, the Articles of Incorporation, these bylaws, the principles and methods of sociocratic governance, and the board's own decisions,
- b. Ensure that the board functions as a circle in accordance with the provisions of Article 6 (Circle Governance), including ongoing professional development,
- c. Execute all instruments requiring a signature on behalf of the Corporation,
- d. Serve as or designate a public spokesperson for the Corporation,
- e. Perform other duties necessary to the office or as required by the board, and
- f. Perform the duties of other executive officers if they are unable or unwilling to complete them as stated in these bylaws or at the direction of the board

8.4.2 - **Vice President** - Assumes the roles of other executive officers in the event that they are unable to perform their duties.

8.4.2 - **Secretary** - The secretary of the board shall perform all the functions specified for secretaries of all circles in Section 6.3.3 (Secretary). In addition, the secretary of the board shall:

- a. Give, or cause to be given, any notices required by law or by these bylaws,
- b. Assume responsibility for corporate and board circle records,
- c. Maintain custody of the seal of the corporation, if any, and validate documents by affixing the seal as authorized by the board or the president,
- d. Perform such other duties as may be assigned by the board or the president.

8.4.3 - **Treasurer** - The treasurer (who must have at least a B.A. in business administration/accounting and at least 5 years of business world experience) shall:

- a. Oversee financial affairs,
- b. Have custody of all funds and securities until otherwise assigned,
- c. Establish or cause to be established appropriate financial records, accounts, and practices to ensure judicious use and care,
- d. Prepare, review, or cause to be prepared budgets, fundraising plans, and financial reports,
- e. Make the financial records available in accessible format in accordance with the practice of sociocratic organizations for transparency as required by Article 12 (Financial Practices),
- f. Review financial records of functional circles quarterly/prior to any board meeting and follow up with questions as necessary.
- g. Perform the duties of the secretary if he or she is unable or unwilling to perform them, and
- h. Perform other duties as required by the board.

8.5 - Expert Trustees - A minimum of three (3) trustees shall be elected by the board to provide expertise in specific areas and to serve as independent connections to the larger social, financial, and governmental communities.

8.6 - Accountability - Each trustee shall exercise independent judgment in good faith and in the best interests of the Corporation with the care of an ordinarily prudent person under similar circumstances.

8.7 - Compensation - With the exception of the executive director, finance officer, advertising officer, the general management circle representatives if employed by the Corporation, and any expert trustees who are otherwise providing contracted professional services to the Corporation, trustees shall not receive compensation for their services, although they may be reimbursed for ordinary and necessary expenses incurred in fulfilling their responsibilities.

8.8 - Conflict of Interest and Confidentiality - Each trustee shall sign and the secretary shall retain or cause to be retained in the files of the Corporation a copy of the conflict of interest and confidentiality policy.

8.9 - Transparency - Whenever possible, the board shall ensure compliance with the practice of sociocratic organizations to make records of all transactions transparent and available to the members, staff, and other interested parties. In order to address a reasoned objection to any information being classified confidential, the board shall establish policies providing for examination that protects the information and makes it available for review.

Article 9 - Elections and Terms

9.1 - Election Process - Board members, board officers, and circle officers shall be elected using the principle of consent elections as required in Section 4.1.4 (The Principle of Consent Elections). Elections may be conducted as an item of business on any meeting agenda or in a meeting called for this purpose. The process shall include but is not limited to:

- a. Nominations with rationale,
- b. Discussion and resolution of objections, if necessary, and
- c. Consent.

The facilitator or another person elected for this purpose shall conduct the process and may propose what appears to be the best choice given the reasons presented in the nominations and discussion. Consent to the facilitator's proposal must be confirmed.

9.2 - Date of Elections - Election of trustees, executive officers, and other circle officers shall be conducted at the circle's annual meeting that takes place in August prior to the new school year beginning (Annual Meeting), and as necessary to fill vacant positions.

9.3 - Election of Board Members

9.3.1 Nominations: Nominations for board members shall be solicited from the current board and circle participants 60 days prior to the annual meeting.

9.3.2 Term Length: Board members shall serve terms of three years. Terms will be staggered so that approximately one-third of the board is elected each year, ensuring continuity.

9.3.3 Term Limits: Board members may serve no more than two consecutive terms. After a one-year hiatus, former board members are eligible for re-election.

9.3.4 Vacancies: In the event of a vacancy on the board, the remaining board members shall appoint a replacement to serve until the next annual meeting, at which time an election will be held to fill the remainder of the term.

9.3.5 Election Timing: Officer elections will be held at the first board meeting following the annual meeting. Officers will serve one-year terms and may be re-elected for consecutive terms.

9.3.6 Duties of Officers: The specific duties of each officer shall be defined in the bylaws and any additional policies adopted by the board.

9.4 - Removal and Resignation

9.4.1 Removal: A board member may be removed from office by a two-thirds vote of the remaining board members for failure to fulfill the duties of the position, misconduct, or actions that are contrary to the interests of the organization. Persons removed from their position are no longer eligible to run for any position within Wildly Inclusive Learning Collective.

9.4.2 Resignation: A board member may resign at any time by providing written notice to the President or Secretary. The resignation shall be effective upon receipt of the notice or at a later date specified in the notice.

9.5 - Transition

9.5.1 Orientation: Newly elected board members shall participate in an orientation session to familiarize themselves with the organization's mission, policies, and procedures.

9.5.2 Handover: Outgoing board members shall ensure a smooth transition by providing relevant documents and information to their successors and remaining available for consultation for a reasonable period.

Article 10 - Meetings

10.1 - **Annual Meeting** - One circle meeting a year shall be designated the annual meeting for purposes of conducting elections as specified in Article 9 (Elections and Terms). Other business may also be conducted at this meeting as determined by the circle.

10.2 - **Circle Meetings** - Circles shall meet at least quarterly at an agreed upon time and place including by any telephonic, digital electronic means, or any other method that allows circle members to deliberate, resolve objections, and consent to decisions.

10.3 - **Special Circle Meetings** - Special meetings may be held at the request of any circle member at a time convenient to a sufficient number of other circle members to constitute a quorum, if required by the circle's policies. Such a request should be made to the secretary of the circle or as otherwise determined by the circle.

10.4 - **Notice** - At least seven (7) days advance notice must be given to each circle member for any meeting in which decisions or other actions are to be made, subject to Section 10.5 (Waiver of Notice). Methods of notification include a note in the records of the last circle meeting, notification by mail, facsimile, telephonic, digital electronic, or any other method as determined by the circle. When possible, such notice shall include proposed agenda items and any supporting documents.

10.5 - **Waiver of Notice** - The circle may determine in its policies when notice of meetings, including special meetings, may be waived. Presence at a meeting where notice is given or failure to pay attention to methods of communication established by the circle shall constitute waiver of notice.

10.6 - **Quorum** - Members present by telephonic or other means that allow them to participate in the discussion, resolve objections, and consent or vote, as appropriate, shall be included in the quorum.

10.6.1 - **Board of Trustees** - As required by law, unless written consent is given by absent members and is presented to the secretary before the meeting, one half of all board members must be present in order for business to be conducted or actions taken. In no case, however, shall business be conducted or actions taken with less than three trustees participating.

10.6.2 - **Circles other than the Board** - Circles other than the board may determine their own quorums for all meetings, for a specific meeting, or for a class of meetings.

10.5 - **Actions without a Meeting**

10.5.1 - **Board of Trustees** - Any action required or permitted at a meeting of the board may be taken without a meeting if written consent is granted by 75% of trustees entitled to vote or consent as appropriate. Written consent may include notices by mail, facsimile, electronic means, or other methods as determined by the board and such notices shall be filed with the minutes of the board. Vote by methods determined by the board must have a proposed "end date and time" that gives members at least 24 hours to review and respond. By law, consent to an action without a meeting shall have the same force and effect as consent or unanimous vote given in a meeting.

10.5.2 - **Other Circles** - Any action required or permitted at a circle meeting may be taken without a meeting by consent of all members as specified in this Section for the board of trustees or according to any process set by circle policy.

Article 11 - Financial Practices

11.1 - Financial Practices - The financial practices of the Corporation shall follow the highest standards of accountability and transparency. Unless doing so would reveal personal information of employees, donors, or other persons, or otherwise compromise the stability of the Corporation, financial records will be available to all individuals and employees of the Corporation, and to other such persons as the board determines.

11.2 - Use of Funds - Corporation funds shall only be used for activities related to the Corporation's mission as stated in Article 2 (Purpose), and exclusively for charitable and educational purposes.

11.3 - Fiscal Year - The fiscal year shall begin on the first day of July and end on the last day of June unless otherwise determined by the board.

Article 12 - Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who acts in his or her capacity as a Member of the Corporation or serves as one of its trustees or officers, or who serves at its request as a member, trustee or officer of another organization or in a capacity with respect to any employee benefit plan (each such person being called in this Article 13 a "Person") against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while in office or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, to the extent that such matter relates to service at the request of the corporation for another organization or an employee benefit plan, in the best interests of such organization or of the participants or beneficiaries of such employee benefit plan. Such best interests shall be deemed to be the best interests of the Corporation for the purposes of this Article 13. Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by any Person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification, by the board, acting by a vote of only disinterested trustees. Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts so paid if such Person ultimately shall be adjudicated to be not entitled to indemnification under this Article 13. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment. The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Article shall affect any other rights to indemnification to which any Person or other corporate personnel may be entitled by contract or otherwise under law. As used in this Article 13, the term "Person" includes such Person's respective heirs, executors and administrators, and a "disinterested" trustee is one against whom in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is not then pending.

Article 13 - Amendments

13.1 - These Bylaws may be altered or repealed and new bylaws adopted by the board of trustees with a minimum of thirty (30) days notice to all circle individuals of intent to amend, including the wording of such amendment. The purpose of such notice shall be to allow circles to call special meetings, if they consider it necessary, to deliberate on such amendments and to select a representative(s) to participate in the

deliberations in the next higher circle. The decision to amend these bylaws will be subject to the same requirements as any other policy change, as described in Article 7 (Decision-Making) and Article 10 (Meetings). No amendment shall be made that would adversely affect the Corporation's qualification under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Article 14 - Founders

14.1 - Definition of Founders

14.1.1 Founders are individuals who played a significant role in the creation and establishment of the foundation.

14.2 - Roles and Responsibilities

14.2.1 Founders are responsible for setting the initial vision, mission, and goals of the foundation.

14.2.2 Founders may provide ongoing guidance and support to ensure the foundation's alignment with its original objectives.

14.2.3 Founders may serve as ambassadors and advocates for the foundation, leveraging their influence and networks to promote the foundation's mission.

14.3 - Rights and Privileges

14.3.1 Founders may be granted certain privileges, such as honorary titles, recognition in official documents, and invitations to special events.

14.3.2 Founders may have the right to attend board meetings as non-voting members and provide input on strategic decisions.

14.4 - Succession

14.4.1 In the event of their death, the founders designate their spouse & children as the primary successors to assume the benefits of article 14 of the by-laws as legacy founders of the organization.

14.5 - Advisory Role

14.5.1 Founders may serve on an advisory board or committee, providing strategic advice and support to the board of directors and executive leadership.

14.5.2 Founders' advisory roles should be clearly defined, including their scope of influence and decision-making authority.

14.6 - Conflict of Interest

14.6.1 Founders must disclose any potential conflicts of interest and refrain from participating in decisions where such conflicts may arise.

14.6.2 Founders must act in the best interest of the foundation and uphold its mission and values at all times.

14.7 - Communication with Founders

14.8.1 The foundation should establish regular communication channels with founders to keep them informed about the organization's progress and developments.

14.8.2 Founders should be consulted on major strategic decisions, ensuring their input and perspectives are considered.

Article 15- Dissolution

15.1 Proposal of Dissolution

15.1.1 The board of directors may propose the dissolution of the corporation if it determines that such action is necessary and in the best interest of the corporation.

15.2 Notification to Founders

15.2.1 Before any formal notice of dissolution is made public or communicated to the broader community, the corporation must first offer the opportunity to the founders to assume control or ownership of the corporation.

15.2.2 The board of directors must notify the founders in writing of the proposal to dissolve, providing a detailed explanation and the rationale behind the decision.

15.3 Founders' Response

15.3.1 The founders shall have a period of 30 days from the date of notification to respond to the offer.

15.3.2 If the founders accept the offer to assume control or ownership, the board of directors shall work with the founders to transfer the necessary assets, responsibilities, and legal rights to facilitate this transition.

15.4 Public Notice of Dissolution

15.4.1 If the founders decline the offer or do not respond within the specified 30-day period, the board of directors may proceed with the formal process of dissolution.

15.4.2 The corporation shall then issue a formal notice of dissolution to all stakeholders, including members, donors, employees, and the broader community, in accordance with applicable laws and regulations.

15.5 Distribution of Assets

15.5.1 Upon dissolution of the corporation, after settling all liabilities and obligations, any remaining assets shall be distributed in accordance with the mission and purposes of the corporation as stated in its articles of incorporation and bylaws.

15.5.2 Preference shall be given to transferring remaining assets to another organization with similar purposes and goals.

15.6 Legal Compliance

15.6.1 The dissolution process shall comply with all applicable federal, state, and local laws, including but not limited to filing necessary paperwork and notifications with government agencies.

15.7 Record-Keeping

15.7.1 Detailed records of the dissolution process, including communications with the founders and other stakeholders, shall be maintained and preserved for a minimum of seven years following the dissolution.