



TABLE OF CONTENTS

Article 1 – Name, Purpose, and Powers

- 1.01 Name
- 1.02 Purpose
- 1.03 Powers and Nonprofit Status
- 1.04 Nonprofit Status
- 2. **Article 2 – Offices**
 - 2.01 Principal Office
 - 2.02 Additional Offices
 - 2.03 Registered Agent
- 3. **Article 3 – Membership**
 - 3.01 No Membership
- 4. **Article 4 – Board of Directors**
 - 4.01 General Powers
 - 4.02 Composition
 - 4.03 Terms
 - 4.04 Qualifications and Election of Directors
 - 4.05 Vacancies
 - 4.06 Removal of Directors
 - 4.07 Fiscal Year
 - 4.08 Board of Directors Meetings
 - 4.09 Voting and Manner of Acting
 - **4.10 Exempt Activities Limitation**
 - 4.11 No Compensation for Directors
 - 4.12 Reasonable and Fair Reimbursement
- 5. **Article 5 – Committees**
 - 5.01 Committees and Establishment
 - 5.02 Meetings and Action of Committees
 - 5.03 Informal Action by the Board of Directors
- 6. **Article 6 – Officers**
 - 6.01 Officers
 - 6.02 Term of Office
 - 6.03 Removal and Resignation
 - 6.04 Officer Duties
 - 6.05 Non-Director Officers
 - **6.06 Compensation of Officers**
 - **6.07 Executive Compensation Policy**

7. Article 7 – Contracts, Checks, and Loans

- 7.01 Contracts and Other Writings
- 7.02 Checks, Drafts
- 7.03 Deposits
- 7.04 Loans

8. Article 8 – Non-Discrimination Policy

- **8.01 Policy Statement**
- 8.02 Scope of the Policy
- 8.03 Reporting and Enforcement
- 8.04 Training and Awareness

9. Article 9 – Miscellaneous Provisions

- 9.01 Official Seal
- 9.02 Amendment of Bylaws
- 9.03 Inspection of Records
- 9.04 Fiscal Responsibility
- 9.05 Conflict Resolution
- 9.06 Bylaw Interpretation
- 9.07 Gender and Number
- 9.08 Partnerships and Affiliations
- 9.09 Professional and Consultant Contracts
- 9.10 Confidentiality and Privacy Policy
- **9.11 Fundraising and Solicitation**
- **9.12 Advocacy and Political Activity**
- **9.13 Private Benefit and Inurement**
- **9.14 Financial Management & Accountability**

10. Article 10 – Document Retention and Destruction Policy

- **10.01 Purpose**
- 10.02 General Guidelines
- 10.03 Exception for Litigation Relevant Documents
- 10.04 Minimum Retention Periods for Specific Categories
- 10.05 Electronic Mail

11. Article 11 – Transparency, Accountability, and Recordkeeping

- 11.01 Purpose
- **11.02 Financial and IRS Documents**
- 11.03 Means and Conditions of Disclosure
- 11.04 IRS Annual Information Returns (Form 990)
- 11.05 Board Transparency
- 11.06 Staff Records
- 11.07 Donor Records
- 11.08 Bylaws Handbook

12. Article 12 – Codes of Ethics and Whistleblower Policy

- 12.01 Purpose
- 12.02 Reporting Violations
- 12.03 Acting in Good Faith
- 12.04 Retaliation
- 12.05 Confidentiality
- 12.06 Handling of Reported Violations

13. Article 13 – Dissolution

- **13.01 Asset Distribution**
- 13.02 Priority of Obligations
- 13.03 Selection of Recipient Organizations
- 13.04 Legal and Ethical Compliance
- 13.05 Oversight and Reporting

14. Article 14 – Counter-Terrorism and Due Diligence Policy

- 14.01 Policy

15. Article 15 – Amendments

- 15.01 Authority to Amend

16. Article 16 – Conflict of Interest Policy

- **16.01 Purpose**
- 16.02 Definitions
- 16.03 Procedures
- 16.04 Violations of the Conflict of Interest Policy
- 16.05 Annual Statements
- 16.06 Periodic Review
- 16.07 Compliance with IRS Regulations

17. Article 17 – Indemnification and Insurance

- 17.01 Indemnification
- 17.02 Insurance for Directors and Officers (D&O Insurance)

18. Article 18 – Governance Committees

- 18.01 Establishment and Purpose
- 18.02 Composition
- 18.03 Responsibilities
- 18.04 Succession Planning and Self-Assessment

19. Article 19 – Diversity, Equity, and Inclusion

- 19.01 Commitment to DEI
- 19.02 DEI Principles
- 19.03 Goals and Implementation
- 19.04 Monitoring and Accountability
- 19.05 Documentation

20. Article 20 – Adoption and Certification

- 20.01 Adoption of Bylaws
- 20.02 Certification of Adoption

21. Article 21 – Closing Provisions

- 21.01 Effective Date
- 21.02 Authority
- 21.03 Final Statement

ARTICLE I

NAME, PURPOSE and POWERS

Section 1.01 Name

1. The name of the organization is **Oasis Voices of Humanity Foundation, Inc.** (the "Corporation"), a nonprofit organization.

Section 1.02 Purpose

1. The Corporation is a nonprofit organization operated exclusively for **charitable and educational purposes** under **Section 501(c)(3) of the Internal Revenue Code**.
2. Its mission is to **empower disadvantaged individuals and underserved communities** through **education, mentorship, and hands-on training** in podcasting, audio production, and related media fields. Additionally, the Corporation supports those in need by **providing food, clothing, job placement assistance, and supporting soup kitchens**.
3. By integrating **skills development with direct community support**, the Corporation seeks to **amplify underrepresented voices, foster economic self-sufficiency, and strengthen local communities**.

Section 1.03 Powers and Nonprofit Status

The Corporation (the "Corporation") shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes permitted to a nonprofit organization under the **Texas Business Organizations Code (BOC)** and **Section 501(c)(3) of the Internal Revenue Code**, including but not limited to the following:

1. **Operate as a Tax-Exempt Entity:** The Corporation shall have the power to **carry out charitable, educational, and nonprofit activities** consistent with its tax-exempt status under Section 501(c)(3).
2. **Enter Into Contracts and Agreements:** The Corporation may enter into **contracts, partnerships, and agreements** necessary to fulfill its mission.
3. **Own and Manage Property:** The Corporation shall have the power to **purchase, lease, sell, and maintain** real and personal property for its nonprofit purposes.
4. **Receive and Distribute Funds:** The Corporation may **solicit, accept, and administer donations, grants, and contributions** from individuals, corporations, foundations, and governmental entities.
5. **Establish and Operate Programs:** The Corporation shall have the authority to **develop and implement programs, workshops, and initiatives** that align with its mission.

6. **Employ Staff and Engage Volunteers:** The Corporation may **hire employees, contract consultants, and engage volunteers** to assist in carrying out its activities.
7. **Advocate for Its Mission (Within Legal Limits):** The Corporation may engage in **limited advocacy and public awareness efforts** related to its mission, provided such activities comply with IRS regulations regarding lobbying and political activity for 501(c)(3) organizations.
8. **Invest and Manage Financial Assets:** The Corporation may invest its funds in a manner **consistent with nonprofit best practices** to sustain its financial health.
9. **Take Any Lawful Action to Further Its Mission:** The Corporation shall have the power to take any **legal action necessary** to fulfill its mission, provided such actions do not violate its tax-exempt status or applicable laws.

Section 1.04 Nonprofit Status

1. The Corporation (the "Corporation") shall have all powers permitted to a nonprofit organization under the **Texas Business Organizations Code (BOC)** and **Section 501(c)(3) of the Internal Revenue Code**.

ARTICLE 2

OFFICES

Section 2.01 Principal Office

1. The principal office of the Corporation shall be located at 5900 Balcones Drive #22865, Austin, TX 78731, or such other location as determined by the Board of Directors.

Section 2.02 Additional Offices

1. The Corporation may establish additional offices in the state or out of state of Texas as determined by The Board of Directors to further its mission.

Section 2.03 Registered Agent

1. The Corporation shall maintain a registered agent in the State of Texas as required by law. The registered agent shall be responsible for receiving legal documents and official correspondence on behalf of the Corporation.
2. The registered agent of the Corporation is **Lonestar Registered Agent LLC, 5900 Balcones Dr Suite 100, Austin, TX 78731**. The Board of Directors may change the registered agent as needed, in compliance with Texas law, by filing the appropriate documentation with the Texas Secretary of State.

ARTICLE 3

MEMBERSHIP

Section 3.01 No Membership

1. The Corporation shall have no voting members. Governance shall be vested in the Board of Directors.

ARTICLE 4

BOARD OF DIRECTORS

Section 4.01 General Powers

1. The Board of Directors ("Board") shall oversee the affairs of the Corporation, ensuring alignment with its mission and compliance with legal and ethical standards. The Board shall have full authority to set policies, oversee finances, and ensure strategic growth, while ensuring the Corporation's operations remain consistent with its exempt status under **Section 501(c)(3)** of the Internal Revenue Code.

Section 4.02 Composition

1. The Corporation shall have a Board of Directors consisting of at least 5 and no more than 10 directors. The Board may increase or decrease the number of directors within these limits, provided the change is approved by a majority vote of the existing Board members. The Board may also modify the number of directors for the purpose of staggering their terms.

Section 4.03 Terms

1. All directors shall be elected to serve a one-year term, renewable upon Board approval by a simple majority vote or extended until a successor has been elected. Directors' terms shall be staggered so that approximately half of the directors will end their terms each year. The term of office shall begin on January 1 and end on December 31 of the same year, unless the term is extended until such time as a successor has been elected.

Section 4.04 Qualifications and Election of Directors

1. To be eligible to serve as a director, an individual must be at least 18 years of age and must meet any additional qualifications as determined by the Board, including not being disqualified due to conflicts of interest. Directors shall be elected at the first Board meeting of each year by a simple majority vote. The election of directors to replace those whose terms have expired shall take place in January of each year.

Section 4.05 Vacancies

1. The Board of Directors may fill vacancies that occur due to the expiration of a director's term, resignation, death, or removal, or may appoint new directors to fill previously unfilled positions, subject to the maximum number of directors outlined in these Bylaws.
2. **Unexpected Vacancies:** Vacancies due to resignation, death, or removal shall be filled by the Board for the balance of the term of the director being replaced.

Section 4.06 Removal of Directors

A director may be removed by a two-thirds vote of the directors then in office if:

1. The director is absent and unexcused from two or more Board meetings in a twelve-month period. The President is empowered to excuse directors from attendance for reasons deemed adequate by the President. The President shall not have the power to excuse themselves, and in such cases, the Vice President may excuse the President.
2. The director is removed with or without cause, provided the director is notified in advance (via electronic or written notice) of the Board's intention to discuss their removal and is given an opportunity to be heard at a meeting.

Section 4.07 Fiscal Year

1. The fiscal year of the Corporation shall be from January 1 to December 31 of each year.

Section 4.08 Board of Directors Meetings

1. **Regular Meetings:** The Board of Directors shall hold a minimum of four (4) regular meetings each calendar year at times and locations determined by the Board. Notice of these meetings shall be provided at least four (4) days in advance and can be delivered via various methods including first-class mail, email, text message, chat platforms (such as Slack or similar messaging services), video conferencing platforms, or other digital communication tools. Notices delivered by mail, email, text message, chat platforms, or electronic transmission methods shall be considered delivered upon deposit in the respective system. The notice must specify the date, time, and location of the meeting but does not need to include the purpose of the meeting.

2. **Special Meetings:** Special meetings may be called by the President, Vice President, Secretary, Treasurer, or any two (2) other directors. A special meeting must be preceded by at least two (2) days' notice to each director of the date, time, and place, but not the purpose, of the meeting.
3. **Special Meetings Requirements:** Special meetings shall be conducted in accordance with the same quorum and voting requirements as regular meetings.
4. **Waiver of Notice:** Any director may waive notice of any meeting, in accordance with Texas law.

Section 4.09 Voting and Manner of Acting

1. **Quorum:** A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the Board at any meeting where a quorum is not present.
2. **Attendance Requirements:** Board members are expected to attend all scheduled meetings unless excused in advance. Repeated absences may be grounds for removal.
3. **Participation:** Directors may participate in a regular or special meeting through any means of communication that allows all directors to hear each other during the meeting, including in-person, internet video meeting, or telephonic conference call.
4. **Voting Thresholds:**
 - a. **Simple Majority Vote (50% + 1):** Routine decisions, director election or removal.
 - b. **Two-Thirds (2/3) Vote:** Bylaw amendments.
 - c. **Three-Fourths (3/4) Vote:** Officer removal, major restructuring.
 - d. **Unanimous Vote (100%):** Mergers, fundamental mission changes, major policies that materially impact the organization's structure, operations, or mission.
5. **Hung Decisions:** In the case of a tied vote, the President/CEO, Treasurer, or Secretary, in the order of presence, shall have the power to cast the deciding vote based on their discretion.

Section 4.10 Exempt Activities Limitation

1. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted by an organization exempt under **Section 501(c)(3)** of the Internal Revenue Code, or by any organization contributions to which are deductible under **Section 170(c)(2)** of such Code and Regulations.

Section 4.11 No Compensation for Directors

1. Directors shall receive no compensation for carrying out their duties as directors. However, the Board may adopt policies allowing for reasonable reimbursement of directors for actual expenses incurred in carrying out their duties, including attending required Board meetings and activities directly associated with their role as directors.

Section 4.12 Reasonable and Fair Reimbursement

1. Any reimbursement provided to directors shall be reasonable and fair to the Corporation, in compliance with IRS guidelines. All reimbursements must be reviewed and approved in accordance with the Corporation's **Conflict of Interest Policy** under **Article 16, Section 16.02** and applicable Texas state law to ensure transparency and avoid conflicts of interest.

ARTICLE 5

COMMITTEES

Section 5.01 Committees and Establishment

1. The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of three or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution, shall have all the authority of the board, except that no committee, regardless of resolution, may:
 2. Take any final action on matters which also requires board members' approval or approval of a majority of all members;
 3. Fill vacancies on the Board of Directors or in any committee which has the authority of the board;
 4. Amend or repeal Bylaws or adopt new Bylaws;
 5. Amend or repeal any resolution which by its express terms is not so amendable or repealable;
 6. Appoint any other committees or the members of these committees;
 7. Expend corporate funds to support a nominee for director; **or**

approve any transaction;

1. To which the Corporation is a party and one or more directors have a material financial interest; or
2. Between the Corporation and one or more of its directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

Section 5.02 Meetings and Action of Committees

1. Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of **Article 4** of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board or by resolution of the committee.

2. Special meetings of the committee may also be called by a resolution.
3. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee.
4. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records.
5. The governing body may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

Section 5.03 Informal Action By the Board of Directors

1. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum.
2. For purposes of this section, an email transmission from an email address on record shall constitute a valid written communication.

ARTICLE 6

OFFICERS

Section 6.01 Officers

1. The Corporation shall have a President, CEO, Secretary, Treasurer, and other officers as deemed necessary. All of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers.
2. The board may also appoint a Vice President or additional Vice Presidents, Chief-Financial-Officer, and such other officers as it deems expedient for the proper conduct of the business of the Corporation, each of whom shall have such authority and shall perform such duties as the Board of Directors may determine.
3. One person may hold two or more offices, but no officer may act in more than one capacity where action of two or more officers is required.

Section 6.02 Term of Office

1. Each officer shall serve a three-year term and may be re-elected to consecutive terms upon approval by a simple majority vote of the Board at the conclusion of their current term. An officer may also be elected to fill a vacancy in an officer position.

2. The term of office for each officer shall begin immediately upon the adjournment of the Board meeting at which they are elected and shall end upon the adjournment of the meeting during which their successor is elected.

Section 6.03 Removal and Resignation

1. The Board of Directors may remove any officer at any time, with or without cause, by a Board vote in accordance with **Article 4, Section 4.08 4.c.**
2. Any officer may resign at any time by giving written a 30 day notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.
3. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice.
4. The acceptance of the resignation shall not be necessary to make it effective.

Section 6.04 Officer Duties

President

- a. Serves as the **Chief Executive Officer** of the Corporation, responsible for **overseeing daily operations** and ensuring alignment with the organization's mission.
- b. Represents the Corporation in **public relations, advocacy efforts, and strategic partnerships.**
- c. Leads the **implementation of programs, policies, and initiatives** as directed by the Board of Directors.
- d. Provides leadership to the Board and staff, fostering a collaborative and mission-driven culture.
- e. Ensures compliance with **legal, financial, and governance requirements** in accordance with nonprofit best practices.

Vice President

- f. In the absence or disability of the President, the ranking Vice President or Vice President designated by the board shall perform the duties of the President.
- g. When so acting, the Vice President shall have all the legal powers of and be subject to all the restrictions upon the President.
- h. The Vice President shall have such other powers and perform such other duties prescribed for them by the board or the President.
- i. The Vice President may accede to the office of President upon the completion of the President's term of office.

Secretary

- j. Maintains and safeguards the **official records** of the Corporation, including **meeting minutes, bylaws, and resolutions**.
- k. Ensures **timely notice of meetings** and keeps an accurate record of Board proceedings.
- l. Oversees the filing of **corporate documents and compliance reports** as required by law.
- m. Manages correspondence and maintains records of **Board actions and governance policies**.

Treasurer

- n. Oversees the **financial management** of the Corporation, ensuring sound fiscal stewardship.
- o. Prepares and presents **financial statements, reports, and annual budgets** to the Board.
- p. Ensures compliance with **IRS reporting requirements** and nonprofit financial best practices.
- q. Works closely with **accountants, auditors, and financial advisors** to maintain transparency and accountability.
- r. Reviews and monitors **financial policies, expenditures, and investments** to safeguard organizational assets.
- s. The Treasurer shall perform all duties properly required by the board or the President. The Treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the Treasurer.

Section 6.05 Non-Director Officers

1. The Board of Directors may designate additional officer positions of the Corporation and may appoint and assign duties to other non-director officers of the Corporation.

Section 6.06 Compensation of Officers

The **President/CEO** may receive **reasonable** compensation for services rendered to the Corporation. Such compensation shall:

1. Be **approved by the Board of Directors** and comply with IRS regulations and nonprofit best practices.
2. Be **subject to an annual review**, ensuring alignment with market standards for similar nonprofit organizations.
3. Be **documented in Board meeting minutes** and comply with the Corporation's Conflict of Interest Policy (**Article 16**).

4. Be determined using objective data, including salary surveys, nonprofit compensation benchmarks, or third-party consultants.
5. Be **reasonable and not excessive**, as defined under IRS regulations.
6. Be set without the **President/CEO** being present during discussions or votes on their own compensation.
7. The Corporation shall not provide **private inurement** (undue personal benefit) to any individual. All compensation shall be **reasonable, directly related to services performed, and aligned with the Corporation's mission and exempt purposes** under Section 501(c)(3) of the Internal Revenue Code.

Section 6.07 Executive Compensation Policy

The Board shall oversee the compensation of the **President/CEO and any key employees** in accordance with **nonprofit best practices and IRS guidelines**. Compensation policies shall ensure:

1. **Independence** – Compensation shall be reviewed **independently**, using industry benchmarks and comparable nonprofit salaries.
2. **Transparency** – Compensation decisions shall be **documented and approved** to ensure fairness and reasonableness.
3. **Annual Review** – Compensation shall be **evaluated annually** to ensure compliance with IRS regulations and nonprofit standards.
4. **Compliance** – No part of the Corporation's earnings shall **inure to the benefit** of any individual, and all compensation shall directly support the Corporation's mission.

ARTICLE 7

CONTRACTS, CHECKS and LOANS

Section 7.01 Contracts and other Writings

1. Except as otherwise provided by resolution or policy of the board, all contracts, deeds, leases, mortgages, grants, and other agreements of the Corporation shall be executed on its behalf by the treasurer or other persons to whom the Corporation has delegated authority to execute such documents in accordance with policies approved by the board.

Section 7.02 Checks, Drafts

1. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by a resolution.

Section 7.03 Deposits

1. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depository as the governing body or a designated committee may select.

Section 7.04 Loans

1. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

ARTICLE 8

NON-DISCRIMINATION POLICY

Section 8.01 Policy Statement

1. The Corporation is committed to providing an environment that is free from discrimination, harassment, and retaliation. The Corporation does not and shall not discriminate on the basis of race, color, religion, gender, gender identity, sexual orientation, age, national origin, disability, marital status, or military status in any of its activities or operations.

Section 8.02 Scope of the Policy

This policy applies to:

1. Recruitment, hiring, and employment practices.
2. Volunteer participation and engagement.
3. Beneficiary services and program eligibility.
4. Relationships with donors, partners, and vendors.

Section 8.03 Reporting and Enforcement

1. Any individual who believes they have been subject to discrimination or harassment may report their concerns to the Governance Committee or designated officer.
2. Complaints shall be investigated promptly and confidentially.
3. Violations of this policy may result in disciplinary action, including termination of employment or volunteer service.
4. Reports of discrimination, harassment, or retaliation shall be handled in accordance with the **Whistleblower Policy** outlined in **Article 12**.

Section 8.04 Training and Awareness

1. All Directors, Officers, staff, and volunteers shall receive training on the Corporation's non-discrimination policy during onboarding and periodically thereafter.
2. The Board of Directors shall review the policy annually to ensure alignment with current legal and ethical standards.

ARTICLE 9

MISCELLANEOUS PROVISIONS

Section 9.01 Official Seal

1. The Corporation may have an official seal, which shall be in such form as adopted by the Board of Directors.

Section 9.02 Amendment of Bylaws

1. These Bylaws may be amended by a majority vote of the Board of Directors at any regular or special meeting, provided that notice of the proposed amendment(s) has been given.

Section 9.03 Inspection of Records

1. Any member or Director of the Corporation may inspect the Corporation's books, records, and minutes at any reasonable time, upon request to the Board.

Section 9.04 Fiscal Responsibility

1. The Corporation shall maintain fiscal responsibility through **annual budgeting, financial oversight, and auditing procedures** as determined by the Board of Directors.
2. The Treasurer shall oversee financial reporting and ensure compliance with applicable nonprofit financial laws.

Section 9.05 Conflict Resolution

1. In the event of a dispute or disagreement between members of the Board of Directors, officers, or staff, the Board shall implement a formal dispute resolution process, which may include mediation or arbitration, to resolve conflicts in a fair and timely manner.

Section 9.06 Bylaw Interpretation

1. The Board of Directors shall have the authority to interpret the provisions of these Bylaws as necessary, ensuring consistency with the Corporation's mission and applicable law.

Section 9.07 Gender and Number

1. Words importing the singular number include the plural, and vice versa, and words importing the masculine gender include the feminine and neuter genders.

Section 9.08 Partnerships and Affiliations

1. The Corporation may enter into partnerships, affiliations, and cooperative agreements with other organizations as determined by the Board of Directors.

Section 9.09 Professional and Consultant Contracts

1. The Board of Directors shall have the authority to approve any contracts for professional services, consulting, or other external agreements entered into by the Corporation.
2. The Board may approve contracts by resolution, and the terms of such contracts shall be documented in the meeting minutes.

Section 9.10 Confidentiality and Privacy Policy

Confidentiality of Information

1. All officers, directors, employees, and volunteers of the Corporation shall maintain the confidentiality of all proprietary, financial, and personal information related to the Corporation's activities, members, donors, and partners. This includes, but is not limited to, sensitive donor information, personal records of employees or volunteers, and any other confidential or private information obtained during the course of their duties.

Use of Confidential Information

1. Confidential information shall not be used for personal gain or for any purpose other than to carry out the work of the Corporation, and it shall only be disclosed when required by law or as authorized by the Board of Directors.

Compliance with Applicable Laws

1. The Corporation shall comply with all applicable state, federal, and local laws and regulations related to the protection and privacy of personal data and sensitive information, including the **Health Insurance Portability and Accountability Act (HIPAA)**, **Gramm-Leach-Bliley Act (GLBA)**, or any other applicable privacy laws.

Enforcement and Penalties

1. Failure to comply with the confidentiality provisions may result in disciplinary actions, including but not limited to removal from office or termination of employment, and may be subject to legal consequences as applicable.

Section 9.11 Fundraising and Solicitation

1. The Corporation may engage in fundraising activities to support its mission, provided all solicitations comply with **applicable laws, ethical standards, and donor intent**. The Board of Directors shall oversee fundraising policies and ensure financial accountability for all funds raised.

Section 9.12: Advocacy and Political Activity

Advocacy Within Legal Limits

1. The Corporation may engage in **advocacy and public awareness efforts** that align with its mission, provided such activities comply with **federal, state, and local laws** governing tax-exempt organizations. The Corporation's advocacy efforts shall be **nonpartisan and educational in nature**, aimed at furthering its charitable purposes.

Lobbying Limitations

1. The Corporation **may engage in limited lobbying activities**, but only to the extent permitted under **Section 501(c)(3) of the Internal Revenue Code**. The Board of Directors shall ensure that lobbying efforts **do not constitute a substantial part** of the Corporation's overall activities, in accordance with IRS regulations.

Prohibition on Political Campaign Activity

1. The Corporation **shall not participate in or intervene in any political campaign** on behalf of, or in opposition to, any candidate for public office.

This includes, but is not limited to:

1. **Endorsing or opposing candidates** for public office.
2. **Making financial contributions** to political campaigns, parties, or political action committees (PACs).
3. **Publishing or distributing statements** in support of or against any candidate.
4. **Allowing the Corporation's resources, name, or facilities** to be used in a manner that could be construed as supporting or opposing a political candidate.
5. The Corporation may, however, conduct **nonpartisan voter education and engagement activities**, such as **public forums or voter registration drives**, provided they are conducted in a strictly neutral and educational manner.

Section 9.13: Private Benefit and Inurement

Prohibition on Private Benefit

1. The Corporation is organized and shall be operated exclusively for **charitable, educational, and nonprofit purposes** under **Section 501(c)(3) of the Internal Revenue Code**.

2. No part of the Corporation's net earnings shall **inure to the benefit of, or be distributable to**, its directors, officers, members, employees, or any private individual, except that the Corporation is authorized to **pay reasonable compensation for services rendered** and to make payments and distributions in furtherance of its mission.

Use of Assets and Resources

1. **No Personal Benefit:** The Corporation's assets, income, and resources **shall not be used** for the private gain of any individual, except as **reasonable compensation** for services performed in alignment with the Corporation's exempt purposes.
2. **Compensation Limits:** Any compensation paid to employees, contractors, or Board Members (if applicable) shall be **reasonable and not excessive**, as determined under applicable nonprofit compensation standards.
3. **Fair Transactions:** The Corporation shall **not engage in transactions** with directors, officers, or insiders unless such transactions are **fair, reasonable, and in the Corporation's best interest**, as determined under the Corporation's **Conflict of Interest Policy**.

Dissolution and Asset Distribution

1. Upon dissolution, the Corporation's remaining assets **shall not** be distributed to any private individual or Board Member. All remaining assets shall be distributed in accordance with **Article 13: Dissolution**, ensuring compliance with **IRS regulations on nonprofit asset distribution**.

Section 9.14: Financial Management & Accountability

1. The Corporation shall maintain **sound financial management practices** to ensure fiscal responsibility and compliance with applicable laws and nonprofit best practices.

The Board of Directors shall:

1. **Oversee and approve an annual budget** to ensure resources are used to further the Corporation's mission.
2. **Ensure financial records and reports are maintained** in accordance with applicable accounting standards and IRS regulations.
3. **Adopt financial policies and internal controls** as necessary to safeguard assets and prevent misuse of funds.
4. **Review financial statements and reports** regularly to ensure transparency and accountability.

Financial management policies and procedures shall be further detailed in the **Official Board Member Handbook** and shall be reviewed periodically by the Board.

ARTICLE 10

DOCUMENT RETENTION and DESTRUCTION POLICY

Section 10.01 Purpose

1. The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of the Corporation records.

Section 10.02 General Guidelines

1. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed.
2. A mass of records also makes it more difficult to find pertinent records. From time to time, the Corporation may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below.
3. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.
4. Once records are no longer required to be retained, they shall be **properly destroyed** in compliance with applicable federal and Texas state laws.

Section 10.03 Exception for Litigation Relevant Documents

1. the Corporation expects all officers, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, and employees should note the following general exception to any stated destruction schedule: If you believe, or the the Corporation informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 10.04 Minimum Retention Periods for Specific Categories

1. **Corporate Documents:** Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Tax Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request as set forth in these bylaws.
2. **Tax Records:** Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.
3. **Employment Records/Personnel Records:** State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.
4. **Board and Committee Materials:** Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Committee materials should be kept for no less than three years by the corporation.
5. **Press Releases/Public Filings:** The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.
6. **Legal Files:** Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.
7. **Marketing and Sales Documents:** The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.
8. **Development/Intellectual Property and Trade Secrets:** Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation derives independent economic value from the secrecy of the information; and has taken affirmative steps to keep the information confidential.
9. The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.
10. **Contracts:** Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.
11. **Correspondence:** Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

12. **Banking and Accounting:** Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.
13. **Insurance:** Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
14. **Audit Records:** External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 10.05 Electronic Mail

1. **E-mail that needs to be saved should be either:** printed in hard copy and kept in the appropriate file; or downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE 11

TRANSPARENCY, ACCOUNTABILITY and RECORDKEEPING

Section 11.01 Purpose

Disclosure of Financial Information With The General Public

1. By making full and accurate information about its mission, activities, finances, and governance publicly available, **the Corporation** practices and encourages transparency and accountability to the general public.

This policy will:

1. indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
2. indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
3. specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

Section 11.02 Financial and IRS documents (The form 1023 and the form 990)

1. The Corporation shall make annual tax filings, including IRS Form 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, exemption documents and financial statements to the general public free of charge for review and copying in compliance with IRS disclosure regulations.

Section 11.03 Means and Conditions of Disclosure

the Corporation shall make “Widely Available” the aforementioned documents on its internet website: OVHF.org to be viewed and inspected by the general public.

1. The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
2. The website shall clearly inform readers that the document is available and provide instructions for downloading it.
3. the Corporation shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
4. **the Corporation** shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

Section 11.04 IRS Annual Information Returns (Form 990)

1. the Corporation shall submit the Form 990 to its governing body prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation’s Form 990 shall be submitted to each member of the governing body via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

Section 11.05 Board Transparency

1. All deliberations shall be open to the public except where a motion is passed to make any specific portion confidential.
2. All board minutes shall be open to the public once accepted by the board, except where a motion is passed to make any specific portion confidential.
3. All papers and materials considered by the governing body shall be open to the public following the meeting at which they are considered, except where a motion is passed to make any specific paper or material confidential.

Section 11.06 Staff Records

1. All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
2. No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
3. Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
4. Staff records shall be made available to the board when requested.

Section 11.07 Donor Records

1. All donor records shall be available for consultation by the members and donors concerned or by their legal representatives
2. No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
3. Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;
4. donor records shall be made available to the board when requested.

Section 11.08 Bylaws Handbook

1. The Board of Directors shall maintain a Bylaws Handbook to provide additional clarification and interpretation of the official bylaws.
2. This handbook is intended solely as a supplemental resource and does not replace the official bylaws document.
3. Only the Board of Directors holds the authority to interpret and clarify the bylaws through the handbook.
4. Access to the Bylaws Handbook will be granted to individuals as determined by the Board, and it will be distributed within the organization accordingly.
5. Any updates or changes to the Bylaws Handbook will require Board approval prior to implementation.

ARTICLE 12

CODES OF ETHICS and WHISTLE-BLOWER POLICY

Section 12.01 Purpose

1. The Corporation requires and encourages members, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

2. It is the intent of the Corporation to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieve compliance with various laws and regulations.

Section 12.02 Reporting Violations

1. If any officer, staff or employee reasonably believes that some policy, practice, or activity of **the Corporation** is in violation of law, a written complaint must be filed by that person with the Vice President or the President.

Section 12.03 Acting in Good Faith

1. Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

Section 12.04 Retaliation

1. Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of the Corporation and provides the Corporation with a reasonable opportunity to investigate and correct the alleged unlawful activity.
2. The protection described below is only available to individuals that comply with this requirement.
3. The Corporation shall not retaliate against any officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of the Corporation or of another individual or entity with whom the Corporation has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.
4. the Corporation shall not retaliate against any officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of the Corporation that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

Section 12.05 Confidentiality

1. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 12.06 Handling of Reported Violations

1. The president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.
2. This policy shall be made available to all directors, officers, staff or employees through these bylaws and they shall have the opportunity to ask questions about the policy.

ARTICLE 13

DISSOLUTION

Section 13.01 Asset Distribution

Upon dissolution of the Corporation, after settling all liabilities, remaining assets shall be distributed exclusively to one or more organizations that:

1. Are exempt under Section 501(c)(3) of the Internal Revenue Code.
2. Align with the Corporation's mission to empower underserved communities.
3. Are selected by a majority vote of the Board, excluding conflicted Directors.
4. Demonstrate financial responsibility and nonprofit best practices.

Section 13.02 Priority of Obligations

Before asset distribution, the Corporation's debts, including loans or advances by the Founder, shall be fully repaid.

1. Reimbursement is limited to documented expenses related to the Corporation's establishment and operations.
2. Donor-restricted funds will be distributed as per the donor's intent, in accordance with Section 501(c)(3).

Section 13.03 Selection of Recipient Organizations

1. The Board will compile a list of recipient organizations meeting the criteria in Section 1.
2. A formal vote, excluding conflicted Directors, will finalize the selection, with rationale documented in the meeting minutes.

Section 13.04 Legal and Ethical Compliance

1. All asset distribution will comply with federal, state, and local laws.
2. Documentation of the dissolution process will be kept for a minimum of seven (7) years.

Section 13.05 Oversight and Reporting

1. An independent auditor or legal counsel may oversee the dissolution process.
2. A final report summarizing the asset distribution and compliance will be available to stakeholders upon request.

ARTICLE 14

COUNTER-TERRORISM and DUE DILIGENCE POLICY

Section 14.01 Policy

1. In furtherance of its tax exemption by contributions to other organizations, domestic or foreign, **the Corporation** shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.
2. Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, **the Corporation** willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.
3. **The Corporation** shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE 15

AMENDMENTS

Section 15.01 Authority to Amend

1. The bylaws of the Corporation may be amended, repealed, or altered in whole or in part by a majority vote of the Board of Directors, provided that notice of the proposed amendment(s) has been given to all members of the Board at least 10 days prior to the meeting at which the vote will take place.
2. Amendments to the bylaws shall not conflict with the Corporation's Texas, Certification of Formation or the requirements of any applicable Texas state laws, including but not limited to state and federal tax laws governing 501(c)(3) organizations.

ARTICLE 16

CONFLICT of INTEREST POLICY

Section 16.01 Purpose

1. The purpose of this Conflict of Interest Policy is to protect the 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 might result in a possible excess benefit transaction. This policy supplements, but does not replace, any applicable state and federal laws governing conflicts of interest in nonprofit organizations.

Section 16.02 Definitions

1. **Interested Person:** Any director, officer, or member of a committee with Board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - o An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement.
 - o A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement.
 - o A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Section 16.03 Procedures

1. **Disclosure:**
 - a. An interested person must disclose the existence of their financial interest and be given the opportunity to disclose all material facts to the directors and members of committees considering the proposed transaction or arrangement.
 - b. Disclosure must be made in writing and at the beginning of any discussion involving the proposed transaction or arrangement.
2. **Recusal:**
 - a. An interested person may not participate in or be present for any discussion or vote on the matter related to the transaction or arrangement in which they have a financial interest. The interested person shall leave the room or recuse themselves from any portion of the meeting where such discussions are occurring.
3. **Determining Whether a Conflict Exists:**
 - a. After disclosure and recusal, the remaining Board or committee members will decide if a conflict of interest exists. This decision will be made based on the facts disclosed and the procedures outlined in this policy.

4. Documentation:

- a. The minutes of the Board and committee meetings will reflect that the interested person was asked to leave the meeting or abstain from voting. The minutes will also include the nature of the conflict of interest, any discussion, and the actions taken.

Section 16.04 Violations of the Conflict of Interest Policy

1. Investigating Violations:

- a. If the Board or committee has reasonable cause to believe that an interested person has failed to disclose actual or possible conflicts of interest, it will inform the person of the basis for such belief and provide them an opportunity to explain the alleged failure to disclose.
- b. If after hearing the response and making further investigation as warranted by the circumstances, the Board or committee determines that the interested person has violated the policy, appropriate disciplinary and corrective action may be taken.

2. Disciplinary Action:

- a. The disciplinary action may include removal from the Board or committee, if necessary, and other corrective actions, as deemed appropriate by the Board.

Section 16.05 Annual Statements

Each director, officer, and member of a committee with Board-delegated powers shall annually sign a statement that affirms that:

1. The person has received a copy of the Conflict of Interest Policy.
2. The person has read and understands the policy.
3. The person agrees to comply with the policy.
4. The person discloses any potential conflicts of interest.

Section 16.06 Periodic Review

1. To ensure the Corporation operates in a manner consistent with its exempt purposes and avoids any conflicts of interest that could jeopardize its tax-exempt status, the Board of Directors will review this Conflict of Interest Policy at least every three years. The review will ensure that the policy is adequate and effective.

Section 16.07 Compliance with IRS Regulations

1. This Conflict of Interest Policy is intended to comply with the IRS requirements for 501(c)(3) organizations, including those related to potential excess benefit transactions. The Corporation will adhere to applicable federal and state laws governing conflicts of interest.

ARTICLE 17

INDEMNIFICATION and INSURANCE

Section 17.01 Indemnification

1. The Corporation shall indemnify any person who is or was a director, officer, employee, or agent of the Corporation against all expenses (including attorneys' fees), liabilities, judgments, fines, and settlements reasonably incurred by such person in connection with any proceeding or claim arising from their service to the Corporation, provided that such person acted in good faith and with a reasonable belief that their actions were in the best interests of the Corporation, except where such person is found to have engaged in intentional misconduct or gross negligence.

Section 17.02 Insurance for Directors and Officers (D&O Insurance)

1. The Corporation may, but is not obligated to, maintain Directors and Officers (D&O) liability insurance to cover indemnification obligations arising from actions or proceedings involving directors, officers, employees, and agents of the Corporation.
2. This insurance shall provide coverage against liabilities, judgments, fines, settlements, and other costs incurred in connection with their services to the Corporation.
3. The Board of Directors shall determine the scope, terms, and amount of such insurance coverage, subject to the availability of suitable policies and market conditions.
4. **The Corporation may, at the discretion of the Board, maintain additional insurance policies, such as General Liability or Professional Liability, as needed to protect its interests.**

ARTICLE 18

GOVERNANCE COMMITTEES

Section 18.01 Establishment and Purpose

1. The Board shall establish a Governance Committee to ensure effective oversight of the Corporation's operations, compliance, and strategic alignment with its mission.

Section 18.02 Composition

1. The Governance Committee shall consist of at least three (3) members, with a majority being independent Directors. The Committee may include external advisors with relevant expertise, as approved by the Board. The Committee Chair shall be appointed by the Board and must be an independent Director.

Section 18.03 Responsibilities

The Governance Committee shall:

1. Evaluate the performance of Officers annually and ensure alignment with the Corporation's mission and goals.
2. Review and oversee the implementation of conflict of interest policies, financial audits, and ensure they are documented in official minutes and included in the Corporation's records to ensure transparency and accountability.

Section 18.04 Succession Planning and Self-Assessment

1. **Succession Planning:** The Governance Committee shall ensure the Board of Directors adopts and maintains a succession plan for key leadership positions, including the President/CEO and Board Chair. The succession plan shall be reviewed annually to ensure the smooth transition of leadership in case of unexpected vacancies.
2. **Board Self-Assessment:** The Governance Committee shall facilitate an annual self-assessment of the Board's performance, evaluating the effectiveness of the Board's composition, governance practices, and alignment with the Corporation's mission. The results of the self-assessment shall be reviewed by the Board, and any necessary improvements will be implemented based on the feedback.

ARTICLE 19

DIVERSITY, EQUITY and INCLUSION

Section 19.01 Commitment to DEI

1. The Corporation is committed to fostering a culture of diversity, equity, and inclusion (DEI) in all aspects of its operations. This commitment ensures that all individuals, regardless of their background, have equitable opportunities to participate in and benefit from the Corporation's programs and activities.

Section 19.02 DEI Principles

1. **Diversity:** The Corporation values and seeks to reflect the diversity of the communities it serves by promoting representation across race, ethnicity, gender, age, ability, sexual orientation, socioeconomic status, and other identities.
2. **Equity:** The Corporation is dedicated to addressing systemic barriers and ensuring fair treatment, access, and opportunities for all individuals, particularly those from historically marginalized groups.
3. **Inclusion:** The Corporation strives to create an environment where all individuals feel respected, valued, and empowered to contribute to the Corporation's mission.

Section 19.03 Goals and Implementation

- 1. Leadership and Staffing:**
 - a. Recruit and retain diverse Board members, staff, and volunteers to reflect the communities served by the Corporation.
 - b. Provide training on DEI principles and practices for all Directors, Officers, staff, and volunteers.
- 2. Programs and Services:**
 - a. Design and implement programs that address the unique needs and challenges of underrepresented and underserved populations.
 - b. Ensure accessibility in all programs, services, and communications, in compliance with applicable laws and best practices.
- 3. Partnerships:**
 - a. Collaborate with organizations, businesses, and stakeholders that share the Corporation's commitment to DEI.

Section 19.04 Monitoring and Accountability

1. The governance committee shall oversee DEI initiatives and recommend strategies to enhance the Corporation's efforts.
2. Progress toward DEI goals shall be reviewed annually and included in the Corporation's annual report.
3. Stakeholder feedback on DEI efforts shall be solicited periodically and used to inform ongoing improvements.

Section 19.05 Documentation

1. The Corporation shall document its DEI policies, goals, and progress in official records.
2. A summary of DEI initiatives and achievements shall be made publicly accessible to demonstrate accountability and transparency.

ARTICLE 20

ADOPTION AND CERTIFICATION

Section 20.01 Adoption of Bylaws

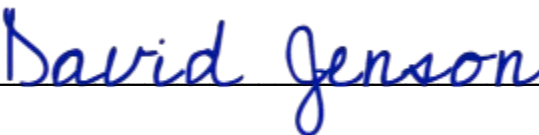
These Bylaws were approved and adopted by the Board of Directors of the Corporation on November 29, 2024 effective immediately.

Section 20.02 Certification of Adoption

The undersigned, being the duly elected and acting Secretary of the Corporation, hereby certifies that the foregoing Bylaws were adopted as the official Bylaws of the Corporation by resolution of the Board of Directors.

Signatures

The following signatures affirm the adoption of these Bylaws:

- President:  11/29/2024
- Secretary:  11/29/2024
- Treasurer:  11/29/2024

ARTICLE 21

CLOSING PROVISIONS

Section 21.01 Effective Date

1. These Bylaws shall become effective immediately upon their adoption by the Board of Directors.

Section 21.02 Authority

1. The provisions of these Bylaws shall govern the operations of the Corporation and supersede any conflicting policies or procedures.

Section 21.03 Final Statement

1. The undersigned Directors confirm their commitment to upholding the mission, purpose, and governance of the Corporation as outlined in these Bylaws.