

## BY-LAWS OF BOWERY ART COLLECTIVE, INC.

Adopted on  , 2023

### ARTICLE 1. NAME AND PURPOSE.

Section 1. Name. The name of the corporation is Bowery Art Collective, Inc. (the “Corporation”) as incorporated on June 23, 2023.

Section 2. Purpose. The Corporation is a nonprofit corporation organized and operated not for a pecuniary profit.

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No substantial part of the activities of the Corporation shall be the carrying on of the 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, or in opposition to, any candidate for public office.

Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal taxation under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

The Corporation shall not have or issue stock or shares, and no part of the assets, income or net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in conformity with the purposes set forth in these By-laws.

### ARTICLE II. OFFICES.

Section 1. Registered Office & Registered Agent. The Corporation shall have and continuously maintain a registered office in the State of New Jersey, and a registered agent whose office is identical with the registered office, as required by section 15A:4-1(a) of the New Jersey

Nonprofit Corporation Act. The registered office may be, but need not be, the same place where the Corporation conducts its activities in conformity with the purposes set forth in these by-laws.

Section 2. Initial Registered Office & Initial Registered Agent. The address of the Corporation's initial registered office is 335 Main St., Metuchen, NJ 08840, and the name of the initial registered agent at the registered office is Arianna Astuni. The address of the registered office or the identity of the registered agent or both may be changed from time to time in accordance with the procedures provided in section 15A:4-3 of the New Jersey Nonprofit Corporation Act, whether such change be in the discretion of the Board of Trustees or due to death, resignation or disqualification of the registered agent.

Section 3. Principal Office. The principal office of the Corporation in the State of New Jersey shall be located at 335 Main St., Metuchen, NJ 08840.

Section 4. Other Offices. The Corporation may have such other offices, either within or without the State of New Jersey, as the Board of Trustees may determine or as the activities of the Corporation may require from time to time.

### ARTICLE III. MEMBERS.

Section 1. Members. The Corporation shall have no members.

### ARTICLE IV. BOARD OF TRUSTEES.

Section 1. Board of Trustees. The activities of the corporation shall be managed by a board of trustees which shall initially consist of three trustees (the "Board"). The Board shall possess and exercise all the general powers granted to nonprofit corporations under section 15A:3-1(a) of the New Jersey Nonprofit Corporation Act, including the powers to:

1. Maintain the Corporation for perpetual duration;
2. Sue and be sued, complain and defend and participate as a party or otherwise in any judicial, administrative, arbitative or other proceeding, in the name of the Corporation;
3. Have, use and alter, at its discretion, a corporate seal;
4. Take and hold by lease, gift, purchase, grant, devise or bequest any property, real or personal, necessary or desirable for attaining the objects and carrying into effect the purposes of the Corporation as set forth in these By-laws and to purchase, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated subject to any future

alteration or modification made by general law as to the amount of real and personal property to be held by the Corporation;

5. Sell, convey, mortgage, create a security interest in, lease, exchange, transfer and otherwise dispose of the Corporation's property and assets;

6. Purchase, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, exchange, mortgage, lend, create a security interest in, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporate entities, associations, partnerships or individuals, or direct or indirect obligations of any domestic or foreign government of instrumentality thereof;

7. Make contracts and guarantees and incur liabilities, borrow money, issue bonds and secure any obligations by mortgage or creation of a security interest in the property, franchises and income of the Corporation;

8. Lend money, invest and reinvest funds of the Corporation, and to take and hold real and personal property as security for the payment of funds loaned, invested or reinvested;

9. Conduct the activities and operations of the Corporation, have offices and exercise all powers granted to the Corporation by the New Jersey Nonprofit Corporation Act anywhere in the universe;

10. Elect or appoint officers, employees and agents of the Corporation and define the duties and fix the compensation, if any, of said officers, employees and agents of the Corporation;

11. Make and alter By-laws for the administration and regulation of the activities of the Corporation;

12. Pay pensions and establish pension and deferred compensation plans, and plans of similar nature for, and to furnish medical services, life, sickness, accident, disability or unemployment insurance and benefits, education, housing, social and recreational services and other similar aids and services to the officers, employees and agents of the Corporation including any of the foregoing who may be Trustees, their families, dependents or beneficiaries;

13. Participate with others in any corporate entity, partnership, limited partnership, joint venture, or other association of any kind, or in any transaction, undertaking or arrangement which the participating corporation would have power to conduct by itself, whether or not that participation involves sharing or delegation of control with

or to others;

14. At the request of the United States Government or any of its agencies, transact any lawful activity in time of war or other national emergency, notwithstanding the purposes set forth in these By-laws;

15. Have and exercise all other powers necessary or convenient to effect any of the purposes for which the Corporation is organized as provided in these By-laws.

The Board is responsible for overall policy and direction of the Corporation, and hereby designates the Executive Director to have the responsibility for day-to-day operations, including final approval over the curation of all art exhibits.

Section 2. Qualifications, Number and Election. Trustees shall be at least eighteen (18) years of age and need not be United States citizens or residents of the State of New Jersey. The number of Trustees shall be not less than three (3) and not more than fifteen (15). Trustees shall be elected by the Board at an annual meeting to be held for such purpose. An affirmative vote of two-thirds (2/3) of the Trustees shall be required for election. All Board members shall serve two-year terms. For members of the initial Board, elections for Vice President and Secretary will occur after two years. To ensure continuity of operation, elections shall be held for the President and Treasurer in the following year. Thereafter, elections shall be held each year to replace the set of Trustees approaching the conclusion of their two-year term. Each Trustee shall hold office until successors have been duly elected and qualified. Trustees are permitted to hold office for multiple terms, and they may hold successive terms.

Section 3. Voting Rights. Each Trustee shall be entitled to one (1) vote on each matter submitted to a vote of the Board. However, in the event of a tie, the Executive Director shall have a second, tie-breaking vote.

Section 4. Conflict of Interest Policy. See attached Exhibit A.

Section 5. Votes Required. Whenever any action other than the election of Trustees is to be taken by vote of the Trustees, it shall be authorized by a majority of the votes cast at a meeting of the Board, unless a greater plurality is required by these By-laws or provisions of the New Jersey Nonprofit Corporation Act. In the event of a tie, the Executive Director shall have a second, tie-breaking vote.

Section 6. Proxy Voting. A Trustee may authorize another person or persons to act for the Trustee by proxy. Every proxy shall be executed in writing, or by email, by the Trustee or their duly authorized agent. No proxy shall be valid for more than eleven (11) months from the date of its execution, unless a longer time is expressly provided therein, but in no event shall a proxy be valid after three (3) years from the date of execution. Unless it is coupled with an interest, a proxy will be revocable at will. A proxy shall not be revoked by the death or incapacity of the

Trustee, but the proxy shall continue in force until revoked by the personal representative or guardian of the Trustee. The presence at any meeting of any Trustee who has given a proxy shall not revoke the proxy unless the Trustee files a written notice of the revocation with the Secretary of the meeting prior to the voting of the proxy. A person named in the proxy as the attorney or the agent of a Trustee may, if the proxy so provides, substitute another person to act in that person's place, including any other person named as attorney or agent in the same proxy. The substitution shall not be effective until an instrument effecting it is filed with the Secretary of the Corporation.

Section 7. Resignation. Any Trustee may resign at any time by giving written notice, or notice by email, of his or her resignation to the Board or to the President of the Corporation, and such resignation shall take effect at the time specified therein, or, if not specified, at the time of its receipt.

Section 8. Removal. If a Trustee is absent from three (3) consecutive meetings, he or she may cease to be a Trustee, at the discretion of the Board. A Trustee may also be removed, with or without Cause, by a majority vote of the disinterested Trustees.

Section 9. Vacancies. Any vacancy on the Board caused by death, resignation, removal, an increase in the total number of Trustees or other cause may be filled by a majority vote of the remaining Trustees (even if less than a quorum). A Trustee so elected shall hold office until the next annual meeting, at which time a permanent successor shall be duly elected and qualified. In the event of a vacancy caused by the resignation of one or more Trustees to become effective at a future date, any such Trustee or Trustees may participate in the vote by the Board to fill the future vacancy. A Trustee elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office. Nominations for new members must be received by the Secretary from present Board members at least two weeks in advance of a Board meeting, and be sent out to all members before the meeting itself.

Section 10. Compensation. Trustees of the Corporation shall not receive any salaries for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Such resolution must be passed by a vote of the majority of disinterested Trustees without counting the interested Trustees vote.

Section 11. Expenses. If any Corporation expenses are paid for by any of the Trustees of the Corporation individually, that Trustee may receive reimbursement of said expenses subject to a majority vote of the Board. However, any payment on behalf of the Corporation in excess of \$1,500.00 shall be authorized in writing prior to its payment. All reimbursements must be passed by a vote of the majority of disinterested Trustees without counting the interested Trustees vote.

ARTICLE V. MEETINGS OF TRUSTEES.

Section 1. Annual Meeting. An annual meeting of the Board shall be held on a date and during a time to be determined by the Board in its discretion for the purpose of electing Trustees and officers and for the transaction of such other business as may come before the meeting. If a day that is fixed for the annual meeting is a legal holiday in the State of New Jersey, such meeting shall be held on the next succeeding business day. Failure to hold the annual meeting at the designated time or any adjournment thereof, shall not affect otherwise valid corporate acts or result in a forfeiture or dissolution of the Corporation. If the annual meeting is not held on the date designated, the Board shall cause the meeting to be held as soon thereafter as convenient.

Section 2. Regular Meetings. The Board shall hold regular meetings, not less than one time per year. Regular meetings of the Board may be held at any place, within or without the State of New Jersey, as may be determined from time to time by the Board. They may be held in person, by teleconference, or by video conference.

Section 3. Special Meetings. Special meetings of the Board may be called by or at the request of the Executive Director. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of New Jersey, as the place for holding any such special meeting.

Section 4. Place of Meetings. The Board may designate a place, either within or without the State of New Jersey, as the place for any annual meeting or for any regular meeting or for any special meeting called by the Board. If no designation is made, the place of meeting shall be the registered office of the Corporation in the State of New Jersey.

Section 5. Notice. Written notice of the time, place and purposes of every annual meeting and regular meeting of the Board shall be given not less than two (2) weeks and not more than eight (8) weeks before the date of the meeting, either personally, by email, or by mail, to each Trustee of record entitled to vote at the meeting. Notice of any special meeting of the Board shall be given at least two (2) days prior, by written notice delivered personally, by email, or sent by mail to each Trustee at their address as shown by the records of the Corporation.

Section 6. Waiver. A Trustee may waive notice of any meeting. Notice of a meeting need not be given to any who signs a waiver of notice, in person or by proxy, whether before or after a meeting. The attendance of any Trustee at a meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of the meeting, shall constitute a waiver of notice by that Trustee.

Section 7. Lapse of Time. Whenever Trustees are authorized to take any action after the lapse of a prescribed period of time, the action may be taken without the lapse of time if the requirement is waived in writing, in person or by proxy, before or after the taking of that action, by every Trustee entitled to vote thereon at the date of the taking of the action.

Section 8. Alternate Means of Participation. Any or all Trustees may participate in a meeting of the Board or as a committee of the Board by means of conference telephone or any means of electronic communications.

Section 9. Quorum. Fifty percent (50%) of the entire Board shall constitute a quorum for the transaction of business at any meeting of the Board. The Board shall not conduct any formal actions, motions, decisions, policies or any related functions on behalf of the Corporation absent a quorum, unless specifically allowed under these by-laws. The Trustees present in person or in proxy at a duly organized meeting of the Board may continue to do business until adjournment, notwithstanding the withdrawal of enough Trustees to leave less than a quorum. Less than a quorum may adjourn any meeting of the Board.

Section 10. Manner of Acting. The act of the majority of Trustees present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by the New Jersey Nonprofit Corporation Act or these by-laws. Any action required to be authorized by a vote of the Trustees greater than a majority shall be rescinded or modified only by a like vote.

Section 11. Informal Action by Trustees. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board, other than the annual election of Trustees, may be taken without a meeting if, prior or subsequent to the action, all members of the Board consent thereto in writing and the written consents are filed with the minutes of the proceedings of the Board. The consents shall have the same effect as a unanimous vote of the Board for all purposes.

## ARTICLE VI. OFFICERS.

Section 1. Officers. The officers of the Corporation shall consist of an Executive Director, a President, a Vice-President (optional), a Treasurer, and a Secretary. The officers shall be elected by the Board. The Board may elect or appoint such other officers as the Board shall deem desirable. All officers shall have the authority and perform the duties in the management of the corporation as provided in these By-laws, or as may be determined by the resolution of the Board not inconsistent with these By-laws. Any two (2) or more offices may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one (1) capacity if the instrument is required by law or by these By-laws to be executed, acknowledged or verified by two (2) or more officers.

Section 2. Compensation. Officers of the Corporation may receive salaries for their services at the discretion of the Board.

Section 3. Election and Term of Office. The officers of the Corporation shall be elected annually by a majority vote of the Board at the annual meeting of the Board. If the election of officers

shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board. Each officer elected as herein provided shall hold office until a successor shall have been duly elected and qualified, subject to early termination by removal or resignation.

Section 4. Removal. Any officer elected by the Board may be removed with or without Cause by a majority vote of the disinterested Trustees. The removal of an officer without cause shall be without prejudice to that officer's contract rights, if any. Election of an officer shall not itself create contract rights.

Section 5. Resignation. An officer may resign by written notice to the Executive Director. The resignation shall be effective upon receipt thereof by the Executive Director or at a subsequent time as shall be specified in the notice of resignation.

Section 6. Vacancies. Any vacancy occurring among the officers, however caused (including, but not limited to, death, resignation, removal, disqualification), shall be filled in the manner provided in these bylaws, or, in the absence of such provision, by a majority vote of the Board.

Section 7. President. The President shall preside at all meetings of the Board. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these By-laws or by New Jersey statute to some other officer or agent of the Corporation; and, in general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Section 8. Vice-President. The Vice-President shall perform such duties and have such authority as from time to time may be delegated by the President or by the Board. The Vice- President will chair committees on special subjects as designated by the Board. In the absence of the President, the Vice-President shall perform the duties designated to the President.

Section 9. Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such sureties as the Board shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board.

Section 10. Secretary. The Secretary shall keep minutes of the meetings of the Board in one



(1) or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member and Trustee which shall be furnished to the Secretary by such member or Trustee; and, in general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board.

Section 11. Executive Director. The Executive Director shall be responsible for the running the day-to-day operations of the Corporation, including determining the public programming of the Corporation.

## ARTICLE VII. COMMITTEES.

Section 1. Committees. The Board, by resolution adopted by a majority of the entire Board, may appoint from among the Trustees an executive committee, a membership committee, a program committee, a fund-raising committee and one or more other committees, each of which shall have at least one or more members. Each committee shall have and may exercise all the authority of the Board, except that no committee shall:

1. Make, alter or repeal any by-law of the Corporation;
2. Elect or appoint any Trustee, or remove any officer or Trustee;
3. Amend or repeal any resolution previously adopted by the board; or
4. Obligate or commit any resources of the Corporation.

Section 2. Vacancies, Abolishment and Removal. The Board, by resolution adopted by the entire Board, may:

1. Fill any vacancy in any committee;
2. Appoint one or more Trustees to serve as alternate members of any committee, to act in the absence or disability of members of any committee with all the powers of the absent or disabled members;
3. Abolish any committee at its pleasure; and
4. Remove any Trustee from membership on a committee at any time, with or without cause.

Section 3. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint members thereof.

Section 4. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the entire committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules. Each committee may adopt rules for its own governance not consistent with these bylaws or with any rule adopted by the Board.

Section 6. Duty to Report to Board. Actions taken at a meeting of any committee shall be reported to the Board at its next meeting following the committee meeting; except that, when the meeting of the Board is held within two (2) days after the committee meeting, the report shall, if not made at the first meeting, be made to the Board at its second meeting following the committee meeting.

Section 7. Legal Responsibility Retained by Board. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board, or any member thereof, of any responsibility imposed by law.

#### ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND LOANS.

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences in indebtedness issued in the name of the Corporation, shall be signed by the Treasurer or Executive Director or such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 4. Loans to Officers or Employees. The Corporation may not lend money to, or guarantee any obligation of, or otherwise assist, any officer or other employee of the Corporation or of any subsidiary.

## ARTICLE IX. BOOKS AND RECORDS.

Section 1. Books and Records. The Corporation shall keep books and records of account and minutes of the proceedings of its members, Board and executive committee, if any. The Corporation shall make available for inspection at its registered or principal office records containing the names and addresses of the Trustees entitled to vote.

Section 2. Form of Records. The books, minutes or records may be in written form or any other form capable of being converted into written form within a reasonable time. The Corporation shall convert into written form without charge any records not in that form, upon the written request of any person entitled to inspect them.

Section 3. Right of Inspection. Any person who shall have been a Trustee of record for the Corporation for at least six (6) months immediately preceding that person's demand, upon at least five (5) days written demand to the Board, shall have the right for any proper purpose to examine in person or by agent or attorney, during usual business hours, its minutes of the proceedings of its Trustees and record of Trustees and to make extracts therefrom, at the places where such records are maintained.

## ARTICLE X. LIABILITY, INDEMNIFICATION AND INSURANCE.

Section 1. No Personal Liability. The Trustees and the Officers of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation.

Section 2. Indemnification. The Corporation shall indemnify a Trustee, officer, employee or agent of the Corporation against reasonable costs, disbursements, counsel fees and liabilities in connection with any proceeding involving such Trustee, officer, employee or agent of the Corporation because of that person's present or former capacity as a Trustee, officer, employee or agent of the Corporation in the manner, and subject to any conditions, prescribed by section 15A:3-4 of the New Jersey Nonprofit Corporation Act, or corresponding section of any future New Jersey Act, to the extent of the Corporation's relevant insurance coverage. Such person, however, shall not be indemnified where the action or proceeding is based upon or arises out of his own intentional or negligent misconduct in the performance of his Corporation duties.

Section 3. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any Trustee, officer, employee or agent of the Corporation against reasonable costs, disbursements, counsel fees and liabilities asserted by reason of such person's present or former capacity as a Trustee, officer, employee or agent of the Corporation, whether or not the Corporation would have the power to indemnify that person under these By-laws.

## ARTICLE XI. FISCAL YEAR.

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII. DISSOLUTION.

Section 1. Dissolution. The Corporation may be dissolved by the Board upon recommendation of two-thirds majority approval of the Board. In the event of the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII. EFFECT OF BY-LAWS; AMENDMENTS.

Section 1. Force and Effect of By-laws. These By-laws are subject to the provisions of the New Jersey Nonprofit Corporation Act, and the certificate of incorporation of this Corporation, as it may be amended from time to time. If any provision in these By-laws is inconsistent with a provision of the Act or the certificate of incorporation, the provision of the Act or the certificate of incorporation shall govern to the extent of the inconsistency.

Section 2. Amendment or Repeal of Bylaws. The board has the power to make, amend, or repeal any bylaw with at least two-thirds (2/3) affirmative vote. Written notice of any bylaw change to be voted on by the board shall be given not less than ten days prior to the meeting at which the change shall be proposed.

Arianna Astuni, Trustee

Khalid Khashoggi, Trustee

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Kelly Murphy, Trustee

Dontè Hayes, Trustee

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## Schedule A: Conflict of Interest Policy

### Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Article II Definitions

1. Interested Person. Any director, principal officer, or member of a committee with governing 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: a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### Article III Procedures

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. Procedures for Addressing the Conflict of Interest. a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy. a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### Article IV Records of Proceedings

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

#### Article V Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation. b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation. c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: a. Has received a copy of the conflicts of interest policy, b. Has read and understands the policy, c. Has agreed to comply with the policy, and d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining. b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### Article VIII Use of Outside Experts

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

## Schedule B: Code of Conduct and Whistle-Blowing Policy

### A. Code of Conduct

Organization requires all directors, employees and volunteers ("representatives") to observe the highest standard of professionalism and ethics in the conduct of their duties and responsibilities. All representatives of Organizations must comply with all policies of the Organization, fulfill their duties and responsibilities with honesty and integrity and comply with all laws and regulations.

### B. Whistle-Blower Policy

#### 1. Reporting Responsibility

All representatives have the responsibility to report violations or suspected violations of the Code of Conduct [and the Conflicts of Interest Policy, Harassment Policy, Equal Employment Policy, Destruction of Documents Policy] ("Violations") in accordance with this Whistle blowing Policy.

#### 2. No Retaliation

This Whistle-Blowing Policy is intended to encourage and enable representatives to report retaliation, or in the case of an employee, to prevent suffering any adverse employment consequences. Any representative who retaliates against someone for reporting a Violation in good faith is subject to discipline, including dismissal from his or her position with the Organization. No representative who in good faith reports a violation shall suffer any adverse consequences.

#### 3. Reporting Violations

Employees should present a Violation to his or her supervisor. If any employee, however, is not comfortable talking with his or her supervisor, or if after talking with his or her supervisor continues to have reasonable grounds to believe a Violation has occurred, shall report the violation to Arianna Astuni.

Directors and volunteers shall present violations to Arianna Astuni.

#### 4. Handling of Reported Violations

All reports will be promptly investigated and appropriate corrective action taken if warranted by such investigation. Arianna Astuni shall notify the sender of the report and acknowledge receipt of the Violation within five business days of its receipt. Arianna Astuni shall also notify the Board of Trustees of such report and any action taken.

#### 5. Acting in Good Faith

Anyone reporting a Violation must be acting in good faith and have reasonable grounds for believing that the information disclosed indicates a Violation. Any allegations that prove to be false or unsubstantiated, and that prove to have been made maliciously or knowingly, will be viewed as a serious offense requiring disciplinary action,



including dismissal from the organization.

## 6. Confidentiality

To the extent possible, reports of Violations, and investigation pertaining to such Violations, shall be kept confidential consistent with the need to conduct an adequate investigation. Disclosure of reports of Violations to individuals not involved in the investigation will be viewed as a serious disciplinary offense and may result in discipline including dismissal from the Organization.

## Schedule C: Harassment Policy

### A. Statement of Policy

Organization is committed to providing an environment for our members, directors, officers, employers, volunteers and persons served by the Organization ("Covered Persons") that is comfortable, safe and free from harassment of any kind. Any type of harassment is a violation of this policy and may be illegal.

### B. Sexual Harassment

1. Organization's members, directors, officers, employers are prohibited from sexually harassing a Covered Person. According to Title VII of the Civil Rights Act, sexual harassment, is "any unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature" when:

- Submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment;
- Submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individuals; or
- Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, or offensive work environment.

2. Sexual harassment is not limited to physical contact by a male employee towards a female or by a supervisory employee toward a non-supervisory employee. Sexual harassment includes, but is not limited to, the following:

- Unwelcome letters, telephone calls, or distribution or display of materials of a sexual nature;
- Unwelcome and deliberate touching, leaning over, cornering, or pinching;
- Unwelcome sexually suggestive looks or gestures;
- Unwelcome pressure for sexual favors;
- Unwelcome pressure for dates;
- Unwelcome sexual teasing, jokes, remarks, or questions.

To be in violation of this Harassment Policy, the victim does not have to be the person to whom the unwelcome sexual conduct is directed. It may also be someone who is affected by such conduct when it is directed toward another person. For example, the sexual harassment of a particular employee may create an intimidating, hostile, or offensive working environment for a co-worker or may unreasonably interfere with the co-worker's work performance.

### C. Other Harassment

Organization's members, directors, officers, employees and, volunteers may not harass a Covered Person based on such individuals race, color, religion, natural origin, age, gender, sexual orientation or disability. Harassment includes derogatory language, labels, jokes, taunts, posting of offensive cartoons or drawings, or other actions

taken against a Covered Person because of that persons' race, color, religion, national origin, or disability.

#### D. Complaint Procedure

Any Covered Person, who believes that he or she has suffered harassment in violation of the Harassment Policy, should take the following action:

-- If you are able to do so without conflict or danger, tell the harasser as clearly as possible that the behavior is unwelcome;

-- If the behavior continues, advise your supervisor or the person to whom will investigate the matter, you report. Clearly identify the behavior surrounding the complaint;

-- If you feel that your supervisor or person to whom you report is not taking the complaint seriously, Covered Person may report such to Arianna Astuni. Within 30 days of such Complaint, the board of trustees (or a committee thereof) will investigate the complaint and recommend to Arianna Astuni appropriate steps, including corrective disciplinary action, that should be taken to secure and maintain an environment free of any form of harassment. Such person will report to the Organization's Board of Directors and the person filing the complaint, the action that has been taken, and if no action has been taken, the reason for no action.

Any Covered Person who is made aware of a complaint, or who witnesses harassment, must report such activity immediately to Arianna Astuni.

#### E. Confidentiality

Organization, including all persons to whom a violation of this Harassment Policy has been reported and persons who have become aware of a complaint, must maintain confidentiality, to the extent possible given the need to investigate. All complaints shall be considered confidential to the maximum extent possible.

#### F. Retaliation

Organization, or any director, officer, or employee may not retaliate against any victim, or witness, who reports a violation of this Harassment Policy. Any person who believes that he or she has been retaliated against should consult the Organization's Whistle-Blowing Policy.

## Schedule D: Document Retention and Destruction Policy

### A. Purpose

The purpose of this Policy is to assure that essential records and documents are not destroyed, to comply with all federal and state laws with respect to retention and destruction of documents, and to provide for the systematic review of Organization's documents to decide whether those documents should be retained or destroyed.

This policy includes all records and documents whether in paper, electronic, or other form.

### B. Document Retention

Organization will follow the document retention list below. Documents that are not listed, but that are substantially similar to those listed below, will be retained for the time period for the document to which the unlisted document is similar.

### C. Document Destruction

Arianna Astuni is responsible for determining whether any documents have met their respective retention period and whether they may be destroyed. He or she shall oversee any destruction.

Type of Document	Retention Period
Application for Tax Exemption (Form 1023) and Determination Letter	Permanently
Accounts payable records	7 years
Audit Reports	Permanently
Bank Statements and Resolutions Reconciliations	7 years
Other Bank Records	7 years
Contracts, mortgages, notes and leases	7 years
Correspondence (general)	3 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	3 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation Schedules	Permanently
Donor Records	7 years
Employment applications	3 years
Expense Analyses/ expense distribution schedules	7 years

Financial Statements	Permanently
Grant applications and grant agreements	7 years
Insurance Policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Internal audit reports	3 years
Minute books, bylaws, resolutions, articles of incorporation and charter	Permanently
Patents and related Papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Policies	Permanently
Retirement and pension records	Permanently
Property Records	Permanently
Tax returns and worksheets	Permanently
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years

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