

BYLAWS of
Temporary Institute for Unification
of Knowledge Inc. (“TIFUK”)

A MASSACHUSETTS NONPROFIT
CORPORATION

August ____, 2024

ARTICLE I - THE CORPORATION & ARTICLES OF ORGANIZATION

The name of this Corporation is "Temporary Institute for Unification of Knowledge Inc." which may hereinafter be referred to throughout these Bylaws as the "Corporation".

The principal office of the Corporation shall be located in the Commonwealth of Massachusetts, provided that the Corporation may establish and maintain offices in such other locations as may be fixed from time to time by the Board of Directors ("BoD").

These Bylaws, the powers of the Corporation and its Members and Directors, and all matters concerning the conduct and regulation of the business of the Corporation, shall be subject to the provisions of the Corporation's Articles of Organization, as they may be amended from time to time, and in the case of any conflict, the Articles of Organization shall govern.

ARTICLE 2 – PURPOSE

1. A center for advanced interdisciplinary visual and scientific studies.

2. Core purpose: An institution for the dynamic investigation and promotion of science-inspired art and art-based sciences. The principal place of business shall serve as an office and informal exchange to oversee the procurement, disposition, and distribution of computational and technical resources for the institute's core purpose. These resources include systems for 3D spatial imaging, and augmented and virtual reality. They will also include methods for developing artificial intelligence, and new experimental display techniques, as well as materials for organizing congenial encounters and roundtable discussions of fellows and visiting scholars.

3. The purposes of the Corporation include the archival and documentation of professional interactions and the dissemination of these developments across existing and emerging media. Furthermore, the principal place of the Corporation shall serve as a facility for the planning and implementation of external public events, lectures, and symposia. A rotating community of research fellows, dedicated to the creation and discovery of new tools, serves as a vigorous community to promote discussions in the arts and sciences.

4. To embrace unconventional thinking with the potential to challenge the status quo while strictly observing protocols for safety and ethical conduct in research. To support the exchange of original artworks, books, and documentaries by organizing symposia, and to support institutional and individual members and research fellows. To pursue philanthropic activities in the arts and sciences, on a local, state, and federal level. To provide a support mechanism for intellectual properties, and to assist owners of copyrighted works with collecting royalties from innovations and publications developed through the Corporation.

5. The Corporation shall have, and may exercise in the furtherance of the foregoing purposes, the power to solicit and receive gifts, grants, contributions, and bequests, and to engage in fund-raising activities; the powers specified in Section Nine of Chapter 156B of the General Laws of The Commonwealth of Massachusetts and the power to be a partner in any enterprise which the Corporation would have the power to conduct by itself, provided that no such power shall be exercised in a manner inconsistent with Chapter 180 or any other chapter of said General Laws, and further provided that no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the

Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the foregoing purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent Federal tax laws) or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws.)

The purposes of the Corporation are as set forth in the Corporation's Articles of Organization, as they may be amended from time to time. The Corporation shall engage in activities for the aforesaid purposes in such a manner as to maintain the qualification of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) ("Section 501(c)(3)").

ARTICLE 3 - DIVERSITY STATEMENT

The Corporation encourages diversity of gender, gender identity and expression, sexual orientation, race, color, creed, age, disability and ethnic origin in its Officers, the Board of Directors (the "BoD") and Committees, if any.

ARTICLE 4 – MEMBERSHIP

Section 1 – There are no members to this Organization.

ARTICLE 5 – BOARD OF DIRECTORS

FIRST BOARD OF DIRECTORS: The first board of directors ("BoD") shall be those persons listed as directors in the Articles of Organization.

Section 1 – Powers: All issues of the Corporation shall be managed by the Board of Directors ("BoD") that exercises all public policy making and advocacy powers of the Corporation, except as otherwise provided by law, the Articles of Organization or these Bylaws. The BoD approves the awarding of moral or material awards after the recommendation of the President.

Section 2 – Membership: The BoD shall consist of the President, a Vice President, a Secretary, a Treasurer, a Unification Director ("UD"), and an Assistant to the Unification Director ("AD") and eleven (11) Members, to bring the total BoD members to maximum seventeen (17).

New Members of the BoD shall be appointed or elected by the BoD with a Majority Vote of those attending the meeting at which a quorum is present.

Members of the BoD must be U.S. citizens or permanent residents of the U.S. as the term is defined by U.S. government agencies or other international persons, recognized as artists, advisors or benefactors of importance to the Corporation.

Section 3 – Tenure: The members of the BoD shall serve for terms commencing on September 1, or earlier if there is vacancy, and last until the election of their successors. The services of a board member and his/her successor may overlap should there be need, such as completing a current project while planning for the next season.

Any Member of the BoD may resign by delivering his or her written resignation to the Corporation at its principal office or to the President or Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the materialization of some specific event.

Section 4 – Removal: A Member of the BoD, whether elected or appointed, may be removed from office with cause by a vote of the majority of the BoD then in office. A Member of the BoD may be removed only after reasonable notice and opportunity to be heard before the BoD.

Section 5 – Annual and Other Meetings: The BoD shall meet annually at such times and locations as may be designated by the President, or, if the President shall not so act, by a majority of the then duly elected Members of the BoD. Additional meetings of the BoD may be called at such times and locations, as may be designated by the President, or, if the President shall not so act, by a majority of the BoD. Members of the BoD may vote by proxy.

Section 6 – Notice of Meetings: Notice of annual BoD meetings shall be given in accordance with these Bylaws to all Members of the BoD by the Secretary no fewer than fourteen (14) days before the meeting. Notice of other BoD meetings shall be given to all Members of the BoD by the Secretary either in person or in accordance with these Bylaws no fewer than five (5) days before the meeting. Such notice shall not preclude amendment of the agenda by majority vote of those in attendance at a duly noticed meeting. Notice need not be given to a Member of the BoD if a written waiver of notice is executed by such Member before or after a meeting and is filed with the records of the meeting, or to any Member of the BoD who attends the meeting without objecting prior thereto or at its commencement of the lack of notice to such Member of the BoD.

Section 7 – Quorum: At any meeting of the BoD, a quorum shall consist of no fewer than 50% plus one member of the BoD. Less than a quorum may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. A follow-up meeting will be called after, at least, a week, and, if a quorum is not achieved, a third meeting will be called after, at least, a week. Upon failure to achieve BoD quorum at the third meeting, the BoD assumes caretaker status and proclaims elections for a new BoD to take place within two months, as per the Corporation's Election Procedures.

Section 8 – Action at a Meeting: At any meeting of the BoD at which a quorum is present, a majority of those present may take any action on behalf of the BoD, except to the extent that a larger number is required by law, the Articles of Organization or these Bylaws.

Section 9 – Action without a Meeting: Any action by the BoD may be taken without a meeting if a written consent by mail or electronic means thereto is signed by a majority of the BoD Members then in office and filed with the records of the meetings of the BoD. Such consent shall be treated as a vote of the BoD for all purposes.

ARTICLE 6 - OFFICERS

Section 1 – Membership: The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, a Unification Director (UD) and an Assistant to the Unification Director (AD) .

Section 2 – Election: The Officers, each one of whom is a current member of the BoD, shall be appointed or elected by the BoD with a Majority Vote of those attending the meeting at which a quorum is present.

Section 3 – Tenure: All Officers of the Corporation shall serve for terms commencing on September 1 following their election, or earlier if there is vacancy, and terminating as specified in sections 4-9 (of Article 6) below. The services of an officer and his/her successor may overlap should there be need, such as completing a current project while planning for the next season.

An officer whose tenure as an officer ended, may remain a member of the BoD if he or she wishes to.

Any Officer may resign from his or her duties as an officer, or even as a board member, by delivering his or her written resignation to the Corporation at its principal office or to the President or Secretary, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 4 – President: The President shall be the chief executive officer of the Corporation and the spokesperson for the Corporation. The President has the general supervision and control of the business and Officers of the Corporation, chairs all meetings of the BoD and performs such other duties and has such other powers as may be designated from time to time by the BoD. The President shall hold meetings of the Officers from time to time, to discuss matters to be brought before the BoD. The President shall appoint all Committee Chairs and members whose term of office expires during the President's term of office. The President may remove and replace any Committee Chair or member if he or she determines it to be in the Corporation's best interest.

No person shall be eligible for re-election to the office of President for more than two (2) consecutive full terms unless no other Board Member accepts a nomination for President during regular elections. In such case the tenure of the incumbent is extended for one year or until another Board Member accepts a nomination for President during regular elections.

Section 5 – Vice-President: The Vice President shall be complimenting and assisting the President in all of his duties and functions standing in his place in case the President is unable to be present, such as chairing the BoD meetings. He will be responsible in overseeing the planning and execution of the scientific, artistic, cultural and social events in the calendar of the Corporation. He will also have such additional powers and duties as may be designated by the President.

No person shall be eligible for re-election to the office of Vice-President for more than two (2) consecutive full terms unless no other Board Member accepts a nomination for Vice-President during regular elections. In such case the tenure of the incumbent is extended for one year or until another Board Member accepts a nomination for Vice-President during regular elections.

Section 6 – Treasurer: The Treasurer shall have general charge of the financial affairs of the Corporation, cause to be kept accurate books of accounts of the affairs of the Corporation, oversee

the Corporation's finances, report on the Corporation's financial condition at a regularly scheduled meeting of the Corporation and from time to time to the BoD, and perform such other duties as may be designated by the President. The Treasurer shall cause the Corporation's financial records to be audited annually by the Committee of Auditors approved by the BoD and cause the Committee of Auditors to present and report upon such audit to the BoD for its review and consideration within a reasonable time following the end of the Corporation's fiscal year. Thereafter, at the next regularly scheduled meetings of the BoD, the Treasurer shall report upon completion of the audit.

No person shall be eligible for re-election to the office of Treasurer for more than two (2) consecutive full terms unless no other Board Member accepts a nomination for Treasurer during regular elections. In such case the tenure of the incumbent is extended for one year or until another Board Member accepts a nomination for Treasurer during regular elections.

Section 7 – Secretary: The Secretary shall supervise and maintain the recording of actions taken by the Corporation, BoD, and cause notice of all meetings to be sent to those entitled to such notice, keep the seal of the Corporation, and perform such other duties as may be designated by or the President. In the absence of the Secretary, an Assistant Secretary, if one is chosen and present, otherwise a Temporary Secretary designated by the person presiding at a meeting of the BoD shall perform the duties of the Secretary at such meeting. The Secretary shall serve as the Corporation's Clerk. A Member's tenure as Secretary of the Corporation is not subject to term limits.

Section 8 – Unification Director (UD): Joe Davis, the current UD, shall be in charge of any and all the issues that may present themselves (including artistic, financial, administrative, etc.), and he may make all decisions with proper notice to the BoD, he may appoint and/or elect Board Members and Officers. These powers and privileges are exceptionally bestowed on Joe Davis in recognition of his role in creating and sustaining the Corporation. Joe Davis' tenure is not subject to term limits.

These powers will not transfer to the next Unification Director. After Joe Davis' tenure ends, the BoD at that time will determine the role, term limits, powers, and obligations for the office of Unification Director ("UD").

Section 9 – Assistant to the Unification Director (AD): The Assistant to the Unification Director assists the Unification Director in all his duties and represents him whenever he is absent. Currently, the Assistant to the Unification Director Joe Davis, is Kris Pilcher. Kris Pilcher' tenure is not subject to term limits. After Joe Davis' tenure as UD ends, the BoD at that time will determine the role, term limits, powers and obligations for the office of Assistant to the Director (AD), should the position remain necessary. At that time Kris Pilcher will remain a member of the BoD and his tenure will abide by the guidelines of the present Bylaws.

Section 10 – Removal: An Officer may be removed from office with cause by a vote of a majority of the BoD then in office, with the exception of Joe Davis as referenced in Section 8 of this Article. An Officer may be removed only after reasonable notice and opportunity to be heard before the BoD.

ARTICLE 7 – COMPENSATION

Section 1: No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any officer, member or director of the Corporation

or any private individual or be appropriated for any purposes other than the purposes of the Corporation as herein set forth. The Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purposes as set forth herein. Members of the Corporation do not receive direct or indirect compensation for their service in the BoD.

Section 2: No substantial part of the Corporation shall be the carrying lobbying activities or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 3: It is intended that the Corporation shall be entitled to qualify for exemption from state, county, local and federal income tax under Section 501(c)(3) of the Internal Revenue Code as the same may be amended from time to time.

Section 4; The Corporation shall not be a private foundation under Section 509 (a) of the Internal Revenue Code.

Section 5: The Corporation is organized and shall be operated exclusively for educational, philanthropic, religious or literary purposes, as said terms have been and shall be defined pursuant to Sections 170(c) and 501(c)(3) of the Code, or under any successor sections thereto.

ARTICLE 8 – MISCELLANEOUS

Section 1 – Fiscal Year: The fiscal year of the Corporation (also referred to herein as the "Corporation Year") shall commence September 1st of each year and end August 31 of the following year.

Section 2 – Execution of Instruments: All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an Officer of the Corporation on its behalf shall be signed by the President and the Treasurer.

Section 3 – Voting of Beneficial Interests: The President and the Treasurer may waive notice of and act on behalf of the Corporation, or appoint any person or persons to act as proxy or attorney in fact for this Corporation (with or without discretionary power and/or power of substitution) at any meeting of members or beneficial owners of any other corporation or organization, any of the direct or indirect beneficial interests of which may be held by the Corporation.

Section 4 – Corporate Records: The original or attested copies, of the Articles of Organization, these Bylaws, and records of all meetings of the Incorporators and members of the Corporation, which shall contain the names and the record addresses of all members of the Corporation, Delegates and Officers, shall be kept in Massachusetts at the principal office of the Corporation. They shall be available at all reasonable times for the inspection of any member of the Corporation, or Officer for any proper purpose but not to secure a list or other information for the purpose of selling said list or information or copies thereof or of using the same for a purpose other than in the interest of the applicant, as a member of the Corporation, or Officer, relative to the affairs of the Corporation. Except as may be otherwise required by law, by the Articles of Organization, or by these Bylaws, the Corporation shall be entitled to treat the record address of a member of the Corporation, or Officer as shown on its books as the address of such person for all purposes, including the giving of any

notices; and it shall be the duty of each such person to notify the Corporation of his or her latest post office address.

Section 5 – Evidence of Authority: A certificate by the Secretary, acting in his or her capacity as Clerk, as to any action taken by the members, or any Officer or representative of the Corporation shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

Section 6 – Ratification: Any action taken on behalf of the Corporation by a member of the Corporation, or any Officer or representative of the Corporation which requires authorization by the members or by the BoD shall be deemed to have been duly authorized if subsequently ratified by the members, if action by them was necessary for authorization, or by the BoD, if action by it was necessary for authorization.

Section 7 – Vacancies: In the event of death, resignation, disability or removal (for cause only) of any Officer or member of the BoD, the BoD shall vote to appoint a successor to fill such office.

Section 8 – Voting: For purposes of these Bylaws, unless otherwise provided by law, the Articles of Organization or in another section of these Bylaws, the term "Majority" or "Majority Vote" shall mean a simple majority of those attending the meeting at which a quorum is present. Voting by electronic means for issues other than electing the BoD or modifying the Bylaws is an acceptable mechanism for the Corporation

Section 9 – Conduct at Meetings: To the extent not inconsistent with these Bylaws, all meetings of the members of the Corporation, the BoD shall be conducted in accordance with the current version of Robert's Rules of Order.

Section 10. – Authority: Except by specific authority from the BoD, no committee, shall represent the Corporation or issue any report or record on any public policy or advocacy issues. Except by specific authority from BoD, no committee, or any of its committees shall represent the Corporation or issue any report or record on any other matter.

Section 11 – Governance: Each committee shall in all respects be governed by the general policies and procedures set forth in these Bylaws, as it may from time to time be amended by the BoD.

Section 12 – Notice: For the purpose of these Bylaws, unless otherwise provided in another section of these Bylaws, notice may be sent by electronic mail to members unless members specifically request to receive notice by regular mail. All meeting notices shall include the date, time, location and agenda of the meeting. Notice of the annual meeting of the Corporation or of any other meeting of the BoD may be given by electronic mail.

Section 13- Election. Members of the BoD may nominate eligible individuals to serve as members of the BoD. The election of each new member shall be by vote of the BoD consistent with these Bylaws.

ARTICLE 9 - AMENDMENTS OF BYLAWS

Bylaw amendments shall be ratified by a two-thirds (2/3) majority of the votes cast by the BoD either at a meeting of the BoD duly called for such purpose at which a quorum is present or by ballot (electronic or written) forwarded to all members of the BoD in accordance with these Bylaws. Any such ballot shall describe the Bylaw amendment approved by the BoD.

ARTICLE 10 – INDEMNIFICATION

Section 1 - Indemnification for Directors and Officers: The Corporation shall, to the extent legally permissible, indemnify each person who serves or has served as a director or officer of the Corporation, and each person who is or was serving at the request of the Corporation as an officer or director of another organization, against all liabilities, costs and expenses (including but not limited to amounts paid in satisfaction of judgments, in settlement or as fines and penalties, and counsel fees and disbursements) reasonably incurred by or imposed upon him or her in connection with the defense or disposition of or otherwise in connection with or resulting from any action, suit or other proceeding, whether civil, criminal, administrative or investigative, before any court or administrative, legislative or investigative body, in which such person may be or may have been involved as a party or otherwise or with which such person may be or may have been threatened, while in office or thereafter, by reason of his or her being or having been such an officer or director, or by reason of any action taken or not taken in any such capacity; except that no indemnification shall be provided with respect to any matter as to which such person shall have been finally adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, if applicable, of the other organization of which he or she is or was serving as an officer or director at the Corporation's request. Expenses, including but not limited to counsel fees and disbursements, so incurred by any such person in defending any such action, suit or proceeding, may be paid from time to time by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person indemnified to repay the amounts so paid if it shall ultimately be adjudicated that indemnification of such expenses is not authorized hereunder, which undertaking shall be accepted without reference to the financial ability of such person to make repayment.

Section 2 – Settlements: As to any matter disposed of by settlement by any such person, pursuant to a consent decree or otherwise, no such indemnification either for the amount of such settlement or for any other expenses shall be provided unless such settlement shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification, (i) by a two-thirds vote of the disinterested members of the whole board of directors then in office, or (ii) by a majority vote of the whole board of directors at a duly organized special meeting called for that purpose, provided, that, with respect to subsection (ii) of this paragraph, only if the board of directors shall have been furnished with an opinion of independent legal counsel to the effect that such settlement is in the best interests of the Corporation and that such person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation. No such approval shall prevent the recovery from any such officer or director of any amounts paid to such person or on his or her behalf as indemnification in accordance with the preceding sentence if such person is subsequently adjudicated by a court of competent jurisdiction not to have acted in good faith in the reasonable belief that his or her action was in best interests of the Corporation.

Section 3 – Employees and agents: By the same procedures set forth in the preceding paragraph, the board of directors may vote to extend indemnification provisions substantially similar to those rights and subject to those limitations described above to employees or agents of the Corporation who are

not officers or directors or to persons serving at the Corporation's request as either employees or agents of another organization or in a capacity with respect to any employee benefit plan.

Section 4 – Non-Waiver of Other Rights: The right or grant of indemnification hereby provided shall not be exclusive of or affect any other rights to which any officer, director, employee or agent may be entitled or which may lawfully be granted to such person.

Section 5 – Insurance: By action of the BoD, notwithstanding any interest of the directors in such action, the Corporation may purchase and maintain insurance, in such amounts as the board of directors may from time to time deem appropriate, on behalf of any person who is or was an officer, director, employee or other agent of the Corporation or who is or was serving at the request of the Corporation as an officer, director, employee or other agent of another organization, or with respect to any employee benefit plan, against any liability incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

Section 6 – Definitions: As used herein, the terms "officer," "director," "employee" and "agent" include their respective executors, administrators and other legal representatives; an "interested" person is one against whom the action, suit or other proceeding on the same or similar grounds is then or had been pending or threatened; and a "disinterested" person is a person against whom no such action, suit or other proceeding is then or had been pending or threatened.

Section 7 – Personal Liability: The directors and officers of the Corporation shall not be personally liable for any debt, liability or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

ARTICLE 11- DISSOLUTION OF THE CORPORATION

The Corporation may be dissolved if the BoD members are less than three (3). In the event of dissolution of the Corporation, no assets of the Corporation shall be distributed to any Member of the BoD, and after paying or making provision for the payment of all of the liabilities of the Corporation, the BoD shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations as in their judgment have purposes most closely allied to those of the Corporation; provided, however, that the transferee organization or organizations shall be organized and operated exclusively for charitable, educational, religious, or scientific purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws. Any such assets not so disposed of shall be disposed of by the Supreme Judicial Court of The Commonwealth of Massachusetts, exclusively for such charitable purposes or to such organization or organizations, exempt under said Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent Federal tax laws, as said Court shall determine, as provided in §11A of Chapter 180.

ARTICLE 12- CONFLICT OF INTEREST

Except as otherwise provided by law or in the Articles of Organization, and subject to the Corporation's Conflict of Interest Policy, no contract, grant or other transaction of the Corporation shall, in the absence of fraud, be affected or invalidated by the fact that any director or officer of the Corporation or any corporation, firm or Corporation of which he or she may be a director, officer, stockholder, member, employee or agent may be a party to or may have an interest, pecuniary or otherwise, in, any such contract, grant or other transaction. No director or officer shall participate in any decision by the Corporation to award a grant, contract or in any other transaction with any corporation, firm, Corporation or other entity of which he or she may be a director, officer, stockholder, member, employee or agent may be a party to or may have an interest, pecuniary or otherwise. These Bylaws adopt and implement a conflict of interest policy for its Directors and for officers of the Corporation. Officers and Directors shall be required to make periodic written disclosures of relationships that may constitute a conflict of interest and shall submit such statement, together with an acknowledgment of such officer or director's confidentiality obligations, to the Board may designate. Subject to compliance with such conflict of interest policy, and subject to the last sentence of this paragraph, the Corporation may enter into contracts or transact business with one or more of its Directors or Officers, or with any Corporation, Corporation, trust, company, organization, or other concern in which any one or more of its Directors or officers are directors, officers, trustees, shareholders, beneficiaries, stockholders, or otherwise interested and other contract or transactions in which any one or more of its Directors or officers is in any way interested. No Director or Officer shall be disqualified from holding office as Director or Officer of the Corporation by reason of any such interests, which may be adverse to the Corporation. In the absence of fraud, no Director or Officer having such adverse interest shall be liable to the Corporation or to any member or creditor thereof or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such Director or Officer be accountable for any gains or profits realized thereon. Provided, however, nothing herein shall be deemed to authorize transactions with employees of the Corporation or entities in which any such employee has a financial interest except such transactions that are directly related to such person's employment relationship, and further provided that the Corporation may in any instance enter into transactions with publicly held entities in which any such Director, officer or employee holds less than a 2% interest.

ARTICLE 13- CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES AND PROCEDURES

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

Section 2 – Definitions:

- a) **Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- b) **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
 - 2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
 - 3. 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.
- c) **Compensation.** Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3 – Conflict of Interest Avoidance Procedures

- a) **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the BoD and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b) **Determining whether a Conflict of Interest exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c) **Procedures for Addressing the Conflict of Interest:** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the

above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- d) **Violation of the Conflict of Interest Policy:** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4 – Records of Board and Board Committee Proceedings: The minutes of meetings 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 board's or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5 – Compensation Approval Policies: Members of the Corporation do not receive any direct or indirect compensation for their services in the BoD or in Committees. When approving compensation for employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a) The terms of compensation shall be approved by the BoD prior to the first payment of compensation;
- b) All members of the BoD who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 - 1. Is not the person who is the subject of the compensation arrangement, or a family member of such person;
 - 2. Is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 - 3. Does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 - 4. Has no material financial interest affected by the compensation arrangement; and

5. Does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- c) The BoD shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
1. Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions or services. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
 2. The availability of similar services in the geographic area of this organization;
 3. Current compensation surveys compiled by independent firms;
 4. Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement; As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.
- d) The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
1. The terms of the compensation arrangement and the date it was approved;
 2. The members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
 3. The comparability data obtained and relied upon and how the data was obtained;
 4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
 5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
 6. Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
 7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes

must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

Section 6 – Annual Statements: Following the Annual Meeting in which he or she is elected or continues in office and prior to the Corporation's submission of its Internal Revenue Document for that year, each director, principal officer, and member of a committee with governing board delegated powers shall annually sign and transmit to the Executive Committee a statement which affirms such person:

- a) Has received a copy of the conflicts of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands the Corporation is charitable and, in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Section 7 – Periodic Reviews: To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

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

Section 8 – Use of Outside Experts: When conducting the periodic reviews as provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 14 - CONFIDENTIALITY

Each member of the BoD, officers and members of committees, as well as other persons attending meetings of the BoD or committees will be bound by an obligation to hold in confidence and not to disclose proceedings of any such meetings or information made available at such meetings to the extent that such information is not in the public domain and is not required to be disclosed pursuant to applicable law or orders of regulatory bodies having jurisdiction. Nothing contained in this Article is intended to limit neither the proper dissemination of proceedings or information to or among the BoD members or its committees nor the performance of the duties and obligations of the officers of the Corporation and their designees in conducting the business of the Corporation.

ARTICLE 16 - WHISTLE BLOWER POLICY

Section 1: It is the policy of the Corporation to encourage the reporting of malfeasance. Such malfeasance includes corruption, unethical practices, violation of law, gross waste or misappropriation of funds or property, abuse of authority or charitable status, neglect of fiduciary duty, or danger to the public safety that involves the Corporation and (1) its officers, members of the BoD, or members of any committee of the Corporation; (2) its employees and (3) its consultants or others providing or seeking to provide services for hire to the Corporation.

Section 2: The Corporation, its directors, officers, employees and agents shall not take or threaten to take any retaliatory action or interfere in any way with respect to any person who in good faith and with reasonable cause reports a complaint of malfeasance in accordance with this policy. Such retaliatory action or interference includes firing, demotion, suspension, non-consideration for promotion, loss of compensation of benefits, interference with contract, defamation or other discrimination. Any director, officer, employee, or agent of the Corporation who engages in such retaliation or interference, or willfully makes allegations of malfeasance that he or she knows to be false, will be subject to disciplinary action.

Section 3. For purposes of this policy:

- a) Complaints of malfeasance shall be delivered by mail, clearly marked as confidential, to the attention of the President of the BoD of the Corporation at her/his address. Such complaints shall be in the form of a written statement providing factual information supporting the complaint and preferably signed with the verifiable name, address and telephone number of the complainant. Anonymous complaints, however, will be investigated by the President of the BoD to the extent possible. The President of the Board of Directors shall promptly provide written acknowledgement of the complaint, including notice of the confidentiality provisions of subsection (d) of Section of this policy.
- b) The President of the BoD shall promptly investigate the reported complaint, provided that any person who is the subject of such complaint shall not participate in the investigation on behalf of the Corporation. Within sixty days following receipt of the complaint, the President of the BoD shall complete its investigation and report his/her written findings and recommendations to the BoD, provided that complaints that may reasonably be believed to involve criminal activity shall be reported immediately to the proper law enforcement authority.
- c) Within thirty days following receipt of the report of findings and recommendations, the Board of Directors shall decide such action as may be warranted provided that any member of the Board of Directors who is the subject of the complaint shall not participate in the decision.
- d) The President of the BoD and any incorporator, employee or agent of the BoD shall not, after receipt of a complaint of malfeasance in accordance with this policy, disclose, (1) the identity of the complainant without the written consent of such person; or (2) the complaint and records of any investigation except as required by law.
- e) If malfeasance by the President of the BoD is being alleged, then a complaint shall be mailed to the Vice President at his/her address in the same manner as set forth in Section 3(a). The Vice President shall then investigate and report his/her findings as set forth in Sections 3 (a) and (b).

Section 4: (a) Complaints of retaliation prohibited under this policy shall be delivered by mail, clearly marked as confidential, to the attention of the President of the Board of Directors at her/his address within fifteen days after the complainant becomes aware of such alleged retaliation. Such complaints shall be in the form provided under and investigated in accordance with Section 3 of this policy. (b) If retaliation by the President is being alleged, then the complaint shall be mailed to the Vice President at his or her address in the same manner as set forth in Section 4(a); and such complaint shall be investigated by the Vice President in accordance with Section 3 of this Policy.

Section 5. The Board of Directors shall make reasonable efforts to publicize this policy and shall annually review this policy.

ARTICLE 17 -RATIFICATION AND DATE OF EFFECTIVENESS OF THE BYLAWS

The ratification of acceptance of the present Bylaws took place on August _____, 2024, during the Bylaws General Assembly Meeting, and signifies the automatic validity and enforcement of the Bylaws.

A true Copy. Temporary Institute for Unification of Knowledge Inc.

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