

BYLAWS OF nenos Inc.
A FLORIDA NOT-FOR-PROFIT CORPORATION

Effective as of 01/17/2024.

Article 1. **nenos Inc.**

nenos Inc. (the “Corporation”) is a registered not-for-profit public charity entity in the State of Florida purposed to build stronger and more equitable communities through technology. The Corporation shall be governed by a Board of Directors (the “Board”), which shall be composed of a minimum of five (5) and maximum of fifteen (15) voting members (the “Directors” or “Members”). The Members shall only have such rights and authorities of the Corporation that are expressly and explicitly set forth within these bylaws.

Article 2. **Board Scope, Officers, and Business**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, this Board.

Section A. Board Composition, Tenure, and Term Limits

I. Board composition. The Board shall consist of no fewer than five (5) and no more than fifteen (15) voting members. Upon the annual meeting of the Board, as set forth in these bylaws, nominated candidates will be elected and voted upon the Board. A majority of the Board in quorum is required for ascension onto the Board. There shall be no professional or geographic limits to Board membership. All Board members shall be at least eighteen (18) years of age.

II. Board tenure. Each Board member in good sitting is permitted a term of two (2) years, beginning upon election to the board and concluding at the second annual meeting thereafter. Board members who are elected due to the result of a position that has been vacated mid-term may be eligible for a full two (2) year term, pursuant to 2(a)(vii).

III. Term limits. Board members may serve for a maximum of three (3) consecutive terms and six (6) terms overall. Members who have reached this maximum limit are ineligible for nomination and Board election.

IV. Waived service. All Board members appointed to the inaugural board by the Corporation shall not consider time served to contribute toward term limits, nor part of their accrued tenure. Upon the formal election of the first annual meeting of the Board shall further service and Board membership contribute toward term limits and other restrictions as set forth in these bylaws.

V. Resignations. At any time during the service on the Board, a Director may voluntarily opt to resign. Resignations must be provided in writing, either electronically or physically, to the Board

Chair, Board Secretary-Treasurer, or the Board itself. Effective dates will take effect as indicated on the notice or, if a date is not provided, immediately upon receipt of the resignation.

VI. Removal. Board members may be removed from the Board due to malfeasance, misfeasance, extended inactivity (consecutive absence from at least three [3] scheduled and notified meetings), or engaging in criminal or civil actions that may injure or impair the reputation of the Corporation. The removal of a Director requires a two-thirds ($\frac{2}{3}$) vote of the Board upon proper notification of a Regular meeting, per 2(b)(ii) or during the Annual meeting. Board members will all be informed of the Director at-risk of removal and the charge for removal in the notice of the meeting. Charged Directors will be immediately suspended from committees and Board officer positions prior to the vote. Prior to voting during the same meeting, charged Directors will be provided an opportunity to argue their case. Upon a failed removal vote, the Director will resume any suspended officer or committee assignments; likewise, a successful removal vote will result in the immediate removal of the Director and revocation of special privileges or access to critical documents. Their position will be determined to be Vacant, and may be filled per 2(a)(vii).

VII. Vacancies. In the event that a Board position becomes vacant—through death, removal, resignation, or the expansion of the Board—the Board’s Governance committee may begin the process of nominating candidate(s) for election. A Regular meeting may be scheduled for the purpose of electing a Director and fill the vacancy. If the vacancy occurs within one year of their predecessors’ election to the position, their service will be counted toward their term limits. If the vacancy occurs after one year of their predecessors’ election to the position, their service will not be counted toward their term limits, pursuant to 2(a)(iv).

Section B: Meetings

I. Annual meetings. The Board shall meet once per year, between October 1 and November 30, for the purpose of reviewing and amending these bylaws, holding Board elections, and approving the following fiscal year budget.

II. Regular meetings. The Board shall hold at least four (4) meetings per year, including the Annual meeting. These regular meetings, and their dates and times, shall be previously determined by the Board via resolution.

III. Notice of meetings. All Regular and Annual meetings shall be properly notified to Board members at least fourteen (14) days prior to the meeting taking place. These days include holidays and weekends, as recognized by the City of Tampa, State of Florida, and the United States of America. Notification shall be provided electronically via preferred E-Mail, and the delivery of the E-Mail will be deemed as sufficient notification.

IV. Attendance. Board members are encouraged to attend all Regular meetings as set forth and scheduled by the Board; attendance at the Annual meeting is required, except for extenuating or emergency situations that prohibit attendance. When possible, Board members shall provide

advanced notice to the Board Chair, Board Secretary-Treasurer, or the Board itself that they are unable to attend an upcoming meeting.

V. Quorum. Quorum shall be determined via roll call, performed by the Board Secretary-Treasurer, at the beginning of every meeting and shall be achieved through attendance of at least one-half (½) of elected Board positions present. In the event that the Secretary-Treasurer is absent, the roll call shall be performed by the Vice Chair. A majority of the Directors present, regardless of the existence of a quorum, may vote to adjourn a meeting. Notice of adjourned meetings shall be provided to absent Board members.

VI. Holding meetings. All meetings, unless otherwise indicated by preference of the Board, shall be conducted virtually via Zoom, Microsoft Teams, Skype, or another similar technology. Any access or registration links required to attend shall be provided in advance to Directors.

VII. Unanimous consent votes. All business actions and committee assignments that may be typically voted upon during a Regular or Annual Meeting may instead be electronically consented by the Board. This consent must be written and provided via electronic signature, and the vote will be considered affirmed and unanimous when the last Director provides their signature, unless otherwise indicated on the resolution or action item. This method of voting is equal to that of a vote held during a traditional meeting and shall be included in the following minutes provided to the Board. This may also apply, when appropriate, to committees of the Board as outlined in 2(c) that desire to exercise unanimous consent votes.

Section C: Committees

I. Ad hoc committees. The Board, from time-to-time, may create at its discretion ad hoc committees purposed for specific projects, activities, tasks, responsibilities, or duties to perform or fulfill the obligations of the Board. These committees shall be created through a majority vote and will be sunset upon the end of each fiscal year unless otherwise renewed annually by the Board through majority vote. Resolutions creating ad hoc committees must indicate the size and composition of the committee, its frequency of meeting, and scope of its work.

II. Standing committees. The Board at-large is also composed of individual standing committees that do not require annual renewal. Standing committees may be altered, removed, or added through the amendment of these bylaws. The current standing committees are: Executive, Governance, Finance and Audit, and Ethics.

III. Executive committee. The Executive committee shall be composed of the Board Chair, Board Vice Chair, Secretary-Treasurer, Immediate Past Chair (if eligible and available), and another representative of the Board as appointed by the Chair. The Corporation's Chief Executive and the Chief Technology and Development Officer must also attend all Executive committee meetings but shall not hold voting privileges. The Executive committee may enjoy all rights and responsibilities as provided by the Board, but may not unilaterally remove Directors, fill vacancies, or amend these bylaws.

IV. Governance committee. The Governance committee shall consist of at least three (3) members appointed by the Board. They shall review candidates for vacant positions, or for positions that will be termed-out; nominate candidates for Board election; nominate candidates for committee appointments; provide orientation for new Board members; and review the Corporation's bylaws, Articles of Incorporation, or other governance practices at least once every two years, and offer recommendations for amendments or changes to the Board and these bylaws.

V. Finance and Audit committee. The Finance and Audit committee shall consist of at least three (3) members appointed by the Board. They shall oversee the Corporation's administrative and financial functions; present recommendations for adjustments to the aforementioned functions to the Board; audit the finances of the Corporation or contract with auditors; review and measure the internal controls of the Corporation; and prepare and present a fiscal year budget to the Board at its Annual meeting in coordination with the Corporation.

VII. Ethics committee. The Ethics committee shall consist of at least three (3) members appointed by the Board. They shall meet when necessary to receive complaints or charges against Board members or the Chief Executive Officer; assist with providing notice for removal votes to the Board Secretary-Treasurer, pursuant to 2(a)(vi); and provide preliminary investigations of charges or complaints. If a committee member themselves is ever directly involved in a complaint or charge, or has a perceived conflict of interest, they must abstain from any investigations, discussions, or decisions relevant to such a case.

VIII. Advisory committees. The Board may create advisory-only committees open to the community that provide additional perspectives, suggestions, and feedback. These committees are limited to the scope and restrictions as set forth by their charters. Advisory committees are treated as standing committees, unless otherwise indicated, and do not need annual renewal. As of the current bylaws, the advisory committees are: Fundraising, Public Policy, and Community. The Board shall primarily appoint by majority vote members of each committee at the Annual meeting, but may also do so during a Regular meeting should a position become vacant.

Section D: Board Officers

I. Board officer composition. The Board shall be led by a Chair, Vice Chair, and Secretary-Treasurer. All officers will be elected from their peers on the Board via majority vote during the Annual meeting. The Board may also create or appoint other officer or assistant officer positions when necessary to fulfill the business of the Board.

II. Board Chair. The Board Chair is considered the principal Board officer of the Corporation and shall, when present and able, preside over all Regular and Annual meetings of the Board. They may sign contracts, loans, or bonds as authorized by the Board, except when explicitly authorized solely to the entirety of the Board or another representative of the Corporation or Board. The Chair shall assume all other tasks, duties, and responsibilities as expected as Chair and as assigned by the Board.

III. Vice Chair. The Board Vice Chair shall act in absence of the Board Chair, either due to inability, incapacity, or a refusal to fulfill their responsibilities as Chair. When assuming the Chair position as a result of the aforementioned events, the Vice Chair shall have all powers, authority, restrictions, and rights as Chair. Upon the election of a new Chair, the Vice Chair will relinquish these temporary powers, authority, restrictions, and rights. The Vice Chair will assume all other tasks, duties, and responsibilities as expected as Vice Chair and as assigned by the Board.

III. Secretary-Treasurer. The Board Secretary-Treasurer shall record and keep the minutes of all Regular and Annual meetings; provide notices as assigned by these bylaws; maintain a registry of current Directors and their contact information; and be responsible and have charge for all funds of the Corporation. The Secretary-Treasurer will assume all other tasks, duties, and responsibilities as expected as both Secretary and Treasurer and as assigned by the Board.

IV. Officer resignation. At any time during the service, an officer may voluntarily opt to resign. Resignations must be provided in writing, either electronically or physically, to the Board Chair, Board Secretary-Treasurer, or the Board itself. Effective dates will take effect as indicated on the notice or, if a date is not provided, immediately upon receipt of the resignation. Resignation from an officer position does not result in resignation from the Board.

V. Officer removal. Any officer, assistant officer, or agent appointed or elected by the Board may be removed by the Board if, at any time, the Board decides that the officer is not acting in the best interests of the Corporation or Board or is unable to fulfill their obligations and responsibilities. A two-thirds ($\frac{2}{3}$) vote is required by the Board to remove an officer. The removal of an officer from their position does not result in removal from the Board. However, the removal of an officer from the board, pursuant to 2(a)(vi), will automatically result in the vacancy of the officer position.

VI. Vacancy. The removal or resignation of any officer prior to the completion of their term will result in a vacant position. The Board, by majority vote, shall elect a new officer to that position. This individual shall serve the remainder of the term of the officer.

VII. Chief Executive Officer. The chief executive officer serves at the pleasure of the Board. They shall be responsible for the day-to-day business and operations of the Corporation, and perform any other tasks, duties, and responsibilities as expected as chief executive officer and as assigned by the Board. The officer shall attend all Board and Executive committee meetings, except when otherwise indicated or noted by the Board and during meetings regarding their performance reviews. The Executive committee shall provide annual performance reviews for the chief executive officer. This officer shall not hold voting privileges on the Board.

VIII. Chief Technology and Development Officer. The chief technology and development officer is responsible for the development of the Corporation's key technological assets. They shall report to the chief executive officer. The officer shall attend all Board and Executive committee meetings, except when otherwise indicated or noted by the Board. They shall perform any other tasks, duties, and responsibilities as expected as chief technology and development officer and as assigned by the Board. This officer shall not hold voting privileges on the Board.

Article 3. Financial Management

Section A. Loans, Contracts, Deposits, and Checks

I. Loans. Only resolutions of the Board permit the application and receipt of loans and the issuance of debt, and may be offered as a general authority or in specific instances.

II. Contracts. Unless restricted by law, the Board may permit and authorize any Director, officer, or agent to agree upon and execute any contract or agreement on behalf of the Corporation, and may be offered as a general authority or in specific instances.

III. Checks. All orders, checks, or notes for the payment of money or issuance of debt as issued in the name of the Corporation shall be assigned by any Director, officer, or agent in such a manner that shall be assigned through a resolution of the Board.

IV. Deposits. The Board shall select and approve a banking institution for the deposit, withdrawal, and management of funds, as well as any other banks, credit unions, depositories, trust companies, or investment firms to facilitate management of the Corporation's funds.

Section B. Fiscal Year

I. Fiscal year. The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year.

Article 4. Indemnification

Section A. Liability & Indemnification

I. Personal liability. In accordance with Florida Statute 617.0604 and the Florida Not For Profit Corporation Act, no Director, agent, or officer of the Corporation shall be liable in a personal capacity for financial and monetary damages incurred by the Corporation for any decisions, votes, statements, or inability to act as a Director, agent, or officer, except to the extent as offered through Florida law. Should relevant laws or statutes, as proposed and enacted by the State, amend personal liability limitations, then these bylaws shall interpret such amendments to eliminate or limit to the fullest extent possible personal liability limitations under the law.

II. Indemnification. The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a Director, officer, or employee of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of their service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have

acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

III. Agreement. This Article constitutes a contract between the corporation and the indemnified Directors, officers, and employees. No amendment or repeal of the provisions of Article 3 which adversely affects the right of an indemnified officer, Director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Section B. Expenses Incurred.

I. Proceeding expenses incurred. Any costs, expenses, or debts incurred by a Director, member, officer, or agent in defending a criminal or civil proceeding is only eligible to be paid by the Corporation in advance of the final disposition of the proceeding if the payment would not risk, damage, or jeopardize the financial health of the Corporation, and if such aforementioned individual is ultimately found to lack entitlement to indemnification by the Corporation.

Article 5. Emergency Powers and Authority

Section A. Emergency Authority

I. Prerequisite requirements. In the event that a catastrophic event, whether an act of God or otherwise, inhibits, prevents, or obstructs the ability for the Board to achieve quorum and conduct business, an emergency may be declared by the Board Chair, Vice Chair, or Secretary-Treasurer, in that order, should the line of succession be impacted. If all executive officers are incapacitated or unresponsive, and cannot be reasonably contacted, any member of the Board may attempt to declare an emergency.

II. Notice. The Secretary-Treasurer, or whomever is acting as the appropriate officer under catastrophic circumstances, will provide notice to all available Board members of an emergency meeting of the Board. In preparation of the meeting, the requirements of 2(b)(iii) will be waived. Only a forty-eight (48) hour notice is required for meetings and Directors may be contacted in any way practical, such as electronically, physical mail, word of mouth, and radio.

III. Quorum. Quorum shall consist of all Directors present at an emergency meeting.

IV. Actions by the board. The actions and votes made by a Board during an emergency should remain as consistent with these bylaws as possible. Emergency authority granted to the Board shall permit Directors to substitute officers if any officer is incapacitated, nonresponsive, or unable to fulfill their duties, until the officer resumes communication or their ability to conduct their duties as assigned. In the event that the catastrophic event results in a permanent vacancy of a board or officer position, the emergency Board shall be able to fill the position in a matter pursuant to 2(a)(vii) and 2(d)(vi), respectively.

V. Restrictions. While in emergency session, the Board cannot waive previously set requirements for removing officers or Board members, repeal or amend these bylaws, expand the size of the Board, dismiss the chief executive officer, or unnecessarily engage in actions or votes that do not promote the stability and functionality of the Board in an emergency.

VI. End of emergency authority. Once an emergency ends, the authority granted to the Board shall simultaneously end. An emergency ends if any of the following prerequisites are met: 1) the board passes a resolution declaring an end to the emergency; 2) any local, state, or federal declarations of emergency expire or are withdrawn from their respective agencies; 3) the Board elects enough Directors as to achieve the amount prior to the emergency; or 4) it has been one (1) year since the declaration of emergency.

Article 6. Amendments

Section A. Amendments to the Bylaws

I. These bylaws may be amended, repealed, or altered by a vote of the Board at any Annual or Regular meeting of the Board. Notice of any proposed amendments or alterations must be given to all Directors alongside notice of the meeting itself. A two-thirds ($\frac{2}{3}$) vote is required by the Board for any changes to be made to these bylaws.

Section B. Amendments to the Articles of Incorporation

I. The Articles of Incorporation may be amended, repealed, or altered by a vote of the Board at any Annual or Regular meeting of the Board. Notice of any proposed amendments or alterations must be given to all Directors alongside notice of the meeting itself. A two-thirds ($\frac{2}{3}$) vote is required by the Board for any changes to be made to these bylaws.

EXECUTIVE COMMITTEE CHARTER

I. Membership

- A. The Executive Committee membership shall consist of the Board Chair, Vice Chair, Secretary-Treasurer, at-Large Director, and Immediate Past Chair. Each officer shall retain membership on the committee so long as they hold their respective position, or as otherwise indicated in the bylaws.
- B. The membership of the committee shall be changed with the election of Board leadership.

II. Authority

- A. The Executive Committee is a standing committee of the Board, as established under 2(c)(iii).

III. Operations

- A. The Executive Committee shall meet once per quarter. The Board Chair shall serve as committee chair and preside over all committee meetings. A majority ($\frac{1}{2}$) of the committee shall constitute a quorum and all votes of the committee require a majority ($\frac{1}{2}$) of support.
- B. The committee shall report its business to the Board and record minutes written while meeting. All minutes shall be sent to the Secretary-Treasurer within five (5) days of the meeting.
- C. The committee shall permit other Board members, the Chief Executive Officer, and the Chief Technology and Development Officer, to attend its meetings. The committee is also permitted to enter executive sessions and perform business exclusively to committee members.
- D. The committee shall review its charter periodically and provide recommendations to the Board.

IV. Responsibilities

- A. The responsibilities and duties of the committee shall be as prescribed by the Board and this charter. The committee shall act with full authority of the Board, subject to limitations and restrictions as established by the bylaws.
- B. The committee shall conduct and provide an annual performance review of the Chief Executive Officer between August 1 and August 30, recommend goals for the upcoming fiscal year, and provide any recommendations for compensation or other benefits changes.
- C. The committee shall act on behalf of the Board if there is immediate action that must be taken and cannot wait until a Regular or Annual meeting, provided that the action is not contrary to the direction of the Board or conflicts with the bylaws or charter.

V. Limitations

- A. The Board does not authorize the committee to, and the committee may not: fill Board vacancies or on any committee; remove from office any Directors, or alter the term of any Director; create compensation of Directors; amend these bylaws or Articles of Incorporation; modify or repeal any resolution that is, by its own limitations, not modifiable or repealable; create new committees or appoint committee members; permit indemnification for any agent of Corporation; approve the merger of Corporation, or the lease or transfer of substantially all of Corporation's assets; permit or revoke the decision to reduce or dissolve nenos; or approve a self-dealing transaction. These limitations may be reduced under extraordinary circumstances in emergency session and as permitted by the bylaws.

GOVERNANCE COMMITTEE CHARTER

I. Membership

- A. The Governance Committee membership shall consist of the Board Vice Chair and two other members as appointed by the Board via majority vote. Each officer shall retain membership on the committee so long as they remain Director, or as otherwise indicated in the bylaws.
- B. The membership of the committee shall be changed with the election of Board leadership.

II. Authority

- A. The Governance Committee is a standing committee of the Board, as established under 2(c)(iv).

III. Operations

- A. The Governance Committee shall meet once per quarter. The Vice Chair shall serve as chair and preside over all meetings. A majority ($\frac{1}{2}$) of the committee shall constitute a quorum and all votes of the committee require a majority ($\frac{1}{2}$) of support.
- B. The committee shall report its business to the Board and record minutes written while meeting. All minutes shall be sent to the Secretary-Treasurer within five (5) days of the meeting.
- C. The committee shall permit other Board members, the Chief Executive Officer, and the Chief Technology and Development Officer, to attend its meetings. The committee is also permitted to enter executive sessions and perform business exclusively to committee members.
- D. The committee shall review its charter periodically and provide recommendations to the Board.

IV. Responsibilities

- A. The responsibilities and duties of the committee shall be as prescribed by the Board and this charter. The committee shall act with full authority of the Board, subject to limitations and restrictions as established by the bylaws.
- B. The committee shall identify, recommend, and nominate candidates for Board membership, in line with goals and requirements established in the Board Nomination and Composition Policy. The committee shall also nominate candidates for Board committee membership and Board officers, including Chair.
- C. The committee shall implement and oversee the orientation of new Board members.
- D. The committee shall review the structure, processes, and policies of the Board and offer periodic recommendations. They shall also review the bylaws at least once every term.

V. Limitations

- A. The Board does not authorize the committee to, and the committee may not: fill Board vacancies or on any committee; remove from office any Directors, or alter the term of any Director; create compensation of Directors; amend these bylaws or Articles of Incorporation; modify or repeal any resolution that is, by its own limitations, not modifiable or repealable; create new committees or appoint committee members; permit indemnification for any agent of Corporation; approve the merger of Corporation, or the lease or transfer of substantially all of Corporation's assets; permit or revoke the decision to reduce or dissolve nenos; or approve a self-dealing transaction. These limitations may be reduced under extraordinary circumstances in emergency session and as permitted by the bylaws.

FINANCE AND AUDIT COMMITTEE CHARTER

I. Membership

- A. The Finance and Audit Committee membership shall consist of the Board Secretary-Treasurer and two other members as appointed by the Board via majority vote. Each officer shall retain membership on the committee so long as they remain Director, or as otherwise indicated in the bylaws.
- B. The membership of the committee shall be changed with the election of Board leadership.

II. Authority

- A. The Finance and Audit Committee is a standing committee of the Board, as established under 2(c)(v).

III. Operations

- A. The Finance and Audit Committee shall meet once per quarter. The Secretary-Treasurer shall serve as chair and preside over all meetings. A majority ($\frac{1}{2}$) of the committee shall constitute a quorum and all votes of the committee require a majority ($\frac{1}{2}$) of support.
- B. The committee shall report its business to the Board and record minutes written while meeting. All minutes shall be sent to the Secretary-Treasurer within five (5) days of the meeting.
- C. The committee shall permit other Board members, the Chief Executive Officer, and the Chief Technology and Development Officer, to attend its meetings. The committee is also permitted to enter executive sessions and perform business exclusively to committee members.
- D. The committee shall review its charter periodically and provide recommendations to the Board.

IV. Responsibilities

- A. The responsibilities and duties of the committee shall be as prescribed by the Board and this charter. The committee shall act with full authority of the Board, subject to limitations and restrictions as established by the bylaws.
- B. The committee shall review and provide recommendations for the Corporation's fiscal year budget, and approve budgets as offered by officers of the Corporation. The committee shall also periodically review cash flow processes, budgetary and financial performance, and other instruments for financial stability.
- C. The committee shall ensure that the Board and Corporation are adhering to and abiding by all relevant Local, State, and Federal laws regarding the operations of a Not-For-Profit corporation.
- D. The committee shall perform an audit annually or contract with an external auditor.

V. Limitations

- A. The Board does not authorize the committee to, and the committee may not: fill Board vacancies or on any committee; remove from office any Directors, or alter the term of any Director; create compensation of Directors; amend these bylaws or Articles of Incorporation; modify or repeal any resolution that is, by its own limitations, not modifiable or repealable; create new committees or appoint committee members; permit indemnification for any agent of Corporation; approve the merger of Corporation, or the lease or transfer of substantially all of Corporation's assets; permit or revoke the decision to reduce or dissolve nenos; or approve a self-dealing transaction. These limitations may be reduced under extraordinary circumstances in emergency session and as permitted by the bylaws.

ETHICS COMMITTEE CHARTER

I. Membership

- A. The Ethics Committee membership shall consist of three members as appointed by the Board via majority vote. Each officer shall retain membership on the committee so long as they remain Director, or as otherwise indicated in the bylaws.
- B. The membership of the committee shall be changed with the election of Board leadership.

II. Authority

- A. The Ethics Committee is a standing committee of the Board, as established under 2(c)(vi).

III. Operations

- A. The Ethics Committee shall meet once per quarter. The members will elect a chair upon its first meeting who shall preside over all meetings. A majority ($\frac{1}{2}$) of the committee shall constitute a quorum and all votes of the committee require a majority ($\frac{1}{2}$) of support.
- B. The committee shall report its business to the Board and record minutes written while meeting. All minutes shall be sent to the Secretary-Treasurer within five (5) days of the meeting.
- C. The committee shall permit other Board members, the Chief Executive Officer, and the Chief Technology and Development Officer, to attend its meetings. The committee is also permitted to enter executive sessions and perform business exclusively to committee members.
- D. The committee shall review its charter periodically and provide recommendations to the Board.

IV. Responsibilities

- A. The responsibilities and duties of the committee shall be as prescribed by the Board and this charter. The committee shall act with full authority of the Board, subject to limitations and restrictions as established by the bylaws.
- B. The committee shall receive, record, and provide preliminary investigations over all ethical complaints received, either anonymously or otherwise, against a Director or Chief officer of the Corporation.
- C. The committee shall plan, oversee, and implement any proceedings and votes against a charged Director or officer, and provide all necessary notifications to the Board.
- D. Members shall maintain neutrality in all proceedings and abstain from committee and Board votes if there is a perceived conflict of interest, regardless of its factuality.

V. Limitations

- A. The Board does not authorize the committee to, and the committee may not: fill Board vacancies or on any committee; remove from office any Directors, or alter the term of any Director; create compensation of Directors; amend these bylaws or Articles of Incorporation; modify or repeal any resolution that is, by its own limitations, not modifiable or repealable; create new committees or appoint committee members; permit indemnification for any agent of Corporation; approve the merger of Corporation, or the lease or transfer of substantially all of Corporation's assets; permit or revoke the decision to reduce or dissolve nenos; or approve a self-dealing transaction. These limitations may be reduced under extraordinary circumstances in emergency session and as permitted by the bylaws.

FUNDRAISING ADVISORY COMMITTEE CHARTER

I. Membership

- A. The Fundraising Advisory Committee membership shall consist of a minimum of three (3) members as appointed by the Board via majority vote at each Annual meeting. Committee members serve up to a term of one (1) year and may serve unlimited terms, consecutively or non-consecutively.
- B. Committee members serve at the pleasure of the Board and may be removed due to inactivity, misfeasance, malfeasance, or without-cause for whatever purpose by a two-thirds ($\frac{2}{3}$) vote of the Board.

II. Authority

- A. This committee is an advisory committee of the Board, as established under 2(c)(viii).

III. Operations

- A. The Fundraising Committee shall meet as frequently as determined necessary by the committee, at least twice per year. The members will elect a chair upon its first meeting who shall preside over all meetings. A majority ($\frac{1}{2}$) of the committee shall constitute a quorum and all votes of the committee require a majority ($\frac{1}{2}$) of support.
- B. The committee shall report its business to the Board and record minutes written while meeting. All minutes shall be sent to the Secretary-Treasurer within five (5) days of the meeting.
- C. The committee shall permit other Board members, the Chief Executive Officer, and the Chief Technology and Development Officer, to attend its meetings. The committee is not permitted to hold executive session.
- D. The committee shall review its charter periodically and provide recommendations to the Board.

IV. Responsibilities

- E. The responsibilities and duties of the committee shall be as prescribed by the Board and this charter. The committee shall act as determined by the limitations and restrictions as established by the bylaws.
- F. The committee shall work with the Board and Corporation to develop fundraising projects and activities and monitor the execution and implementation of fundraising activities, such as compliance with legal and ethical standards, cost-effectiveness, and performance against plans.
- G. The committee shall encourage, facilitate, and promote Director participation in fundraising activities, including identifying/providing connections and networking opportunities with potential funding sources such as government agencies, private foundations, corporations, and individual donors.
- H. The committee shall engage directly with current and potential donors, promote outreach and engagement with fundraising activities and events, and identify best-practices and opportunities to engage new donors and re-engage existing supporters.

V. Limitations

- A. This committee is advisory in nature and may not make decisions on behalf of the Board. The scope of this committee is relegated to reviewing matters as determined in the charter, provide recommendations to the Board, carry out decisions as provided by the Board, and serve as a resource to the Corporation.

PUBLIC POLICY ADVISORY COMMITTEE CHARTER

I. Membership

- A. The Public Policy Advisory Committee membership shall consist of a minimum of three (3) members as appointed by the Board via majority vote at each Annual meeting. Committee members serve up to a term of one (1) year and may serve unlimited terms, consecutively or non-consecutively.
- B. Committee members serve at the pleasure of the Board and may be removed due to inactivity, misfeasance, malfeasance, or without-cause for whatever purpose by a two-thirds ($\frac{2}{3}$) vote of the Board.

II. Authority

- A. This committee is an advisory committee of the Board, as established under 2(c)(viii).

III. Operations

- A. The Public Policy Committee shall meet as frequently as determined necessary by the committee, at least twice per year. The members will elect a chair upon its first meeting who shall preside over all meetings. A majority ($\frac{1}{2}$) of the committee shall constitute a quorum and all votes of the committee require a majority ($\frac{1}{2}$) of support.
- B. The committee shall report its business to the Board and record minutes written while meeting. All minutes shall be sent to the Secretary-Treasurer within five (5) days of the meeting.
- C. The committee shall permit other Board members, the Chief Executive Officer, and the Chief Technology and Development Officer, to attend its meetings. The committee is not permitted to hold executive session.
- D. The committee shall review its charter periodically and provide recommendations to the Board.

IV. Responsibilities

- A. The responsibilities and duties of the committee shall be as prescribed by the Board and this charter. The committee shall act as determined by the limitations and restrictions as established by the bylaws.
- B. The committee shall work with the Board and Corporation to review and assess changes to public policies, such as government regulations and laws, and their impacts on the services offered by the Corporation.
- C. The committee shall work with local, state, and federal stakeholders to advocate for the Corporation, and provide/identify opportunities for Directors, officers, and other individuals in the Corporation to meet with stakeholders to discuss the services offered by the Corporation.
- D. The committee shall abide by all local, state, and federal legal and regulatory policies and procedures on Not-For-Profit public advocacy and ensure that activities do not engage in significant advocacy, politicking, or other activities that may potentially jeopardize or disqualify the Corporation's Not-For-Profit status.

V. Limitations

- A. This committee is advisory in nature and may not make decisions on behalf of the Board. The scope of this committee is relegated to reviewing matters as determined in the charter, provide recommendations to the Board, carry out decisions as provided by the Board, and serve as a resource to the Corporation.

COMMUNITY ADVISORY COMMITTEE CHARTER

I. Membership

- A. The Community Advisory Committee membership shall consist of a minimum of ten (10) members as appointed by the Board via majority vote at each Annual meeting. Committee members serve up to a term of one (1) year and may serve unlimited terms, consecutively or non-consecutively.
- B. Committee members serve at the pleasure of the Board and may be removed due to inactivity, misfeasance, malfeasance, or without-cause for whatever purpose by a two-thirds ($\frac{2}{3}$) vote of the Board.

II. Authority

- A. This committee is an advisory committee of the Board, as established under 2(c)(viii).

III. Operations

- A. The Community Committee shall meet as frequently as determined necessary by the committee, at least twice per year. The members will elect a chair upon its first meeting who shall preside over all meetings. A majority ($\frac{1}{2}$) of the committee shall constitute a quorum and all votes of the committee require a majority ($\frac{1}{2}$) of support.
- B. The committee shall report its business to the Board and record minutes written while meeting. All minutes shall be sent to the Secretary-Treasurer within five (5) days of the meeting.
- C. The committee shall permit other Board members, the Chief Executive Officer, and the Chief Technology and Development Officer, to attend its meetings. The committee is not permitted to hold executive session.
- D. The committee shall review its charter periodically and provide recommendations to the Board.

IV. Responsibilities

- A. The responsibilities and duties of the committee shall be as prescribed by the Board and this charter. The committee shall act as determined by the limitations and restrictions as established by the bylaws.
- B. The committee shall provide feedback, suggestions, and input on the Corporation's services and its furtherance towards achieving its mission and vision, such as, but not limited to: promoting equity in the community; strengthening neighborhood bonds; and, improving connections between individuals.
- C. The committee shall provide feedback, suggestions, and input on the Corporation's services and areas of improvement, such as, but not limited to: new tools and features that align with the Corporation's mission and vision; glitches, bugs, and other security issues within the services offered; and, opportunities for the Corporation and its services to better support the at-large community or particular demographics.

V. Limitations

- A. This committee is advisory in nature and may not make decisions on behalf of the Board. The scope of this committee is relegated to reviewing matters as determined in the charter, provide recommendations to the Board, carry out decisions as provided by the Board, and serve as a resource to the Corporation.