

**BYLAWS**  
*of*  
**The Warren Project Corp.**  
**A Florida Nonprofit Corporation**

**ARTICLE 1, NAME AND REPRESENTATION**

- 1.01 NAME.** The name of this corporation shall be The Warren Project Corp.
- 1.02 REPRESENTATION.** All business of the corporation may be conducted as The Warren Project Corp. All materials or documents that contain a logo must only contain a logo that has been approved by the Board of Directors, hereafter referred to as the “Board”.

**ARTICLE II, PURPOSES AND POWERS**

- 2.01 PURPOSE.** The Warren Project Corp. is a nonprofit corporation and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.
- 2.02 SPECIFIC PURPOSE.** The Warren Project Corp. shall only conduct business that benefits the community or members of the community in which it is serving. The corporation shall conduct or participate in projects that solely benefit those who are underprivileged or in need. However, the acts of the corporation shall not benefit any individual who does not reside within the county, of which it serves. Projects must be selected and approved by the Board after determining said projects will fulfill a need within the community.
- 2.03 POWERS.** The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be

necessary to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

The powers of the corporation may include, but not be limited to, the acceptance of contribution from the public and private sectors, whether financial or in-kind contributions.

### **ARTICLE III, LIMITATIONS**

**3.01 REPRESENTATION.** Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended.

Any director, officer, employee, member, or representative of this corporation, who fails to follow this limitation is subject to removal and any legal repercussions set forth because of said action.

**3.02 DISTRIBUTIONS.** No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation or reimbursement for services or goods rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

**3.03 REIMBURSEMENTS.** The corporation may reimburse directors, members, officers, or other private persons for any expenses accrued for the betterment or aid of corporation

projects. Reimbursements may only be considered with adequate record of purchases made, reason or use of said purchases, and a written explanation of how the goods or services were utilized to support the purpose of the organization. All reimbursements must be approved by the Board and documented in accordance with the record keeping policies within these Bylaws.

#### **ARTICLE IV, DISSOLUTION OF ORGANIZATION**

**4.01 DISTRIBUTION OF ASSETS.** Upon termination or dissolution of The Warren Corp., any assets and resources lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code. The receiving organization or organizations must have a charitable purpose, at least generally, including a purpose similar to The Warren Project Corp.

**4.02 DETERMINATION.** The organization to receive the assets of The Warren Project Corp. hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against The Warren Project Corp., by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets and resources to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to The Warren Project Corp., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

## **ARTICLE V, MEMBERSHIP**

**5.01 MEMBERS.** The corporation shall have no membership classes and no members who have any right to vote or title or interest in or to the corporation, its properties and assets.

**5.02 AFFILIATES.** The governing body may approve classes of non-voting affiliates with rights, privileges, and obligations hereafter established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee, or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations.

At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board, affiliates may be given endorsement, so long as not political in nature, recognition and media coverage at fundraising activities, other events or at the corporation website. Affiliates have no voting rights and are not members of the corporation.

**5.03 DUES.** Any dues for affiliates or changes made hereafter for membership shall be determined by resolutions and these Bylaws.

## **ARTICLE VI, BOARD OF DIRECTORS**

- 6.01 NUMBER OF DIRECTORS.** The Warren Project Corp. shall have a board of directors consisting of at least five (5) and no more than nine (9) directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.
- 6.02 POWERS.** All corporate legal powers shall be executed by or under the authority of the board and the affairs of The Warren Project Corp. shall be managed under the direction of the board, except as otherwise provided by law.
- 6.03 TERMS.** Initial members of the board shall serve a prorated term beginning on the formation date of the organization. Subsequent members and terms shall begin two-year terms, based on the annual calendar, January 1, 2026. All directors shall be elected to serve a two-year term; however, the term may be extended until a successor has been elected. Director terms may be staggered so that approximately half the number of directors will end their terms in any given year. Directors shall not be limited on the number of consecutive terms they may serve, so long as approved by the board.
- 6.04 QUALIFICATIONS.** In order to be eligible to serve as a director, the individual must be 18 years of age and unrelated to other directors, as stated in Florida law.
- 6.05 ELECTION.** Directors may be elected at any board meeting by the majority vote. The election of directors to replace those who have fulfilled their term with no expectation of re-election shall take place bi-annually in the month of December with an effective date of January 1<sup>st</sup> the following year.

**6.06 VACANCIES.** The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled position, subject to the maximum number of directors under these Bylaws.

Unexpected vacancies, such as those caused due to resignation, death, or removal may be, but are not required to be, filled by the board members for the balance of the term of the director being replaced.

**6.07 REMOVAL OF DIRECTORS.** A director may be removed by majority vote of directors then in office, if:

(1) the director is absent and unexcused from two or more board meetings in a twelve-month period. The president is empowered to excuse directors from attendance for a reason deemed adequate by the president. The president shall not have the power to excuse him/herself from the board meeting attendance. Or:

(2) for cause or no cause, if before any meeting of the members at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss his/her case and is given the opportunity to be heard at a meeting.

**6.08 REGULAR MEETINGS.** The board of directors shall have a minimum of two (2) regular meetings each calendar year at times and places fixed by the board. These meetings shall be held upon seven (7) days' notice by first-class mail, electronic mail, telephone, or facsimile transmission. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or

transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

**6.09 SPECIAL MEETINGS.** Special meetings may be called by the president, secretary, treasurer, or any two (2) other directors. A special meeting must be preceded by at least two (2) days' notice to each director of the date, time, and place. A general or broad purpose of the meeting must be provided.

**6.10 WAIVER OF NOTICE.** Any director may waive notice of any meeting, in accordance with Florida law.

**6.11 QUORUM.** A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the board at any meeting at which a quorum is not present.

**6.12 VOTING.** Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

On the occasion that directors are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

**6.13 PARTICIPATION.** Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting using any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephone conference call.

Per state law, meetings and voting shall not be held electronically via email, messaging, or online forms. Votes may also not be cast by proxy.

**6.14 COMPENSATION.** Directors shall receive no compensation for carrying out their duties as directors. This is not to include potential reimbursements aforementioned in these Bylaws.

## **ARTICLE VII, COMMITTEES**

**7.01 COMMITTEES.** The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board.

**7.02 AUTHORITY.** Any committee, to the extent provided in the resolution, shall have all the authority of the board, except that no committee, regardless of resolution, may:

- Take any final action on matters which also requires board members' approval or approval of a majority of all members;
- Fill vacancies on the board of directors or in any committee which has the authority of the board;
- Amend or repeal Bylaws or adopt new Bylaws;
- Amend or repeal any resolution which by its express terms is not so amendable or able to be repealed;
- Appoint any other committees or the members of these committees;
- Expend corporate funds to support a nominee for director; or approve any transaction



**7.03 MEETINGS AND ACTION OF COMMITTEES.** Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article VI of these Bylaws concerning meetings of the directors. Special meetings of the committee may also be called by a resolution. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The governing body may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

**7.04 Informal Action.** Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an email transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board to use email to approve actions, if a quorum gives consent. This provision shall not overrule provisions within Article VI. This provision is limited only to support or decisions regarding committee actions.

## **ARTICLE VIII, OFFICERS**

**8.01 BOARD OFFICERS.** The officers of the corporation shall be a president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers.

The board may hereafter appoint a vice-president and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine.

One person may hold two or more offices, but no officer may act in more than one capacity where action of two or more officers is required.

**8.02 TERM OF OFFICE.** Each officer shall serve a two-year term of office, with no term limitations.

**8.03 REMOVAL AND RESIGNATION.** The Board may remove any officer in accordance with provisions set forth in Article VI, Section 7 of these Bylaws. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

**8.04 PRESIDENT.** The president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of directors, and shall perform all other duties incident to the office or properly required by the board.

**8.05 VICE PRESIDENT.** In the event that the board chooses to elect a vice-president at any given time, the vice-president shall meet and uphold all responsibilities mentioned hereafter. In the absence or disability of the president, the ranking vice-president or vice-president designated by the board shall perform the duties of the president. When so

acting, the vice-president shall have all the legal powers of and be subject to all the restrictions upon the president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board or the president.

**8.06 SECRETARY.** The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held, and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws.

The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board or the president. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

**8.07 TREASURER.** The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation.

The treasurer shall oversee and keep the governing body informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board on a timely basis or as may be required by the board.

The treasurer shall perform all duties properly required by the board or the president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

**8.08 NON-DIRECTOR OFFICERS.** The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

## **ARTICLE IX, CONTRACTS, CHECKS, LOANS, INDEMNIFICATION**

**9.01 CONTRACTS AND OTHER WRITINGS.** Except as otherwise provided by resolution or policy of the board, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the President or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

**9.02 CHECKS, DRAFTS.** All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, must be signed by either the President or Treasurer.

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

All deposits made into corporation accounts must be accompanied with a record of the source of funding, exact amount to be deposited, form of deposit (check, cash, or money order), and date of deposit. This record shall be kept in accordance with record keeping as it pertains to these Bylaws.

**9.04 LOANS.** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board.

Such authority may be general or confined to specific instances.

This provision shall not limit the organization from opening a credit card, only with the establishment of a credit card policy.

**9.05 INDEMNIFICATION.** All matters of indemnification shall be handled as mentioned hereafter, and with discretion of the board regarding details of each matter.

*Mandatory Indemnification.* The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

*Directors and Officers Insurance.* If/when applicable, the board may elect to purchase and use the funds of a directors and officers insurance policy to cover the expenses of such indemnifications.

*Permissible Indemnification.* The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

*Advance for Expenses.* Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such

action, suit or proceeding, as authorized by the board in the specific case, upon receipt of

(I) a written affirmation from the director, officer, employee, or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and

(II) an understanding by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

*Indemnification of Officers, Agents, and Employees.* An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Florida Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

## **ARTICLE X, MISCELLANEOUS**

**10.01 BOOKS AND RECORDS.** The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the organization. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

**10.02 ANNUAL YEAR.** The annual year of the corporation shall be from January to December of each year.

**10.03 CONFLICT OF INTEREST.** The board shall adopt and periodically review a conflict-of-interest policy to protect the corporation's interest when it is contemplating any

transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers. A record of this policy, as amended, shall also be kept at all times.

**10.04 NONDISCRIMINATION POLICY.** The officers, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation.

It is the policy of The Warren Project Corp. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

#### **ARTICLE XI, COUNTER-TERRORISM AND DUE DILIGENCE POLICY**

**11.01** In furtherance of its tax exemption by contributions to other organizations, domestic or foreign, The Warren Project Corp. shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, The Warren Project Corp. willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

The Warren Project Corp. shall also comply and put into practice the federal guidelines, suggestion, laws, and limitation set forth by pre-existing U.S. legal requirements related

to combating terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities, if any.

## **ARTICLE XII, DOCUMENT RETENTION POLICY**

**12.01 PURPOSE.** The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of The Warren Project Corp. records.

### **12.02 GENERAL GUIDELINES.**

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed.

A mass of records also makes it more difficult to find pertinent records. From time to time, The Warren Project Corp. may establish retention or destruction policies or schedules for specific categories of records to ensure legal compliance, and to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below.

While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.



### **12.03 EXCEPTION FOR LITIGATION RELEVANT DOCUMENTS.**

The Warren Project Corp. expects all officers, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, and employees should note the following general exception to any stated destruction schedule: If you believe, or The Warren Project Corp. informs you, that corporate records are relevant to litigation, or potential litigation, then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

### **12.04 MINIMUM RETENTION PERIODS FOR SPECIFIC CATEGORIES.**

#### **Corporate Documents**

Corporate records include the corporation's Articles of Incorporation, Bylaws, and IRS Form 1023 and Application for tax Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request as set forth in these bylaws.

#### **Tax Records**

Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

#### **Employment/Personnel Records**

State and federal statutes require the corporation to keep certain recruitment, employment, and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

#### **Board and Committee Materials**

Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Committee materials should be kept for no less than three years by the corporation.

#### **Press Releases/Public Filings**

The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

#### **Legal Files**

Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

#### **Marketing and Sales Documents**

The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

### **Development/Intellectual Property and Trade Secrets**

Development documents are often subject to intellectual property protection in their final form. The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation derives independent economic value from the secrecy of the information; and has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

### **Contracts**

Final, execution copies of all contracts entered into by the corporation should be retained.

The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

### **Correspondence**

Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

### **Banking and Accounting**

Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

### **Insurance**

Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

### **Audit Records**

External audit reports should be kept permanently. Internal audit reports should be kept for three years.

## **12.05 ELECTRONIC MAIL**

E-mail that needs to be saved or recorded should be either: (I) printed in hard copy and kept in the appropriate file, or (II) downloaded to a computer file and kept electronically or on disk as a separate file.

The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

## **ARTICLE XIII, TRANSPARENCY AND ACCOUNTABILITY**

### **DISCLOSURE OF FINANCIAL INFORMATION WITH THE GENERAL PUBLIC**

**13.01 PURPOSE.** By making full and accurate information about its mission, activities, finances, and governance publicly available, The Warren Project Corp. practices and encourages transparency and accountability to the general public.

**13.02 FINANCIAL & IRS DOCUMENTS.** The Warren Project Corp. shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge. This shall apply to any or all financial and federal records as necessary.

**13.03 MEANS & CONDITIONS OF DISCLOSURE.** The Warren Project Corp. shall make available the aforementioned documents on its internet website, or any social media platform used for the representation of the organization, to be viewed and inspected by the general public.

(1) The documents shall be posted in a format that allows an individual using the internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).

(2) The website, or platform, shall clearly inform readers that the document is available and provide instructions for downloading it.

(3) The Warren Project Corp. shall not charge a fee for downloading the information.

Documents shall not be posted in a format that would require special computer hardware or software, that would otherwise charge the public a fee for use.

(4) The Warren Project Corp. shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests, within 72 hours for electronic requests (i.e., direct message or email), or within 7 days for mailed requests.

**13.04 IRS ANNUAL INFORMATION RETURNS.** The Warren Project Corp. shall submit the Form 990 to its governing body prior to the filing of the Form 990. The corporation's Form 990 shall be submitted to each member of the governing body via email at least 10 days before the Form 990 is filed with the IRS.

**13.05 BOARD.** All board minutes shall be open to the public once accepted by the board. Any specific portion considered confidential by the board, via a passed motion, shall be redacted prior to public sharing or access. All papers and materials considered by the governing body shall be open to the public following the meeting at which they are considered, except where a motion is passed to make any specific paper or material confidential.

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

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

## **ARTICLE XIV, CODE OF ETHICS AND WHISTLE-BLOWER POLICY**

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

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

**14.02 REPORTING VIOLATIONS.** If any director, officer, staff, or member reasonably believes that some policy, practice, or activity of The Warren Project Corp. is in violation of law, a written complaint must be filed by that person with the vice president or the president.

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

**14.04 RETALIATION.** Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of The Warren Project Corp.

and provides the corporation with a reasonable opportunity to investigate and correct the alleged unlawful activity.

The protection described below is only available to individuals that comply with this requirement. The Warren Project Corp. shall not retaliate against any director, officer, staff, or member who in good faith, has made a protest or raised a complaint against some practice of The Warren Project Corp. or of another individual or entity with whom the corporation has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

The Warren Project Corp. shall not retaliate against any director, officer, staff, or member who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of The Warren Project Corp. that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

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

**14.06 HANDLING OF REPORTED VIOLATIONS.** The president or vice president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its



appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

## **ARTICLE XV, AMENDMENTS OF BYLAWS & ARTICLES OF INCORPORATION**

**15.01 AMENDMENTS TO THE ARTICLES OF INCORPORATION.** Any amendment to the Articles of Incorporation may be adopted by approval of a majority of the board.

**15.02 AMENDMENTS TO THE BYLAWS.** These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of directors then in office at a meeting of the Board, provided, however,

(1) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as a tax-exempt corporation under Section 501(c)(3) of the IRC of 1986, or the corresponding section of any future Federal tax code; and,

(2) that an amendment does not affect the voting rights of directors; and,

(3) that all amendments be consistent with the Article of Incorporation.

## NONPROFIT BYLAWS

### CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of The Warren Project Corp. were established and approved by The Warren Project Corp. board of directors on August 07, 2024 and constitute a complete copy of the Bylaws of the corporation.

*Leisa Sims*

*Leisa Sims, Secretary*

08/27/2024

*Date*