

BYLAWS

of the

INSTITUTE FOR LEARNING PERSPECTIVES

Article I. Name and Principal Office

1.1. The name of this corporation is, the INSTITUTE FOR LEARNING PERSPECTIVES sometimes referred to herein as, "Institute."

1.2. The principal office of the Institute is located in Williamson County, Texas.

1.3. The designation of the county or state of the Institute's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

Article II. Purpose

2.1. This Institute is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

2.2. The purpose of the Institute shall be to engage students and educators in understanding various perspectives across time and place through the humanities and immersive technologies.

Article III. Board of Directors

3.1. The management of the affairs of the Institute shall be vested in the Board of Directors, which shall consist of eleven (11) elected members, of which three shall serve as the President, the Vice President, and the Secretary. The elected members of the Board of Directors shall serve for a term of three (3) years and no members of the Board of Directors shall serve more than six (6) years continuously unless they served an incomplete term consecutively with two complete (3) year terms as described in Bylaws Section 3.3 (b) In the event a member of the Board of Directors is elected an officer of the Institute, that person shall continue on the Board in the capacity of an officer and return to their membership of the Board at the conclusion of their term as an officer. A prior member of the Board is eligible for additional terms after one year from the last date of the service on the Board of the Institute.

3.2. The Board of Directors shall meet at least twice each year, the first in February and the second in August, additional meetings may be called at such place and at such time as may be set by the President. A quorum for a meeting shall be a majority of those serving on the Board of Directors at the time such meeting is called. Each member present at a meeting shall have one

vote, and voting shall not be by proxy.

3.3. Directors shall serve without compensation. They may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this Institute's conflict of interest policy, as set forth in Article XIII of these bylaws.

3.4. The powers of the Board of Directors shall be:

(a) The Board of Directors shall appoint the Chief Executive Officer of the Institute.

(b) Under circumstances not otherwise provided for in the Bylaws, the Board of Directors shall be empowered to fill vacancies in all offices of the Institute, and the person so appointed shall serve until the succeeding August meeting. In the case of the death or resignation of a member of the Board of Directors, the Governance Committee shall make recommendations to the Board of Directors as to a replacement, subject to approval by the Board at the next meeting. The replacement shall not count as part of a normal term unless the replacement takes place during the first three (3) months of the former member's term. In the case that a member of the Board of Directors is serving an incomplete term, that accordingly does "not count as a normal term" because it falls as less than 2 years and 9 months.

(c) The Board of Directors may create such additional offices or such standing and special committees as it may deem necessary and proper in carrying out the purposes and activities of the Institute.

(d) The Board of Directors shall direct and be responsible for the financial matters of the Institute, including the control and investment of the assets of the Institute, with power to purchase or sell securities or other property held or needed by the Institute.

(e) The Board of Directors shall be the final authority on all matters of personnel, including salaries, as may be recommended to the Board of Directors by the Chief Executive Officer.

(f) The eleven members of the Board of Directors shall be elected by the Board at the February meeting of the Board on a staggered basis. The Board of Directors shall determine the order in which the staggered elections are to be administered.

(g) The powers of the Institute shall be exercised by or under the authority of, and the business and affairs of the Institute shall be managed under the direction of the Board of Directors, subject to any limitation imposed by statute, the articles of incorporation or these bylaws.

(h) The Board of Directors may fill a vacancy on the Board by the affirmative vote of the majority of the remaining members of the Board, regardless of whether that majority is less than a quorum. The member of the Board elected in this manner shall serve until the normal nomination process elects a Board member to serve for the remaining unexpired term of the former Board member whose resignation, removal or death resulted in the vacancy. A vacancy in the Board occurring because of an increase in the number of members of the Board shall be filled only through the normal nomination process.

3.5. A member of the Board of Directors shall discharge his/her duties, including duties as a Committee member, in good faith, with ordinary care, and in a manner the member reasonably believes to be in the best interest of the Institute. A member of the Board is not liable to the Institute or any other person for an action taken or not taken as a member of the Board if such member acts in compliance with this section. A person seeking to establish liability of a member of the Board must prove that the Board member did not act: (1) in good faith; (2) with ordinary care; and (3) in a manner the member of the Board reasonably believed to be in the best interest of the Institute. A member of the Board is not considered to have the duties of a trustee of a trust with respect to the Institute or with respect to any property held or administered by the Institute, including property subject to restrictions imposed by the donor or transferor of such property.

3.6. The Board of Directors by a two-thirds (2/3) vote of the Board may designate a former member of the Board as a Lifetime Honorary Member of the Board in recognition and appreciation of outstanding contribution to the Board and the Institute, but such individual shall not have the right to vote on any matter before the Board.

3.7. A member of the Board of Directors may be removed from office with or without cause upon a two-thirds vote of the other members of the Board. If a Board member is removed, the President will notify the member of the action taken by the Board.

3.8. A member of the Board of Directors may resign at any time by providing written notice to the President and Chief Executive Officer, and such resignation shall be effective on the date provided in such written notice.

3.9. Conferral of authority:

(a) The Board of Directors may: (1) contract with an advisor who is an investment counsel or a trust company, bank, investment advisor, or investment manager; and (2) confer on that advisor the authority to: (A) purchase or otherwise acquire a stock, bond, security, or other investment on behalf of the Institute; and (B) sell, transfer, or otherwise dispose of an asset or property of the Institute at a time and for a consideration the advisor considers appropriate.

(b) The Board of Directors may: (1) confer on an advisor described by Subsection (a) of this Section other powers regarding the Institute's investments as the Board considers appropriate; and (2) authorize the advisor to hold title to an asset or property of the Institute, in the advisor's own name or in the name of a nominee, for the benefit of the Institute.

(c) The Board of Directors is not liable for an action taken or not taken by an advisor under this Section 3.9 if the Board acted in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor, with or without cause, if the Board considers that action appropriate or necessary.

Article IV. Officers

4.1. *Officers, Election, and Term.* The officers of the Institute shall consist of a President, Vice President, and Secretary. Officers shall serve for a term of two years except as may be otherwise provided in Section 4.2 of the Bylaws. The President shall report to the Board of Directors, and

except as otherwise provided in these Bylaws, the Vice President, and Secretary report to the President.

4.2. Election of Officers and members of the Board of Directors. At the February meeting of the Board of Directors, the Governance Committee shall submit a written report containing the names of its nominees for President, Vice President, Secretary and each of the Board of Directors vacancies, all of which shall be elected by the Board of Directors under the provisions of the Bylaws. Nominees for Officers must come from within the ranks of the current members of the Board of Directors and should have at least one year remaining on their term following their term as an officer. After the Governance Committee's report has been made, other nominations may be made from the floor. A nominee receiving the highest vote of directors present at the meeting shall be elected to the respective offices and vacancies. Should there be more than two nominees for a position there shall be a run-off if no one nominee receives a majority of the votes present. Those elected at the February meeting shall take office at the adjournment of the August meeting. Officers may serve for more than one term in their respective offices, in such instances each must be re-elected in accordance with the nomination process.

4.3. Vacancies.

(a) Should the office of President for any reason become vacant, the Vice President shall succeed to the office of President and serve as President for the remainder of the unexpired term.

(b) Should the office of Vice President or Secretary become vacant for any reason, the Governance Committee will make a recommendation for a replacement to the Board of Directors for the remainder of the term to be voted on the next meeting of the Board of Directors. After the Governance Committee's report has been made, other nominations may be made from the floor. A nominee receiving the highest vote of directors present at the meeting shall be elected to the respective vacancy.

4.4. Duties of President.

(a) The President shall serve as Chairman of and preside at all meetings of the Board of Directors.

(b) The President shall appoint all standing and special committees of the Institute.

(c) The President shall be an ex-officio member of all committees.

4.5. Duties of the Vice President. In the event of the absence of the President, the Vice President shall assume the duties of the President and perform such assignments and duties that may be assigned to them by the President or the Board of Directors.

4.6. Duties of the Secretary. The Secretary shall (a) keep the minutes of all meetings of the Board of Directors, (b) maintain a current version of the Bylaws and ensure that the current version is posted on the Institute's website, (c) attest all documents executed by the Institute when required, and (d) perform such other duties as may be assigned by the Board of Directors.

Article V. Chief Executive Officer

5.1. The Chief Executive Officer shall be appointed by the Board of Directors and shall be the Chief Executive of the Institute. The Chief Executive Officer shall be responsible for all operations of the Institute, subject to the policies set by the Board of Directors. The Chief Executive Officer shall be directly responsible to and report to the Board of Directors through the President. The Chief Executive Officer shall be a non-voting, ex-officio member of the Board of Directors.

5.2. The duties of the Chief Executive Officer shall include:

- (a) Responsibility for all Institute personnel;
- (b) Development and oversight of the annual budget of the Institute;
- (c) Oversight over all Institute document and record retention;
- (d) Supervision of all Institute fundraising activities;
- (e) Oversight of publicity for Institute activities and programs;
- (f) Representing the Institute at public and governmental functions as needed.

5.3. In addition, the Chief Executive Officer shall carry out special projects as assigned by the President or by vote of the Board of Directors.

Article VI. Chief Engagement Officer

6.1. The Chief Engagement Officer shall be appointed by the Chief Executive Officer with the concurrence of the Board of Directors and shall be responsible for implementation and promotion of the Institute's activities and programs. The Chief Engagement Officer shall be a non-voting, ex-officio member of the Board of Directors.

6.2. The duties of the Chief Engagement Officer shall include:

- (a) Responsibility for ensuring that all Institute activities and programs are aligned with the Institute's purpose;
- (b) Implementation of publicity for Institute activities and programs;
- (c) Assist Chief Executive Officer with Institute fundraising activities;
- (d) Assist with development and oversight of the annual budget of the Institute;
- (e) Representing the Institute at public and governmental functions as needed.

Article VII. Committees

7.1. Standing committees of the Institute shall be as follows:

(a) *Executive Committee of the Board.* There shall be an Executive Committee of the Board consisting of the President, Vice President, Secretary, and Chairs of the standing committees. The Chief Executive Officer and the Chief Engagement Officer will serve as non-voting, ex-officio members. The Executive Committee shall have and may exercise all the powers of the Board in management of the business and affairs of the Institute during intervals between meetings of the Board, and shall report for ratification all actions of the Executive Committee at the next Board's meeting. The Executive Committee shall not have the power of the Board to incur debt, sell or disburse assets, elect officers, or amend these bylaws. Four members of the Executive Committee, present and/or on conference call, shall constitute a quorum for any meeting. A majority of votes of those in attendance decide an issue.

(b) *Finance Committee.* The members of the Finance Committee shall consist of three (3) Board members, one of which will be designated Chair, appointed by the President. The committee shall meet at least twice a year. This committee shall review periodically the financial operations of the Institute, including investments, proposed staff budgets, and staff financial reports, and make such recommendations to the Board of Directors as it may deem appropriate. In regard to the Institute's audit, the committee shall have the authority to: (i) recommend the selection of external auditors for the approval of the Board and the terms and conditions for retaining outside auditors; (ii) establish or propose policies regarding services provided by the Institute's external auditors and other aspects of the relationship between the auditor and the Institute; (iii) review annual audited financial statements, the management letter submitted by the auditors, and staff's response to the management letter, and discuss the staff's response with the staff and auditors and report the committee's comments and recommendations to the Board; and (iv) carry out any other activities relating to financial reporting, financial risks and controls, external auditors, internal accounting, and related matters as may be directed by the Board.

(c) *Governance Committee.* The members of the Governance Committee shall consist of three (3) Board members, one of which will be designated Chair, appointed by the President. Its purpose is to assist the Board of Directors by implementing best practices in corporate governance, monitoring federal and state legislation focused on nonprofit organizations, providing continuing education to the Board of Directors on acceptable governance principles and practices, and orienting new Board members on the culture and traditions of the organization, expectations of service, and fiduciary responsibilities. The committee shall recommend to the Institute Board of Directors nominees for the office of President, Vice President, Secretary, and members of the Board of Directors. The election of the officers and Board of Directors shall be voted upon at the February meeting each year. The committee's nominees shall be delivered to the President at least 30 days before the February meeting, with a copy to the Board of Directors. The committee shall word the bylaws to reflect the intent of the recommendations from the Board of Directors in accordance with the amendment process in Article XIV.

(d) *Marketing Committee.* The members of the Marketing Committee shall consist of four (4) Board members, one of which will be designated Chair, appointed by the President. Its purpose is to be responsible for creating and evaluating long-term and short-term strategic marketing plans for the organization. The committee will serve as advisors to staff regarding new products or projects proposed to the Board of Directors to ensure that they are consistent with the Institute's

purpose and incorporated into its marketing plans.

(e) *Term of Appointment.* All appointees to committees and special committees shall serve for a term of one year; however, members of committees are eligible to be reappointed.

7.2. Special committees may be constituted as may be deemed necessary and proper by the President or by the Board of Directors. Advisory committees may be formed to support specific efforts of committees or staff but have no binding authority over the Institute.

7.3. Unless specified in a Board resolution, standing and special committees do not have the authority to make decisions affecting the management of the Institute, but instead shall make recommendations to the Board of Directors or the Executive Committee with respect to any matter affecting the management of the Institute. In situations where it is uncertain whether a decision affects the management of the Institute, the President shall resolve the question.

7.4. The Chairman of each standing and special committee or the Chief Executive Officer shall be responsible for notifying each member of such committee of a committee meeting in the same manner and form as meeting notifications for Board of Directors meetings. A committee decision or recommendation can be made by the committee without regard to the number of committee members present at a meeting as long as all members are sent advance notice of the proposed decision or recommendation and an opportunity to comment, and at least three committee members consent to the decision or recommendation, either in person or by electronic means (email) sent to the Chairman of the committee contemporaneously with the meeting. In lieu of a meeting, a committee decision or recommendation may be made if a written consent, stating the decision or recommendation, is signed by a majority of the committee members, the consent includes the date of his/her signature, and prompt notice of the taking of such action without a meeting by less than unanimous written consent shall be given to each committee member who did not consent in writing to the action; provided, however, no standing or special committee decision or recommendation shall be made without a called meeting if any member of such committee desires to discuss the decision or recommendation at a called meeting. Standing and special committee meetings may be conducted by conference telephone or remote electronic communications system in the same manner as Board meetings as set forth in Article IX.

Article VIII. Operating Policy

The President shall make all appointments within two (2) months of the President taking office. The President and Chief Executive Officer shall publish a calendar, within the President's first two (2) months, of anticipated scheduling of all committee meetings for the remainder of the President's term of office. The President and Chief Executive Officer shall write and transmit letters of high expectation to new Board of Directors members, specifically emphasizing the duty of regular attendance. The Chief Executive Officer shall report regularly to the President and to the Board of Directors and committee chairs as appropriate.

Article IX. Meetings of the Board of Directors and Executive Committee

9.1. *Place, Notice, and Participation.* Meetings of the Board of Directors and the Executive Committee may be held at any location in or outside the state as determined by the President. Meetings may also be held by means of a conference telephone or remote electronic

communications system, including videoconferencing technology or the Internet (email), or any combination thereof. One or more members of the Board or Executive Committee may participate in a called meeting by conference call or other electronic communications system or the Internet (email) or any combination, but a conference telephone or remote electronic communications system including email may only be used if (1) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and (2) the telephone or other equipment or system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

9.2. *When present.* A person participating in a meeting, whether in person, by conference telephone, or remote communications system, is considered present at the meeting, unless the participation is for the express purpose of objecting to the transaction of business at the meeting on the ground that the meeting has not been lawfully called or convened.

9.3. *Notice.* The President shall provide notice of a meeting of the Board of Directors to all members of the Board, or notice of a meeting of the Executive Committee to all members of such committee, as applicable, that states the date and time of such meeting, and: (A) if the meeting is not held solely by using a conference telephone or other communications system authorized by Section 9.1 hereof, the location of the meeting; or (B) if the meeting is held using a conference telephone or other communications system authorized by Section 9.1 hereof, or a member is entitled to participate using a conference telephone or other communication system authorized by Section 9.1, the conference telephone call-in number or other means of accessing the communications system. Notice of a meeting that is: (1) mailed is considered to be given on the date notice is deposited in the United States mail with postage paid in an envelope addressed to the person at the person's address as it appears on the membership records of the Institute; and (2) transmitted by facsimile or electronic message (email) is considered to be given when the facsimile or electronic message (email) is transmitted to a facsimile number or an electronic message (email) address provided by the person, or to which the person consents, for the purpose of receiving notice.

9.4. *Decision making.* Any action required by these bylaws or applicable law to be taken at a meeting of the Board of Directors or the Executive Committee, or an action that may be taken at such a meeting, may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of members of the Board or Executive Committee, as applicable, necessary to take that action at a meeting at which all of the members of the Board or Executive Committee, as applicable, are present and voting. The consent must state the date of each member's signature. If less than unanimous written consent to the action is taken, the President shall send prompt notice of the taking of such action without a meeting to each member of the Board or Executive Committee, as applicable, who did not consent in writing to the action. Notwithstanding the above, if any member of the Board or the Executive Committee, as applicable, requests that a decision be made at a called meeting, then the action cannot be taken without a meeting called as provided for in Section 9.1 and 9.3 hereof.

Article X. Execution of Instruments, Deposits, and Funds

10.1. *Execution of Instruments.* The board of directors, except as otherwise provided in these bylaws,

may by resolution authorize any officer or agent of the Institute to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Institute, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Institute by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

10.2. *Checks and Notes.* Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Institute shall be signed by the president and countersigned by the secretary of the Institute.

10.3. *Deposits.* All funds of the Institute shall be deposited from time to time to the credit of the Institute in such banks, trust companies, or other depositories as the board of directors may select.

10.4. *Gifts.* The Board of Directors may accept on behalf of the Institute any contribution, gift, bequest, or devise for the nonprofit purposes of this Institute.

Article XI. Corporate Records and Reports

11.1. *Maintenance of Corporate Records.* The Institute shall keep at its principal office:

(a) Minutes of all meetings of directors and committees of the board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

(c) A copy of the Institute's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the Institute at all reasonable times during office hours.

11.2. *Directors' Inspection Rights.* Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Institute, and shall have such other rights to inspect the books, records, and properties of this Institute as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

11.3. *Right to Copy and Make Extracts.* Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

11.4. *Periodic Report.* The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state within the time limits set by law.

Article XII. IRC 501(c)(3) Tax Exemption Provisions

12.1. *Limitations on Activities.* No substantial part of the activities of this Institute shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Institute shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these bylaws, this Institute shall not carry on any 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, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

12.2. *Prohibition Against Private Inurement.* No part of the net earnings of this Institute shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Institute shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Institute.

12.3. *Distribution of Assets.* Upon the dissolution of this Institute, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Institute, shall be distributed to an organization offering humanities-based educational programming for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article XIII. Conflict of Interest and Compensation Approval Policies

13.1. *Purpose of Conflict of Interest Policy.* The purpose of this conflict of interest policy is to protect this tax-exempt Institute'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 Institute 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.

13.2. 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 Institute has a transaction or arrangement;
2. A compensation arrangement with the Institute or with any entity or individual with which the Institute 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 Institute is negotiating a transaction or arrangement.
4. 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.

13.3. 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 directors 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 Institute 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 Institute'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) *Violations of the Conflicts 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.

13.4. 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.

13.5. *Compensation Approval Policies.* A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Institute for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Institute for services is precluded from voting on matters pertaining to that member's compensation. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Institute, either individually or collectively, is prohibited from providing information to any committee regarding compensation. When approving compensation for directors, officers and 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 board or compensation committee prior to the first payment of compensation;

(b) all members of the board or compensation committee 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 board or compensation committee 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. "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.

13.6. *Annual Statements.* Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (a) has received a copy of the conflicts of interest policy;

- (b) has read and understands the policy;
- (c) has agreed to comply with the policy; and
- (d) understands the Institute 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.

13.7. Periodic Reviews. To ensure the Institute 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 Institute'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.

13.8. *Use of Outside Experts.* When conducting the periodic reviews as provided for in Section 7, the Institute 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 XIV. Amendments

Amendments to the Bylaws shall be approved by 2/3 of the Board of Directors. Notice of a proposed Bylaws amendment from the Governance Committee must be distributed to the Board of Directors at least 30 days prior to the meeting scheduled to address it.

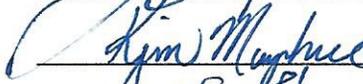
Article XV. Adoption of Bylaws

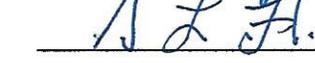
These Bylaws shall be effective upon the affirmative approval of two-thirds (2/3) of the Board of Directors.

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of thirteen preceding pages, as the bylaws of this Institute.

February 20, 2019











Jason T. Harris

Kimberly Murphree

Stephen L. Hardin

Deborah L. Rohlmeier

Stephen S. Cure