



**IGNITION GREEN
NON-PROFIT CORPORATE BYLAWS**

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CERTIFICATE OF ADOPTION OF BYLAWS

ARTICLE I NAME

1.01 Name

The name of this corporation shall be Ignition Green. The business of the corporation will be conducted as Ignition Green.

ARTICLE II PURPOSES AND POWERS

2.01 Purpose

Ignition Green is organized exclusively for charitable and educational purposes, including for such purposes the making of distributions to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code and may engage in any and all lawful activity and purposes within the purposes for which the corporation may be organized, which are incidental to, and in furtherance of the foregoing exempt purposes except as restricted herein.

Ignition Green is a public benefit organization focusing on youth climate change awareness. We seek to unite and mobilize K-12 students across the nation to achieve a more sustainable and eco-friendly future. Ignition Green provides a rally point to inspire young minds to step up and make a change for a better environmental future.

2.02 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 or convenient 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 contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation

(a) Nonprofit Legal Status

Ignition Green is a Texas non-profit public benefit corporation.

(b) Exempt Activities Limitation

Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

(c) Distribution Upon Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The organization to receive the assets of Ignition Green hereunder shall be selected in the

discretion of a majority of the managing body of the corporation.

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 Ignition Green, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Texas to be added to the general fund.

ARTICLE III MEMBERSHIP

3.01 No Membership Classes

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

3.02 Non-Voting Affiliates

At the discretion of the board of directors through a majority vote, the board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations 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 of the board, 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 of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

3.03 Dues

Any dues for affiliates shall be determined by the board of directors.

ARTICLE IV

BOARD OF DIRECTORS

4.01 Number of Directors

Ignition Green shall have a board of directors consisting of at least 3 and no more than 15 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.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board, and the affairs of Ignition Green shall be managed under the direction of the board, except as otherwise provided by law.

4.03 Qualifications of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be at least 15 years of age and an affiliate within affiliate classifications created by the board of directors.

4.04 Terms and Election of Directors

- (a) Directors may be elected by the existing board of directors at any board meeting through the Manner of Acting described in Section 4.08. The existing board of directors must decide a date at which the term of office of the new director shall start. This date must be no earlier than one week after the date of election and no later than one month after the board meeting at which the decision is made. (For example, if a director is elected at a board meeting on Monday, October 9, his term must start at any date from Monday, October 9, to Thursday, November 9.) The only exception to this rule is the election of directors on the very first board meeting of Ignition Green as an organization, in which case directors may serve immediately upon election. (This meeting was held on August 12, 2017, so all subsequent election of directors must comply with the one week “grace period”.
- (b) All directors’ terms of office shall end on December 31st, and the terms of any successors shall start on January 1st. Therefore, elections for successors should be held at least one week before January 1st to comply with the one-week “grace period” established in (a).
- (c) Within the constraints placed by (b), all directors shall be elected to serve three years, or, if not inaugurated on January 1, the smallest possible deviation from three years. In other words, directors who start their term in office during the first six months of the year will serve a term of less than three years in order for the term to end December 31 (For example, a term from

February 2017 to December 31, 2020). Conversely, directors who start their term in office during the last six months of the year will serve a term of more than three years in order for the term to end December 31 (For example, a term from August 2017 to December 31, 2021).

- (d) Director terms shall be staggered so that approximately one-third of the number of directors will end their terms in any given year. Directors may self-elect to serve a two or one-year term instead of a three-year term for the purpose of staggering elections.
- (e) Directors may serve terms in succession.

4.05 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 board position, subject to the maximum number of directors under these Bylaws. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

4.06 Removal and Resignation of Directors

A director may be removed from office for any reason, given that the following process is followed:

1. The board president deems necessary, and consents to, a vote by the board of directors on the removal of said director. If the director in question is also the board president, then the (ranking) vice president shall instead deem necessary and consent to such vote. (Any director or officer may consult or "petition" the board president or vice president for consent to such vote.)
2. Before any meeting of the board 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 her/his case at a meeting. Sufficient and early notice must be given as described in section 4.07 (a).
3. The board of directors thoroughly explains and documents the reasoning behind the desire to remove said director.
4. The reasoning described in step 3 is explained to the director in question at a meeting of the board at which a quorum is present that also constitutes $\frac{2}{3}$ of the existing board of directors, excluding the director in question, and the director is given the opportunity to be heard.
5. An affirmative vote of removal is held at the aforementioned meeting that also constitutes a $\frac{2}{3}$ majority of the entire board of directors, excluding the director to be removed.
6. The board of directors thoroughly explains and documents the reasoning behind the final vote to remove said director.

Only after these steps have been met may the director be officially removed. The term of office of the removed director will end on the day of the board meeting in which the removal decision is made.

Any director may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of Ignition Green under any contract to which the director 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.

4.07 Board of Directors Meetings

The following policy dictates the requirements for meetings of the board of directors.

- (a) **Regular Meetings.** The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. 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.
- (b) **Special Meetings.** Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.
- (c) **Waiver of Notice.** Any director may waive notice of any meeting, in accordance with Texas law.

4.08 Manner of Acting

The following dictates the process and conditions by which the board of directors may take action.

- (a) Quorum
A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.
- (b) Majority Vote
Except as otherwise required by law, the articles of incorporation, or these bylaws, 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, provided that the majority vote of the directors present is also a majority of the board in entirety.
- (c) Hung Board Decisions
On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the decision shall be delayed until:

- (i) A director who initially voted on the tied decision decides to change his/her vote, thereby swinging the vote, or;
- (ii) A new director is added to the board, in which case the decision of the new director on said decision will swing the vote.

In either case, a new vote on the decision shall be held by the board of directors at a subsequent board meeting.

(d) Participation

Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of 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 telephonic conference call.

4.09 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

ARTICLE V COMMITTEES

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

- (a) Take any final action on matters which also requires board members' approval or approval of a majority of all members
- (b) Fill vacancies on the board of directors or in any committee which has the authority of the board

- (c) Amend or repeal Bylaws or adopt new Bylaws
- (d) Amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable
- (e) Appoint any other committees of the board of directors or the members of these committees
- (f) Expend corporate funds to support a nominee for director
- (g) Approve any transaction:
 - (i) to which the corporation is a party and one or more directors have a material financial interest; or
 - (ii) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

5.02 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 IV of these Bylaws concerning meetings of the directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of the committee may also be called by resolution of the board of directors. 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 board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

5.03 Informal Action By The Board of Directors

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 e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

ARTICLE VI OFFICERS

6.01 Board Officers

The officers of the corporation shall be a board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board 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 also appoint additional vice-presidents 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. An existing director may also serve as a board officer, but the positions and terms of officer and director are independent of each other. The position of board president and secretary cannot be held concurrently by one person. Otherwise, one person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

6.02 Term of Office

Each officer shall serve a one-year term of office and may not serve more than three (3) consecutive terms of office. Unless the officer is elected to fill an unexpected vacancy in an officer position (due to removal, resignation, or death), each board officer's term of office shall begin immediately upon election at the board meeting at which he/she is elected and shall end upon the adjournment of the board meeting during which a successor is elected. Vacancies due to resignation, death, or removal shall be filled by the successor officer for the balance of the term of the director being replaced, and that term of office shall not count towards the maximum of three consecutive terms for the successor.

6.03 Removal and Resignation of Board Officers

A board officer may be removed from office for any reason, given that the following process is followed:

1. The board president deems necessary, and consents to, a vote by the board of directors on the removal of said officer. If the officer in question is the board president, then the (ranking) vice president shall instead deem necessary and consent to such vote. (Any director or officer may consult or "petition" the board president or vice president for consent to such vote.)
2. Before any meeting of the board at which a vote on removal will be made, the officer in question is given electronic or written notification of the board's intention to discuss her/his case.
3. The board of directors thoroughly explains and documents the reasoning behind the desire to remove said officer.
4. The reasoning described in step 3 is explained to the officer in question at a meeting of the board at which a quorum is present that also represents at least 2/3 of the existing board (excluding the officer to be removed, if the officer in question is also a director), and the officer is given the opportunity to be heard.
5. An affirmative vote is held at the aforementioned meeting that also constitutes a 2/3 majority of the entire board of directors, excluding the officer to be removed (if the officer in question is also a director).

6. The board of directors thoroughly explains and documents the reasoning behind the final vote to remove said officer.

Only after these steps have been met may the officer be officially removed. The term of office of the removed officer will end on the day of the board meeting in which the removal decision is made.

Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of Ignition Green 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.

6.04 Board President and Executive Director

The Board President is the key management leader of Ignition Green and is responsible for overseeing the administration, programs and strategic plan of the organization. The Board President is responsible for leading Ignition Green and the Board of Directors in a manner that supports and guides the organization's mission as defined by the Board of Directors. The board president shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors. If and only as long as the board president also concurrently holds office as a director, the board president may also be referred to by the title of Executive Director.

6.05 Vice President

In the absence or disability of the board president, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president. The vice-president shall normally accede to the office of board president when the board president leaves office (at most, at the end of the maximum third-consecutive-year term allowed for board officers).

6.06 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 of directors or the board 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.

6.07 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 board 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 of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board 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.

6.08 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 VII

CONTRACTS, CHECKS, LOANS, INDEMNIFICATION, AND RELATED MATTERS

7.01 Contracts and other Writings

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

7.02 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, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

7.03 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 board or a designated committee of the board may select.

7.04 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.

7.05 Indemnification

The following describes the indemnification policy of Ignition Green.

(a) 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.

(b) 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.

(c) 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 of directors 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 undertaking 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.

(d) 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 Texas 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 VIII MISCELLANEOUS

8.01 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 of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

The fiscal year of the corporation shall be from January 1 to December 31 of each year.

8.03 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.

8.04 Nondiscrimination Policy

The officers, directors, 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 Ignition Green 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.

8.05 Bylaw Amendment

At any board meeting, these Bylaws may be amended, altered, repealed, or restated by a vote constituting the majority of the board of directors then in office, provided, however, that all of the following three criteria are met:

- (a) No amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.
- (b) An amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds (?) vote of the board of directors in its entirety at a Board meeting.
- (c) All amendments be consistent with the Articles of Incorporation.

The changes made to the bylaws will take effect one week after the board meeting at which the bylaws are amended, and during this time period, no additional amendments may be made to the bylaws. (For example, if the bylaws are amended on Monday, October 9, the new set of amended bylaws will take effect on Monday, October 16.)

ARTICLE IX COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Ignition Green 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, Ignition Green 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. Ignition Green 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.

ARTICLE X DOCUMENT RETENTION POLICY

10.01 Purpose

The purpose of this document retention policy is to establish standards for document integrity, retention, and destruction and to promote the proper treatment of Ignition Green records.

10.02 Policy

Section 1: 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, Ignition Green may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also 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.

Section 2: Exception for Litigation Relevant Documents

Ignition Green expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or Ignition Green informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in 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.

Section 3: Minimum Retention Periods for Specific Categories

- (a) Corporate Documents: Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.
- (b) 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.
- (c) Employment Records/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.

- (d) Board and Board Committee Materials: Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.
- (e) 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.
- (f) 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.
- (g) 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.
- (h) Development/Intellectual Property and Trade Secrets: Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:
 - (i) Derives independent economic value from the secrecy of the information; and
 - (ii) 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.
- (i) 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.
- (j) Correspondence: Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.
- (k) Banking and Accounting: Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.
- (l) Insurance: Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
- (m) Audit Records: External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail

E-mail that needs to be saved should be either:

- (a) Printed in hard copy and kept in the appropriate file; or

- (b) 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 XI

TRANSPARENCY, ACCOUNTABILITY, AND PUBLIC DISCLOSURE

11.01 Purpose and Policy

By making full and accurate information about its mission, activities, finances, and governance publicly available, Ignition Green practices and encourages transparency and accountability to the general public. This policy will:

- (a) Indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) Indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) Specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follows:

11.02 Financial and IRS documents (Form 1023 and Form 990)

Ignition Green 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.

11.03 Means and Conditions of Disclosure

Ignition Green shall make “Widely Available” the aforementioned documents on its internet website: www.ignitiongreen.org to be viewed and inspected by the general public. Additional criteria are as follows:

- (a) 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).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) Ignition Green 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 (other than software readily available to the public free of charge).

- (d) Ignition Green 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 and within 7 days for mailed requests.
- (e) If these bylaws are amended, an updated copy must be made available to the public on the day that the amendments take effect.

11.04 IRS Annual Information Returns (Form 990)

Ignition Green shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

11.05 Board

The following policy regulates public information on deliberation of the board of directors of Ignition Green:

- (a) All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- (b) All board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- (c) All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.

11.06 Staff Records

The following policy regulates the handling of all staff records of Ignition Green, including directors, officers, and other staff:

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- (d) Staff records shall be made available to the board when requested.

11.07 Donor Records

The following policy regulates the handling of all donor records:

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that:
- (d) Donor records shall be made available to the board when requested.

ARTICLE XII CODES OF ETHICS AND WHISTLEBLOWER POLICY

12.01 Purpose

Ignition Green requires and encourages directors, 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 Ignition Green 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.

12.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Ignition Green is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

12.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

12.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Ignition Green and provides Ignition Green 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.

Ignition Green shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Ignition Green or of another individual or entity with whom Ignition Green 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.

Ignition Green shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Ignition Green 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.

12.05 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.

12.06 Handling of Reported Violations

The board 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.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

ARTICLE XIII AMENDMENT OF ARTICLES OF INCORPORATION

13.01 Amendment

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds

(2/3) of the board of directors.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Ignition Green were approved by Ignition Green' board of directors on Saturday, August 12, 2017 and constitute a complete copy of the Bylaws of the corporation.

Secretary _____ Date: _____