

KIF1A.ORG BYLAWS

ARTICLE I

NAME, LOCATION AND PURPOSE OF CORPORATION

Section 1. Name.

The name of the Corporation shall be KIF1A.ORG, INC. (hereinafter sometimes referred to as the "Corporation").

Section 2. Place of Business.

The place of business shall be located 808 Columbus Ave, New York City, New York, 10025

Section 3. Purpose.

The Corporation is organized and shall be operated exclusively for the charitable or educational purposes set forth in the Certificate of Incorporation.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Number.

There shall be a Board of Directors consisting of not less than three (3) nor more than fifteen (15) directors as shall be determined by the Board of Directors by resolution from time to time.

Section 2. Non-Discrimination.

No person shall be denied directorships because of race, sex, age, religion, national origin, sexual orientation, or any other basis prohibited by law.

Section 3. Power of the Board of Directors.

The property, affairs, business and concerns of the Corporation shall be managed and controlled by the Board of Directors who shall also set the policy of the Corporation within the purposes defined in the Certificate of Incorporation.

Section 4. Number of Directors.

The number of Directors constituting the Board of Directors of the Corporation, all of whom shall subscribe to the purposes and ideals of the Corporation, shall initially be three (3) members, not to exceed fifteen (15). The Board of Director shall thereafter be such other number as fixed from time to time by resolution of the Board of Directors within the maximum and minimum numbers provided for in the Certificate of Incorporation. The term of a director then in office shall not be affected by any change in the number of directors of the Board of Directors.

Section 5. Election of Directors and Term.

The Board of Directors shall be recruited and elected by the current members of the Board. The term of a Director shall be two (2) years, with no limit to the number times a Director can be re-elected. Directors are elected annually at the fall meeting, and terms begin January first of the following year. The term expires December 31, two years hence. Additionally, Directors can be elected during the course of the year at a duly called regular meeting of the Board of Directors, with proper notification, and their term shall expire on December 31st two years hence. In the case of vacancies due to resignations, directors can be elected at any time to fill such vacancies. Length of terms and appointment dates may be altered by a majority decision of the Board to avoid a large number of terms expiring at the same time, or to provide continuity or maintain expertise; in general, the term of office for each Director should be staggered so that about one third (1/3) of the total number of Directors stand for re-election each year. A Director shall hold office until the earliest of the expiration of his/her death, resignation or removal.

Section 6. Additional Board Members.

- a. Ex-Officio Board Members automatically serve on the board by virtue of having some position in the organization. The Executive Director will be an Ex-Officio Board Member and have all responsibilities and rights as a regularly elected Board of Director, including the right to vote.
- b. Honorary Advisors can be appointed by the Board with a majority vote, and serve as non-voting members, including the Founders and other key people connected to KIF1A.ORG and it's mission. Their term can be determined by the Board during the election process.

Section 7. Quorum.

At any meeting of the Board of Directors, a majority of the Directors currently serving on the Board of Directors shall constitute a quorum for the transaction of business at any meeting. There shall be voting by proxy at any of the meetings held by the Corporation. The act of a majority of the Directors present at a regularly called meeting at which a quorum is present, at the time of the act shall be the act of the Board of Directors except as otherwise noted in these bylaws.

Section 8. Election, Resignation, and Removal.

Election and appointment of Directors shall take place at the annual meeting, except for the election of Directors to fill vacant or new authorized directorships. Any Director of the Corporation may resign at any time by giving written notice to the Board of Directors or to the Chairperson or Secretary of the Corporation. Any such resignation shall take effect at the time specified therein. Any Director may be removed, with cause or without cause, by a majority vote of the Board of Directors. The Directors may remove a Director only at a meeting called for the purpose of removing him/her, and the meeting notice must state that the purpose or one of the purposes of the meeting is removal of the Director.

Section 9. Fiscal Year.

The fiscal year of the Corporation shall extend from January 1 to December 31 except as otherwise determined by resolution of the Directors.

Section 10. Meetings.

The Annual Meeting of the Corporation shall take place in the fall of each year on a date as determined by the Board of Directors.

The Board of Directors shall hold regular meetings at least two (2) times per year, inclusive of the Annual Meeting, as determined by the Chairperson of the Board of Directors.

Section 11. Compensation.

No Officer or Director shall receive any compensation or remuneration from the Corporation. However, the Board of Directors may be reimbursed for any reasonable and necessary expense incurred. Members of the Board of Directors are prohibited from accepting gifts, monies, or gratuities from the following:

- a. Persons receiving benefits or services under any program financed by local, state or federal funds;
- b. Any person or agency performing services under contract;
- c. Persons who are otherwise in a position to benefit from the actions of a Board member.

ARTICLE III

OFFICERS

Section 1. Positions.

The Officers of the Corporation shall include a Chairperson, Vice-Chairperson, Secretary, Treasurer, and other officers as it may determine. Any two (2) or more offices may be held by the same person, except the offices of

Chairperson and Secretary, or the offices corresponding thereto. All Officers shall be elected by the Board from among its members and upon nomination by the Nominating Committee

Section 2. Duties.

The duties of each Officer shall be:

- a. The Chairperson, as chief executive officer for the Corporation, shall, in addition to fulfilling normal duties of the position, appoint such committees as may be needed. All such appointments shall be approved by a majority vote of the Board of Directors. In addition, the Chairperson shall sign, on behalf of the Corporation, all deeds, contracts, and other formal instruments, provided, however, that such authority may be delegated, in any instance or in general, to such other officer or the Executive Director as may be authorized by the Board of Directors from time to time.
- b. The Vice-Chairperson shall fulfill the responsibilities of the Chairperson during the Chairperson's absence or incapacitation, assist the Chairperson in discharging responsibilities as the Chairperson may see fit, and fulfill any duties that may be determined by the Board of Directors.
- c. The Secretary shall be responsible for the taking and safekeeping of the official minutes of the Corporation, and any other responsibilities as may be required under the laws of the State of New York. The Secretary of the Corporation shall be responsible for providing minutes of the prior meeting at least seven (7) days prior to any subsequent Director's meeting.
- d. The Treasurer of the Corporation shall have charge of all papers and financial records of the Corporation and shall have the responsibility for the funds of the Corporation and for keeping full and accurate accounts and records of all receipts and disbursements of the Corporation. This includes any financial audit by a qualified auditor prior to final approval by the Board of Directors. All such papers, records, and accounts shall be kept at the principal place of business or the Corporation, or stored virtually for remote access, and be open to inspection by any Director with reasonable advance notice.

Section 3. Term.

The term of office for all officers shall be two (2) years and can be changed before the end of their term by a majority vote of directors. Officers shall be elected at the annual meeting.

Section 4. Vacancies.

The Board of Directors may make interim appointments to fill officer vacancies. These appointments will be effective until the next annual Meeting.

Section 5. Board Committees.

All Board Committees shall be advisory and recommending in nature, and shall be composed of members of the Board, and shall report to the Board of Directors for action on their reports. The reports of all committees shall be read into, or appended to, the minutes of the meeting at which they are present.

ARTICLE IV NOMINATING COMMITTEE

Section 1. Compositions.

A nominating committee shall consist of a minimum of three (3) members, and shall be appointed annually by the Chairperson of the Board of Directors of the Corporation.

Section 2. Duties.

The duties of the nominating committee are:

- a. To nominate persons as members of the Board of Directors for regular and vacant terms under Article II, Section 5;

- b. Consider qualifications for prospective directors as well as their leadership skills, commitment to the organization's mission, relevant expertise, and potential contributions to the board. To nominate persons as officers.
- c. Interview and evaluate nominees and provide feedback to the Board of Directors with the committee's rationale for each nominee.
- d. Communicate clearly with each nominee about their status throughout the nomination process, including both successful and unsuccessful candidates and provide constructive feedback if appropriate.
- e. Require nominees to disclose any potential conflicts of interest that may arise if they were to serve on the board.
- f. Outline the process for orienting and onboarding newly elected directors to ensure they understand their roles and responsibilities, the organizations mission, and expectations while on the board.

A slate of candidates for each above office shall be drawn up by this committee and sent to each member of the Board at least fourteen (14) days prior to the election meeting. Nominations will be accepted from the floor and write-in candidates will be accepted. Provisions shall be made for individuals to nominate themselves.

Section 3. Quorum.

A quorum for meetings of the nominating committee shall be a minimum of 3, or 2/3 of the nominating committee, whichever is more.

ARTICLE V

OTHER COMMITTEES

Section 1. Appointment.

The Chairperson or the Board of Directors can designate committees at any time through a majority vote of the Board of Directors.

Section 2. Membership.

The Chairperson or Board of Directors can appoint relevant people to committees or dissolve committees, through a majority vote of the Board of Directors.

Section 3. Removal.

Removal of a person from a committee can be done by majority vote of the Board of Directors.

ARTICLE VI

ADOPTION AND AMENDMENT OF THE BYLAWS, RULES

Section 1. Amendment.

These bylaws and the certificate of incorporation may be amended, altered or repealed at any legal meeting of the Board of Directors, regular or special, by a majority of the Directors entitled to vote at a meeting which has been properly noticed at least 14 days before any such change.

Section 2. Rules.

Neither meetings of the Board of Directors nor any other committee shall be bound by *Robert's Rules of Order* except in case of conflicts or uncertainty over interpretations or a procedural issue not covered by these bylaws.

ARTICLE VII

WHISTLEBLOWER PROTECTION POLICY

KIF1A.ORG requires directors, officers, employees, and volunteers (now referred to as key people) to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Key people of KIF1A.ORG must practice honesty and integrity in fulfilling responsibilities and comply with all applicable laws and regulations. These bylaws outline the necessary reporting procedures and handling of reported violations to KIF1A.ORG.

- a. This policy is intended to encourage and enable key people to raise serious concerns internally so that KIF1A.ORG can address and correct inappropriate conduct and actions.
- b. KIF1A.ORG has an open-door policy and encourages key people to share questions, concerns, or suggestions with their supervisor.
- c. Serious concerns include suspected violations of law or regulations that govern KIF1A.ORG's operations or serious ethical concerns.
- d. A key person reporting in good faith a serious ethics violation or suspected violation in law or governance, will not be retaliated against by any other key person of the organization.
- e. If the key person is not comfortable speaking with their supervisor or is not satisfied with the supervisor's response, they are encouraged to speak with the Executive Director, or the Chairperson of the Board of Directors and submit their concerns in writing.
- f. Supervisors and managers are required to report complaints or concerns about suspected ethical and legal violations in writing to the Chairperson of the Board, who has the responsibility to investigate all reported complaints and come to a resolution.
- g. Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.
- h. The Executive Director or Chairperson of the Board of Directors will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

ARTICLE VIII

CONFLICT OF INTEREST

We, the Directors of the Corporation resolve that no member of the Board of Directors shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family, has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over on the matter involved. The Chairperson of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known.

Approved by the Board of Directors October 27, 2023.