

BYLAWS OF

5th Square Advocacy, Inc.

A Pennsylvania Nonprofit Corporation

Adopted June 28, 2025

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5th Square Advocacy, Inc.**

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Article 1. CORPORATION OFFICE

1. 5th Square Advocacy, Inc. (the “Corporation”) shall have and continuously maintain the Commonwealth of Pennsylvania a registered office at an address to be designated from time to time by the Board of Directors of the Corporation which may, but need not, be the same as its place of business.

2. The Corporation may also have offices at such other places as its Board of Directors may from time to time designate or as the business of the Corporation may require.

Article 2. NO MEMBERS

1. Membership is not required for operation unless otherwise determined by the Board of Directors. If members are allowed, the Board shall establish membership categories and eligibility criteria.

Article 3. DIRECTORS

1. The number of directors shall be determined by the Board of Directors from time to time, but in any event shall be no fewer than five (5) and no greater than fifteen (15).

2. Each director shall be a natural person and shall be at least 18 years of age, and need not be a resident of the Commonwealth of Pennsylvania.

3. Directors may be nominated by a nominating committee of the Board of Directors, or by any member of the Board of Directors, and shall be elected by the Board of Directors, by vote of a majority of the directors in attendance at which a quorum is present. The candidates receiving the highest number of votes, up to the number of directors to be elected, shall be elected.

5. Each director shall be elected for a term of two (2) years and until his or her successor has been elected and qualified or until his or her earlier death, resignation or removal. There shall be no limits to the number of terms a director shall serve.

6. The Directors may be divided into two classes, with the number of directors in each class being as nearly equal as possible. The term of office of those of the first class shall expire at the annual meeting next ensuing; the term of office of those of the second class shall expire one year thereafter. At each annual election held after such classification and election, Directors shall be chosen for a full term. If the Directors have staggered terms, then any increase or decrease in the number of directors shall be so apportioned among the classes as to make all classes as nearly equal in number as possible.

Article 4. REMOVAL OF DIRECTORS

1. Any individual director may be removed from office without assigning any cause,

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by a vote of two-thirds of the directors in attendance at which a quorum is present. If any directors are so removed, new directors may be elected at the same meeting.

2. The Board of Directors may declare vacant the office of a director who has been judicially declared of unsound mind or who has been convicted of a felony, or if within sixty (60) days after notice of his or her election, the director does not accept such office either in writing or by attending a meeting of the Board of Directors, and fulfill such other requirements of qualification as these Bylaws may specify.

Article 5. VACANCIES ON THE BOARD OF DIRECTORS

1. Vacancies on the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by a majority vote of the remaining members of the Board of Directors, though less than a quorum, or by a sole remaining director, and each person so elected shall be a director to serve for the balance of the unexpired term.

2. When one or more directors resigns from the Board of Directors effective at a future date, the directors then in office, including those who have so resigned, shall have the power by a majority vote to fill the vacancies, the vote thereon to take effect when the resignations become effective.

Article 6. POWERS OF THE BOARD OF DIRECTORS

1. The business and affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things as are directed or required to be exercised and done by statute, the Articles of Incorporation or these Bylaws.
2. The Board of Directors may, by resolution adopted by a majority of the directors in office, establish one or more committees ~~consisting of one or more directors~~ as may be deemed appropriate or desirable by the Board of Directors to serve at the pleasure of the Board of Directors. Any committee, to the extent provided in the resolution of the Board of Directors pursuant to which it was created, shall have and may exercise all of the powers and authority of the Board of Directors, except that no committee shall have any power or authority as to the following:
 - a. The filling of vacancies in the Board of Directors;
 - b. The addition or removal of members of the Board of Directors;
 - c. The adoption, amendment or repeal of these Bylaws;
 - d. The amendment or repeal of any resolution of the Board of Directors;
 - e. Legally bind the Corporation to any contract, agreement or financial obligation;
 - f. Expend funds on behalf of the Corporation; and,

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- g. Action on matters committed by these Bylaws or a resolution of the Board of Directors to another committee of the Board of Directors.

Article 7. MEETINGS OF THE BOARD OF DIRECTORS

1. Meetings of the Board of Directors shall be held at such times and places within or without the Commonwealth of Pennsylvania as the Board of Directors may from time to time appoint or as may be designated in the notice of the meeting.

2. One or more directors may participate in any meeting of the Board of Directors, or of any committee thereof, by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting by such means shall constitute presence in person at the meeting.

3. The Board of Directors shall meet on a regular basis, on such schedule as shall be determined by the Board of Directors. Such regular meetings shall include an annual meeting of the Board of Directors, for the election of directors and officers and the transaction of such other business as may properly be brought before the meeting. All regular and annual meetings of the directors shall take place on such dates and at such times and places as may be determined by the Board of Directors. If a schedule of the dates, times and locations of regular and annual meetings for any given year has been adopted by the Board of Directors and provided in writing to each director, it shall not be necessary to provide the directors with notice of any of such meetings. Unless and until such a schedule has been provided to the directors for any given year, then the Corporation shall provide each director with at least five (5) days prior written notice of each regular and annual meeting during such year.

4. Special meetings of the Board of Directors may be called by the President of the Corporation on twenty-four (24) hours notice to each director, either by telephone or, if in writing, in accordance with the provisions of Article 22 of these Bylaws. Special meetings shall be called by the President or the Secretary in like manner and on like notice upon the written request of a majority of the directors in office.

5. At all meetings of the Board of Directors a majority of the directors in office shall constitute a quorum for the transaction of business, and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws.

Article 8. ACTION BY WRITTEN CONSENT

1. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent or consents setting forth the action so taken signed by a majority of the directors in office is filed with the Secretary of the Corporation.

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Article 9. COMPENSATION OF DIRECTORS

1. Directors, as such, shall not receive any compensation for their services or for attendance at regular and special meetings. Nothing contained herein shall be construed to preclude any director from receiving compensation for services rendered to the Corporation in any other capacity.

Article 10. LIABILITY OF DIRECTORS

1. A director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board of Directors upon which the director may serve, in good faith, in a manner the director reasonably believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following: (i) one or more officers or employees of the Corporation whom the director reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such persons; or (iii) a committee of the Board of Directors upon which the director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonably believes to merit confidence. A director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

2. In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, suppliers and customers of the Corporation and communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of Section 10.1 hereof.

3. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

4. A director of the Corporation shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless: (i) the director has breached or failed to perform the duties of his or her office under Sections 10.1 through 10.3 hereof; and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct, gross negligence or recklessness.

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5. The provisions of Section 10.4 hereof shall not apply to: (i) the responsibility or liability of a director pursuant to any criminal statute; or (ii) the liability of a director for the payment of taxes pursuant to local, state or federal law.

Article 11. OFFICERS

1. The Corporation shall have a President, a Secretary and a Treasurer, or persons who shall act as such, regardless of the name or title by which they may be designated, elected or appointed and may have such other officers and assistant officers as the Board of Directors may authorize from time to time. Each officer shall be a natural person of the age 18 years or older. It shall be necessary for the officer to be a director. Any number of offices may be held by the same person. Officers shall be nominated by a nominating committee of the Board of Directors or from the floor. Each officer shall be appointed by and shall hold office at the pleasure of the Board of Directors and until such officer's successor has been elected and qualified or until such officer's earlier death, resignation or removal. Any officer may resign at any time upon written notice to the Corporation. The resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as may be specified in the notice of resignation. The Corporation may secure the fidelity of any or all of the officers by bond or otherwise.

2. Any officer or agent of the Corporation may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served by such removal. The removal shall be without prejudice to the contract rights, if any, of any person so removed. If the office of any officer becomes vacant for any reason, the vacancy may be filled by the Board of Directors.

Article 12. THE PRESIDENT

1. The President shall preside at all meetings of the directors. The President shall be the chief executive officer of the Corporation; shall be responsible for the general and active management of the Corporation; shall see that all orders and resolutions of the Board of Directors are put into effect, subject, however, to the right of the Board of Directors to delegate any specific powers, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the Corporation; shall have the power to countersign all checks and vouchers on behalf of the Corporation, in which capacity the President shall share this duty with the Treasurer; and shall have the authority to execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

Article 13. THE VICE-PRESIDENT

1. The Vice President or, if more than one, the Vice Presidents in the order, if any, established by the Board of Directors shall, in the absence or incapacity of the President, have the authority to exercise all the powers and perform the duties of the President. The Vice Presidents, respectively, shall also have such other authority and perform such other duties as

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may be provided in these Bylaws or as shall be determined by the Board of Directors or the President.

Article 14. THE SECRETARY

1. The Secretary shall attend all meetings of the Board of Directors and keep accurate records thereof in one or more minute books kept for that purpose; shall keep, or cause to be kept, at the principal office of the Corporation, a register showing the names and addresses of all members of the Board of Directors and shall perform the duties customarily performed by the secretary of a corporation and such other duties as may be assigned to the Secretary by the Board of Directors or the President.

Article 15. THE TREASURER

1. The Treasurer shall be responsible for the custody of the corporate funds and securities; shall be responsible for full and accurate accounts of receipts and disbursements in books belonging to the Corporation; and shall perform such other duties as may be assigned to him by the Board of Directors or the President. The Treasurer shall give bond in such sum and with such surety as the Board of Directors may from time to time direct.

Article 16. ASSISTANT OFFICERS

1. Each assistant officer shall assist in the performance of the duties of the officer to whom the assistant officer is assistant and shall perform such duties in the absence of the officer. Such officers shall perform such additional duties as the Board of Directors, the President or the officer to whom the assistant officer is assistant may from time to time assign such assistant officer. Assistant officers may be given such functional titles as the Board of Directors shall from time to time determine.

Article 17. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

1. The Corporation shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, or who is called as a witness in connection with, any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best

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interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

2. The Corporation shall indemnify any director or officer, and may indemnify any other employee or agent, who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court of common pleas or such other court shall deem proper.

3. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 17 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. It is the policy of the Corporation that indemnification of, and advancement of expenses to, directors and officers of the Corporation shall be made to the fullest extent permitted by law. To this end, the provisions of this Article 17 shall be deemed to have been amended for the benefit of directors and officers of the Corporation effective immediately upon any modification of the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "NPCL"), or any modification, or adoption of any other law that expands or enlarges the power or obligation of corporations organized under the NPCL to indemnify, or advance expenses to, directors and officers of corporations.

4. The Corporation shall pay expenses incurred by an officer or director, and may pay expenses incurred by any other employee or agent, in defending an action, or proceeding referred to in this Article 17 in advance of the final disposition of such action or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation.

5. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 17 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

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6. The Corporation shall have the authority to create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner, its indemnification obligations, whether arising under these Bylaws or otherwise. This authority shall include, without limitation, the authority to: (i) deposit funds in trust or in escrow; (ii) establish any form of self-insurance; (iii) secure its indemnity obligation by grant of a security interest, mortgage or other lien on the assets of the Corporation; or (iv) establish a letter of credit, guaranty or surety arrangement for the benefit of such persons in connection with the anticipated indemnification or advancement of expenses contemplated by this Article 17. The provisions of this Article 17 shall not be deemed to preclude the indemnification of, or advancement of expenses to, any person who is not specified in Section 17.1 or Section 17.2 of this Article 17 but whom the Corporation has the power or obligation to indemnify, or to advance expenses for, under the provisions of the NPCL or otherwise. The authority granted by this Section 17.6 shall be exercised by the Board of Directors of the Corporation.

7. The Corporation shall have the authority to enter into a separate indemnification agreement with any officer, director, employee or agent of the Corporation or any subsidiary providing for such indemnification of such person as the Board of Directors shall determine up to the fullest extent permitted by law.

8. As soon as practicable after receipt by any person specified in Section 17.1 or Section 17.2 of this Article 17 of notice of the commencement of any action, suit or proceeding specified in Section 17.1 or Section 17.2 of this Article 17, such person shall, if a claim with respect thereto may be made against the Corporation under Article 17 of these Bylaws, notify the Corporation in writing of the commencement or threat thereof; however, the failure so to notify the Corporation shall not relieve the Corporation from any liability under Article 17 of these Bylaws unless the Corporation shall have been prejudiced thereby or from any other liability which it may have to such person other than under Article 17 of these Bylaws. With respect to any such action as to which such person notifies the Corporation of the commencement or threat thereof, the Corporation may participate therein at its own expense and, except as otherwise provided herein, to the extent that it desires, the Corporation, jointly with any other indemnifying party similarly notified, shall be entitled to assume the defense thereof, with counsel selected by the Corporation to the reasonable satisfaction of such person. After notice from the Corporation to such person of its election to assume the defense thereof, the Corporation shall not be liable to such person under Article 17 of these Bylaws for any legal or other expenses subsequently incurred by such person in connection with the defense thereof other than as otherwise provided herein. Such person shall have the right to employ his or her own counsel in such action, but the fees and expenses of such counsel incurred after notice from the Corporation of its assumption of the defense thereof shall be at the expense of such person unless: (i) the employment of counsel by such person shall have been authorized by the Corporation; (ii) such person shall have reasonably concluded that there may be a conflict of interest between the Corporation and such person in the conduct of the defense of such proceeding; or (iii) the Corporation shall not in fact have employed counsel to assume the defense of such action. The Corporation shall not be entitled to assume the defense of any proceeding brought by or on behalf of the Corporation or as to which such person shall have reasonably concluded that there may be a conflict of interest. If indemnification under Article 17 of these Bylaws or advancement of expenses are not paid or

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made by the Corporation, or on its behalf, within ninety (90) days after a written claim for indemnification or a request for an advancement of expenses has been received by the Corporation, such person may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim or the advancement of expenses. The right to indemnification and advancements of expenses provided hereunder shall be enforceable by such person in any court of competent jurisdiction. The burden of proving that indemnification is not appropriate shall be on the Corporation. Expenses reasonably incurred by such person in connection with successfully establishing the right to indemnification or advancement of expenses, in whole or in part, shall also be indemnified by the Corporation.

9. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article 17.

10. Notwithstanding any other provisions of these Bylaws, any amendment, repeal or adoption of any provision as part of these Bylaws that is inconsistent with the purpose or intent of this Article 17 shall become effective only on a prospective basis from and after the date of such action.

Article 18. BOOKS AND RECORDS

1. The Corporation shall keep an original or duplicate record of the proceedings of the Board of Directors, the original or a copy of these Bylaws, including all amendments thereto to date, certified by the Secretary of the Corporation. The Corporation shall also keep appropriate, complete and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Corporation in this Commonwealth or at its principal place of business wherever situated.

Article 19. ANNUAL REPORT

1. The President and Treasurer shall present annually to the Corporation a report, showing in appropriate detail the following:

- a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report;
- b. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report;
- c. The revenue or receipts of the Corporation, both unrestricted and restricted

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to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation; and

- d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.

- 2. The annual report shall be filed with the minutes of the meetings of the Board of Directors.

Article 20. FISCAL YEAR

- 1. The fiscal year of the Corporation shall be the calendar year.

Article 21. TRANSACTION OF BUSINESS

1. The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by the vote of two-thirds (2/3) of the members in office of the Board of Directors. If the real property is subject to a trust, the conveyance away shall be free of trust and the trust shall be impinged upon the proceeds of such conveyance.

2. Whenever the lawful activities of the Corporation involve among other things the charging of fees or prices for its services or products, the Corporation shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the directors or officers of the Corporation.

Article 22. MANNER OF GIVING WRITTEN NOTICE; WAIVERS OF NOTICE

1. Whenever written notice is required to be given to any person under the provisions of these Bylaws, it may be given to the person either personally, or by email, or by sending a copy thereof by first class or express mail, postage prepaid, or by courier service, charges prepaid, or by facsimile transmission, to his or her address (or email or facsimile number) appearing on the books of the Corporation, or, in the case of written notice to directors, supplied by each director to the Corporation for the purpose of the notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person or, in the case of facsimile transmission, upon receipt from the facsimile machine of confirmation of a successful facsimile transmission, or in the case of email upon delivery of the email.

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2. Any written notice required to be given to any person under the provisions of statute, the Corporation's Articles of Incorporation or these Bylaws may be waived in a writing signed by the person entitled to such notice whether before or after the time stated therein. Except as otherwise required by statute, and except in the case of a special meeting, neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice. Attendance of a person, whether in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Article 23. AMENDMENTS

1. Except as provided in Section 17.10 hereof, and except as provided in Section 5504(b) of the NPCL, these Bylaws may be amended or repealed, and new Bylaws adopted, by a majority vote of the members that constitute the the total number of Board of Directors currently serving, at any regular or special meeting duly convened.

Article 24. CONFLICT OF INTEREST

1. In furtherance of the fiduciary duty of directors, officers, committee members and employees to the Corporation, the aforementioned shall comply with a conflict of interest policy which shall require directors, officers and employees to disclose any personal financial interest in a transaction being considered by the Corporation. A person shall be deemed to have a financial interest in a transaction if the person has, directly or indirectly, through business, investment or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement;
or,
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

2. In connection with any actual or possible conflict of interest, a person with a financial interest in a transaction or potential transaction must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors, who are considering the proposed transaction or arrangement.

3. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The

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remaining Board of Directors shall determine if a conflict of interest exists by a simple majority vote.

4. In the event that the Board of Directors determines that a proposed or potential transaction or arrangement presents a conflict of interest and after exercising any necessary due diligence to investigate alternatives or negotiate terms of the proposed transaction, the Board of Directors shall determine whether the Corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement. If a more advantageous transaction or arrangement is not reasonably possible, the Board of Directors shall determine by a majority vote of all the directors, without counting the vote of any interested person, whether the proposed transaction is:

- a. in the Corporation's best interest;
- b. is for the Corporation's own benefit;
- c. is fair and reasonable;
- d. is at least as advantageous as all transactions or arrangements the corporation can obtain with reasonable efforts under the circumstances; and,
- e. does not provide an economic benefit to the interested person greater in value than that received by the corporation.

5. The Board of Directors shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.

6. If the Board of Directors has reasonable cause to believe an interested person has failed to disclose actual or potential conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. The failure to disclose a potential conflict of interest by an interested party who participates in the vote on the interested transaction or agreement shall not affect the validity of the action taken by the Board of Directors on the transaction or agreement.

7. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

8. The minutes of the Board of Directors shall contain:

a. The names of the person 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

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financial interest, any action taken to investigate whether a conflict of interest existed, and the Board of Director'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.

9. Each director, officer, committee member and employee shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflict of interest policy;
- b. Has read and understands the policy;
- c. Agrees to comply with the policy.

Article 25. WHISTLEBLOWER POLICY

- 1. The Corporation shall adopt a "whistleblower policy" to:
 - a. Establish procedures by which individuals, employees, agents, directors or officers may report complaints or unethical conduct occurring at the Corporation;
 - b. Prohibit retaliation from individuals making such complaints or reports; and,
 - c. Establish a procedure for investigating and remedying any potential issues raised by the individual making the complaint.

Article 26. DOCUMENT RETENTION POLICY

1. The Corporation shall establish a document retention policy establishing standards for document integrity, retention and destruction.

Article 27. DISSOLUTION

1. Upon dissolution, remaining assets shall be distributed to another 501(c)(4) organization or a qualified nonprofit entity consistent with applicable laws.

Article 28. COMMITTEES

- 1. The Board of Directors may establish committees in accordance with Article 6 Section 2.

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2. Committee membership may consist of volunteers and/or Directors at the discretion of the Board of Directors.
3. All committees shall have at least one committee Chair. Committees may alternatively be led by multiple equal Co-chairs. The Chair(s) shall preside over all committee meetings.
4. Only the Board of Directors has the authority to appoint and remove committee officers by a majority vote.
5. Each committee shall be provided a Roles and Responsibilities document, which outlines the purpose of the committee, scope of committee functions, duties and authority of the committee and officers, and any other rules binding the committee and its officers therein. The Roles and Responsibilities document may be adopted and modified by a majority vote of the Board of Directors.

Article 29. INTERNAL FINANCIAL CONTROLS

1. One-time expenses of less than \$500 can be authorized with permission of both the President and the Treasurer.
2. One-time expenses \$500 or greater require approval by a majority vote of the Board of Directors.
3. All subscriptions or monthly expenses require approval by a majority vote of the Board of Directors.
4. All expenses should include an itemized invoice, purchase order, and/or receipt showing the payee name and remittance information, the amount of the expense, and the purpose of the expense. This information will be available in a shared digital storage location for inspection by the Board.
5. All revenues and donations should include a sales receipt or transaction report showing the date of the transaction, the method and amount of payment, and the purpose of the payment, including any donor restrictions. This information will be available in a shared digital storage location for inspection by the Board.
6. The Treasurer shall present financial information and bank statements to the Board of Directors at each meeting. This information will be available in a shared digital storage location for inspection by the Board.