

Bylaws of One Community Incorporated

Preamble

We, members of the above named organization, a 501(c)3 non-profit organization registered under the laws of the United States, do provide for ourselves these Bylaws and hereby resolve to be governed by the provisions herein contained.

Article 1

Offices

1. The principal office of the Organization shall be situated in California, United States.
2. The Board of Directors, if supported by Consensus, may, by resolution, change the principal office from one location to another and such changes shall not require an amendment of these Bylaws.
3. The Organization may also maintain other offices at such places, within or outside the United States, where it is qualified to do business, as its business and activities may require, and as the Board of Directors, if supported by Consensus, may, from time to time, designate.

Article 2

Aims and Objective

The aims and objects of the Organization are:

1. Low Income Housing Construction – We will be teaching people how to build their own low-income houses that they will then be able to live in for free as they help others to do the same. We will also be building concept homes and developing construction packages/templates for others to follow and implement. We will offer these templates for free to other non-profits.
2. Food Production – We will teach people how to be 100% food self-sufficient by growing their own food. We will do this for residents and as a scholarship program for other interested individuals.
3. Independent Business Support – We will supply money and labor as grants to qualifying individuals wishing to create businesses. Most of these businesses will revolve around artistic and sustainability-related ventures, but are not limited to art and sustainability.
4. To do all such other lawful things as may be considered to be incidental and/or conducive to the attainment of any or all of the above objects.

Article 3

Corporate Records, Reports, and Seal

1. The Organization shall keep at its principal office:
 - a. Minutes of all meetings of the Board of Directors, Teams, and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
 - b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
 - c. A record of its members, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
 - d. A copy of the Organization's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the Organization at all reasonable times during office hours.
2. The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Organization. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.
3. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Organization, and shall have such other rights to inspect the books, records, and properties of this Organization as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.
4. Every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:
 - a. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the Secretary of the Organization, which demand shall state the purpose for which the inspection rights are requested.
 - b. To obtain from the Secretary of the Organization, upon written demand on, and payment of a reasonable charge to, the Secretary of the Organization, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the Secretary of the Organization or after the date specified therein as of which the list is to be compiled.
 - c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members

or of the Board or of Teams, upon written demand on the Secretary of the Organization by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records, and properties of this Organization as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

5. Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.
6. The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, of this Organization, to be so prepared and delivered within the time limits set by law.

Article 4

Directors

1. The Organization shall, as provided by the Articles of Association and these Bylaws, have three (3) Directors and collectively they shall be known as the Board of Directors.
2. Every Director of the Organization shall be of the age of majority in this state.
3. Subject to the provisions of the laws of this state and any limitations in the Articles of Association and these Bylaws relating to action required or permitted to be taken or approved by the members, of this Organization, the activities and affairs of this Organization shall be conducted and all corporate powers shall be exercised by, or under, the direction of the Board of Directors.
4. The Board of Directors shall, in a meeting, within themselves, appoint from among themselves, an Executive Director/Chairperson/President who will represent and enforce the Board's resolutions.
5. The Board of Directors, if supported by Consensus, may by resolution, increase or decrease the number of Directors of the Organization, by altering the relevant provisions of the Articles of Incorporation provided that the number of Directors shall not at any point in time be less than two (2).
6. It shall be the duty of the Directors to:
 - a. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Association, or by these Bylaws;
 - b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, volunteers, and employees of the Organization;
 - c. Supervise all officers, agents, and employees of the Organization to assure that their duties are performed properly;
 - d. Meet at such times and places as required by these Bylaws;

- e. Register their addresses with the Secretary of the Organization, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.
6. Elections will be held annually and each Director shall hold office for one (1) year or until his or her successor is elected and qualifies.
7. Directors shall serve without compensation except that a reasonable fee may be paid to Directors for attending regular and special meetings of the Board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to Directors shall be approved in advance in accordance with this Organization's conflict of interest policy, as set forth in Article 10 of these Bylaws.
8. Meetings shall be held at the principal office of the Organization unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board of Directors.
9. Regular meetings of Directors shall be held on the second Monday of the month, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same place on the next business day or the Monday of the following week.
10. Special meetings of the Board of Directors may be called by the Executive Director/Chairperson of the Board, the Executive Director, the Executive Director, the Secretary, by any two Directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the Board. Such meetings shall be held at the principal office of the Organization or, if different, at the place designated by the person or persons calling the special meeting.
11. Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:
- a. **Regular Meetings.** No notice need be given of any regular meeting of the Board of Directors.
 - b. **Special Meetings.** At least one week prior notice shall be given by the Secretary of the Organization to each Director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, e-mail, or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the Director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.
 - c. **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any Director of this Organization under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the Director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.
12. A quorum shall consist of two-thirds of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be conducted by the Board at any meeting at which the required quorum is not present, and

the only motion which the Executive Director/Chairperson shall entertain at such meeting is a motion to adjourn.

13. Every act done or decision taken by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

14. Meetings of the Board of Directors shall be presided over by the Executive Director/Chairperson of the Board, or in his absence, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Organization shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by such procedures as may be approved from time to time by the Board of Directors in so far as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

15. Vacancies on the Board of Directors shall exist:

- (1) on the death, resignation, or removal of any Director, and
- (2) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the Executive Director/Chairperson/President of the Board or the Secretary, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Organization would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws, or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation, or removal from office.

16. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Organization.

17. The Directors and officers of the Organization shall be indemnified by the Organization to the fullest extent permissible under the laws of this state.

18. Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the

Organization (including a Director, officer, volunteer, employee, or other agent of the Organization) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Organization would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

Article 5

Officers

The officers of the Organization shall comprise of :

(1) Executive Director, who shall be the Chief Executive Officer of the Organization and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Organization and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Executive Director/Chairperson of the Board of Directors, the Executive Director shall preside at all meetings of the Board of Directors and, if need be, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Organization, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

(2) Secretary, who shall:

Certify and keep at the principal office of the Organization, the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the Organization or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of Teams of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

Ensure that the minutes of meetings of the Organization, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this Organization. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this Organization by the later of:

(1) the next meeting of the Board, Team, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or

(2) sixty (60) days after the date of the meeting or written consent.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the Organization and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the Organization.

Keep at the principal office of the Organization, a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any Director of the Organization, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Organization.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

(3) Team Leaders, who shall, at all time, coordinate the activities of his team, the weekly Team Calls and make reports to the Executive Director.

(4) and such titles as may be determined from time to time by the Board of Directors and approved by Consensus.

1. Officers shall be elected by the Board of Directors, if supported by Consensus, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.
2. Any officer may be removed, either with or without cause, by the Board of Directors, if supported by Consensus, at any time.
3. Any officer may resign at any time by giving written notice to the Board of Directors through the Executive Director or the Secretary of the Organization. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment or engagement of any officer of the Organization.
4. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of the Executive Director, such vacancy may be filled temporarily by appointment by the Executive Director until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Article 6

Members

1. The Organization shall have the following categories of members:
 - a. Pioneer;
 - b. Satellite; and
 - c. Partner/Consultant.
2. Every member shall, on the direction of the Board of Directors, be engaged by the Executive Director.
3. All rights, duties and obligations of every member shall be clearly spelt out in the letter/agreement issued upon engagement.
4. The Board of Directors, may from time to time, if supported by Consensus, review, alter, or modify the conditions of engagement of members of the Organization.

Article 7

Teams

1. The Board of Directors may from time to time, and by resolution, constitute its members into such number of teams and may delegate to such teams the powers and authority of the Board in the management of the business and affairs of the Organization, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the teams' authority so delegated, increase or decrease but not below two (2) the number of members of each team, and fill vacancies on the Executive Committee from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

2. Meetings and actions of Teams shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such bylaw provisions as are necessary, except that the time for regular and special meetings of Teams may be fixed by resolution of the Board of Directors or by the Team. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of Teams to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Article 8

Execution of Instruments, Deposits, and Funds

1. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution, authorize any officer or agent of the Organization to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee

shall have any power or authority to bind the Organization by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

2. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Organization shall be signed by the Executive Director of the Organization.
3. All funds of the Organization shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the Board of Directors may select.
4. The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, or devise for the nonprofit purposes of this Organization.

Article 9

IRC 501(c)(3) Tax Exemption Provisions

1. No substantial part of the activities of this Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
Notwithstanding any other provisions of these Bylaws, this Organization shall not carry on any activities not permitted to be carried on (a) by a Organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a Organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
2. No part of the net earnings of this Organization shall inure to the benefit of, or be distributable to, its members, Directors or trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Organization.
3. Upon the dissolution of this Organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Organization, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.
4. In any taxable year in which this Organization is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Organization 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Organization to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article 10

Conflict of Interest and Compensation Approval Policies

1. The purpose of this conflict of interest policy is to protect this tax-exempt Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Organization or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
2. Definitions:
 - a. **Interested Person.** Any Director, principal officer, Team member with governing Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
 - b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
 2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or Team decides that a conflict of interest exists.

3. **Conflict of Interest Avoidance Procedures:**
 - a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of Teams with governing Board delegated powers considering the proposed transaction or arrangement.

- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or Team meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Team members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing Board or Team meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing Board or Team shall, if appropriate, appoint a disinterested person or Team to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing Board or Team shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or Team shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- d. **Violations of the Conflicts of Interest Policy.** If the governing Board or Team has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

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

4. **Records of Board and Board Team Proceedings:**

The minutes of meetings of the governing Board and all the Teams with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or Team'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.

5. Compensation Approval Policies

A voting member of the governing Board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any Team whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing Board or any Team whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any Team regarding compensation.

When approving compensation for Directors, officers and employees, contractors, volunteers and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the Board or a duly constituted compensation Team of the Board shall also comply with the following additional requirements and procedures:

- a. the terms of compensation shall be approved by the Board or compensation Team prior to the first payment of compensation;
- b. all members of the Board or compensation Team who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Board member or Team member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
 2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 4. has no material financial interest affected by the compensation arrangement; and
 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a

transaction providing benefits to the Board or Team member.

- c. the Board or compensation Team shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
 2. the availability of similar services in the geographic area of this organization;
 3. current compensation surveys compiled by independent firms;
 4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board or compensation Team will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or compensation Team that approved the compensation. Such documentation shall include:
1. the terms of the compensation arrangement and the date it was approved;
 2. the members of the Board or compensation Team who were present during debate on the transaction, those who voted on it, and the votes cast by each Board or Team member;
 3. the comparability data obtained and relied upon and how the data was obtained;
 4. If the Board or compensation Team determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board or Team shall record in the minutes of the meeting the basis for its determination;
 5. If the Board or Team makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board or Team meeting;
 6. any actions taken with respect to determining if a Board or Team member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did,

leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);

7. The minutes of Board or Team meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board or Team meeting or 60 days after the final actions of the Board or Team are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and Team as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board or Team meeting following final action on the arrangement by the Board or Team.

6. Annual Statements:

Each Director, principal officer, and member of a Team with governing Board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7. Periodic Reviews:

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

8. Use of Outside Experts:

When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

Article 11

Governing Body

1. The Board of Directors; consisting of all the Directors of the Organization, shall be the governing

body of the Organization.

2. The decision of the Board of Directors shall only be subject to and comply with the Consensus Policy of the Organization as contained in Article 12 to these Bylaws.

Article 12

Consensus Policy

1. This Consensus Policy (“**Consensus**”) will not be applicable until the Organization moves onto the Property with a team fully trained on consensus.
2. Upon becoming applicable, no decision of any kind, may be made or taken by the Organization without the prerequisite Consensus approval, subject only to as may otherwise be provided by the Articles of Incorporation, these Bylaws or provisions of law.
3. In line with this Consensus Policy, decisions may only be said to be validly made or taken if it is consented to by the appropriate percentage of members of the consensus process collaborating for The Highest Good of All Concerned.
4. The appropriate percentage of members of the consensus process may also elect an individual or group to make specific decisions for The Highest Good of All. The same consensus process must be used to modify and/or remove an elected individual or group.
5. Consensus, for this purpose, is phased in as:
 - a. 1st 45 days: 70% majority vote (35 of 50 and all must vote or delegate vote)
 - b. 2nd 45 days: 85% majority vote (43 of 50 and all must vote or delegate vote)
 - c. Full Consensus from the 90-day mark forward with participation optional.
 - d. Consensus at the appropriate level (a, b, c) may extend or modify these times and/or this Consensus policy
6. At no time may Consensus be structured to require more than 90% voting majority.
7. For the purposes of transparency, all evolutions and policy updates are to be made using the appropriate phase of development and published online.

Article 13

Construction and Terms

1. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Organization, the provisions of the Articles of Incorporation shall prevail.
2. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.
3. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, articles of corporation, certificate of incorporation, organizational charter, corporate charter, or other founding document of this Organization filed with an office of this state and used to establish the legal existence of this Organization.
4. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Article 14

Amendment of Bylaws

1. If supported by Consensus, the Board of Directors may from time to time, by resolution, amend, review, alter, change or repeal the Bylaws of this Organization or any part thereof, or adopt a new one.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Directors or incorporators of this Organization, and we consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this Organization.

Dated: April 6th, 2015

Jae Sabol

Sara Sabol