

White Light Foundation Bylaws

Adopted January 26, 2023

ARTICLE 1: GENERAL PROVISIONS

1.1 Name. The name of the Corporation is White Light Foundation, Inc. (Hereinafter, “WLF”).

1.2 Location of Corporation. The principal office of the Corporation shall be at 70 S Winooski Avenue, Unit 251, Burlington, VT 05401. The principal office may be changed by a majority vote of the Board of Directors.

1.3 Structure. WLF is a non-profit corporation without capital stock, and shall operate within the provisions of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law.

1.4 Mission Statement. WLF is a non-profit organization inspired by the music of Twiddle whose mission is to support charitable community causes through fundraising and awareness initiatives.

1.4 Purpose. WLF is organized for charitable purposes and to support charities benefiting charities whose purposes are consistent with the music and ethos of the Twiddle community.

1.5 Activities WLF may hold or participate in events, fundraisers, awareness campaigns or otherwise partner and associate with other charitable organizations to support its stated purpose.

1.6 No *Expressio Unius Est Exclusio Alterius* Clause. The enumeration above of a specific power shall not be construed as limiting or restricting, in any manner, either the meaning or the general terms used in any of these clauses or the scope of the general powers of the corporation created by them. The expression of one thing in any of these clauses shall not be deemed to exclude another not expressed, despite any similarity between the terms.

ARTICLE 2: MEMBERSHIP

2.1 Members. The membership of the corporation shall consist of the members of the Board of Directors (‘Members’).

ARTICLE 3: BOARD OF DIRECTORS

3.1 Number of Members. The WLF Board of Directors shall consist of at least 3 members and no more than 11.

3.2 Elections. At least 30 days before the annual meeting date each year, a list of nominees for Board membership shall be determined by contributions of names of prospective members from any Member. At the annual meeting, the slate of nominees shall be voted upon and, upon a majority vote of the Board of Directors, membership of the new Board Member(s) will become effective at that that time.

3.3 Terms. Terms for board members will be 3 years and up for renewal at the Annual Meeting. A majority vote of other Board members is required for term renewal.

3.4 Newly Elected Member Term. Newly elected Members of the Board of Directors who have not served before shall serve an initial one-year term. At the conclusion of the initial one-year term, members of the board may serve additional three-year terms. The Board shall make reasonable effort to stagger the terms such that the conclusion of board members' terms occurs on an even rotation as much as reasonably practicable.

3.5. Rights of Voting Members. Any voting member may authorize another person or persons to act by proxy with respect to his or her membership. Such proxy or proxies shall be signed by the voting member and filed with the secretary of the corporation. A proxy shall be deemed signed if the voting member's name is placed on the proxy (whether by manual signature, typewriting, or telegraphic or electronic transmission) by the member or member's attorney in fact.

3.6 Chairperson. The Board of Directors will appointment one member to serve as Chairman of the Board ('the Chair') by majority vote.

3.7 Budget Approval The Board of Directors will be responsible for approving the annual budget of WLF and officer appointments as outlined in Article 4.

3.8 Resignation and Removal. Members are subject to removal by a majority vote of all members of the Board of Directors, excluding the subject Director. Before a vote on removal of the Member, the Chairman of the Board shall make reasonable effort to resolve any conflict leading to the request for a vote to remove. Resignations shall be made in writing, signed by the subject Member, and copies must be provided to the Secretary and the Chair.

3.9 Compensation. Members shall serve without any financial compensation for their work. Actual authorized expenses incurred by members of the board associated with WLF activities may be reimbursed upon majority vote of the Members.

ARTICLE 4: OFFICERS

4.1. Officers. Members shall elect the Officers by majority vote at the Annual Meeting. All officers must be active Members of the Board of Directors. Officers may include President, Vice President, Treasurer, and Secretary.

- 4.1.1 The President shall be the principal executive officer of WLF and shall preside over all meetings.

- 4.1.2 The Vice-President shall assist the President as the President requests. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President.

- 4.1.3 The Treasurer shall collect, safeguard, disburse, and make periodic reports of all funds collected and distributed by WLF.

- 4.1.4 The Secretary shall keep attendance records and record the proceedings of all meetings, maintain adequate records of all organizational activities, and conduct such official correspondence as shall be required.

4.2 Additional Assigned Duties The duties of the officers shall not be limited as enumerated above, but they may discharge in additional duties as are assigned by a majority vote of the Members.

4.3 No Binding Authority. Unless so authorized by majority vote of the Members, no officer shall have any power or authority to bind WLF by any contract or engagement, to pledge its credit, or to render it liable for any purpose or in any amount.

4.4 Terms. Officers will serve two-year terms. Such term may be renewed upon majority vote of the Members at the Annual Meeting.

4.5 Selection. A slate of Officers shall be presented by the Chair to the full Board for consideration at least one month prior to the Annual Meeting. The Officers shall be elected by the Members from the list presented. Officers shall take office immediately upon election by majority vote.

4.6 Removal. An Officer may be removed from their position by a majority vote of the Members.

4.7 Interim Appointments Upon the death, removal, resignation, or incapacity of an Officer, any vacancies occurring in any of these offices shall be filled by an interim officer appointed by majority vote of the Members within 30 days of the vacancy.

ARTICLE 5: MEETINGS

5.1 Annual Meeting. The Annual Meeting for WLF shall be held prior to the close of the fiscal year (April 30) (within the same calendar year.) At the annual meeting, Members shall elect or renew the term of any Member or Officer at the end of their term cycle. The Annual Meeting shall include an annual report for the Chair, which shall be presented orally and memorialized in writing, which will be provided to all Members at least 14 days prior to the Annual Meeting, as well as a fiscal report from the Treasurer, which will also be presented orally and memorialized in writing and provided to all Members at least 14 days prior to the Annual Meeting. The Secretary shall keep copies of these reports in a manner such that the reports are available to all Members upon request.

5.2 Regular Meetings. Members shall make reasonable effort to hold a monthly meeting. The Secretary shall set the date, time, and location of the meeting and provide at least 14 days notice to all Members. The Secretary shall make reasonable effort to ensure that the date, time, and location of the meeting accommodates Members' schedules as much as reasonably practicable.

5.3 Special Meetings. Any Member may request a meeting occur within 30 days of the request by submitting a request to the Secretary, who shall make reasonable effort to ensure that the date, time, and location of the meeting accommodates Members' schedules as much as reasonably practicable.

5.4 Decisions. All decisions regarding the operation of WLF shall be determined by a majority vote of the Members at a meeting of the members where a quorum is present.

5.5 Quorum. A quorum shall be deemed present if a majority of Members and the Chair, or the President, are present at a meeting..

ARTICLE 6. MISCELLANEOUS PROVISIONS

6.1 Amendments. Amendments to the Bylaws and Articles of Association may be made by a majority vote of the Members at the Annual Meeting. All proposed amendments must be submitted to all Members at a meeting prior to the Annual Meeting, and no sooner than 30 days before the Annual Meeting.

6.2 Fiscal Year. The fiscal year will run from May 1 through April 30.

6.3 Conflict of Interest. No Member shall vote on any matter in which such Member or any parent, spouse, child, partner, employer, or similarly related property or business that would be specifically, directly, and/or substantially affected by such action.

6.4 Inclusion. WLF shall make determinations with regard to membership, participation in the Board of Directors, participation in programming, employment, or any other activity authorized under these Bylaws and Articles of Association without regard to race, religion, sex, sexual preference, national origin, disability, or any other protected status.

6.5 Indemnification. To the full extent authorized under the law, the corporation shall indemnify any Member, director, officer, employee, agent, former Member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request, against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relationship to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

6.6 Notice. Whenever these Bylaws require notice to be given to a Member, such notice shall, unless otherwise provided, be given in writing, in person, by first class mail, or conveyed electronically by email.

6.7 Taxes If at any time the Corporation is deemed to be a private foundation as defined in section 509 of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future federal tax code) (the 'Code'), then so long as the Corporation is deemed a private foundation, it shall not, as provided in section 508(e) of the Code, fail to require its income for each taxable year to be distributed at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, engage in any act of self-dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, or make any

investments or expenditures in such manner as to subject the Corporation to tax under Section 4944 or Section 4945(d) of the Code.

6.8 Dissolution. In the event WLF must be dissolved, any of the Corporation's assets shall be distributed to any other section 501(c)(3) that a majority vote of the board determines is consistent with WLF's purpose.