

GOVERNANCE BYLAWS OF LIBRARY OF CODE, INC.

Library of Code, Inc., a public benefit nonprofit corporation registered with the Secretary of State within the State of Wyoming and incorporated on Sunday, November 24th 2024.

Preamble:

WHEREAS, Library of Code, Inc. (the "Corporation", "Library of Code", "LOC", "Library of Code Inc", the "organization") has been duly incorporated as a public benefit nonprofit corporation under the laws of the State of Wyoming, with its Articles of Incorporation filed and approved on November 24, 2024;

WHEREAS, the Corporation is established and shall operate exclusively for charitable, educational, scientific, and literary purposes in accordance with Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

WHEREAS, the Corporation's mission is to provide resources, infrastructure, and opportunities for beginner and novice software developers, as well as individuals pursuing education and development in the field of Computer Science;

WHEREAS, the Corporation is committed to upholding the principles of transparency, accountability, and effective governance in furtherance of its public benefit purposes;

WHEREAS, these Bylaws are adopted to provide a comprehensive governance framework that regulates the internal affairs, operations, and decision-making processes of the Corporation;

NOW, THEREFORE, the Incorporators, by their unanimous consent, do hereby enact and adopt these Bylaws as the governing document of Library of Code, Inc., to direct its affairs in accordance with the laws of the State of Wyoming and the purposes set forth in its Articles of Incorporation.

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Article I. THE ORGANIZATION

Section 1.01 The name of the corporation is Library of Code, Inc.

Section 1.02 The corporation is registered with the Secretary of State within the State of Wyoming in the United States.

Section 1.03 The corporation is incorporated as a public benefit nonprofit corporation.

Section 1.04 The corporation filed and received Articles of Incorporation on Sunday, November 24th 2024.

Section 1.05 The incorporator of the corporation is [REDACTED], as stated in the Articles of Incorporation.

Article II. CORPORATE PURPOSE

Section 2.01 Nonprofit Purpose

- (a) This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.02 Specific Purpose

- (a) Library of Code Inc provides resources for beginner, novice, and/or learning software developers and those interested in the field of Computer Science.
- (b) The specific objectives and purpose of this organization shall be:
- (i) *To provide facilities for educational content to the public in regards to the Computer Science and its field.*
 - (ii) *To provide services on our infrastructure for the public to utilize for educational content.*
 - (iii) *To host events for the public in regards to the field of Computer Science*

Article III. MEMBERSHIP

Section 3.01 The membership of the corporation shall consist of the members of the Board of Governors.

Article IV. BOARD OF GOVERNORS

Section 4.01 General Powers

- (a) The affairs of the Corporation shall be managed by its Board of Governors (referred to as in these Bylaws as the "Board"). The Board of Governors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 4.02 Number, Tenure, Requirements, and Qualifications

- (a) The number of Governors shall be fixed from time-to-time by the Governors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: The Chair and the Vice Chair.
- (b) Governors shall be elected by the Board of Governors via *Significant Legislation*, which is outlined in these bylaws, via a supermajority vote.
- (c) Governors shall serve for life until death, voluntary resignation, forfeiture, or removal as permitted by these bylaws.
- (d) The members of the Board of Governors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. No vote on new members of the Board of Governors shall be held unless the entire voting body of the Board is present.

- (e) No two members of the Board of Governors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Governors at the same time.

Section 4.03 Regular and Semi-annual Meetings

- (a) Semi-annual meetings of the Board of Governors shall be held at a time and day in the month of March and September of each calendar year and at a location designated by the Board of Governors. The Board of Governors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Governors no less than ten (10) days, prior to the meeting date.

Section 4.04 Special Meetings

- (a) Special meetings of the Board of Governors may be called by or at the request of the Chair or Vice Chair or any two members of the Board of Governors. The person or persons authorized to call special meetings of the Board of Governors may fix any location, as the place for holding any special meeting of the Board called by them.
- (b) Notice of any special meeting of the Board of Governors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Governor may waive notice of any meeting. The attendance of a Governor at any meeting shall constitute a waiver of notice of such meeting, except where a Governor attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Governors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 4.05 Quorum

- (a) The presence of a majority of current members of the Board of Governors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Governors present at a meeting at which a quorum is present shall be the act of the Board of Governors, unless the act of a greater number is required by law or by these bylaws.

Section 4.06 Vacancies

- (a) Whenever any vacancy occurs in the Board of Governors, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Governors at a regular or special meeting. Vacancies may be created and filled according to specific methods approved by the Board of Governors.

Section 4.07 Compensation

- (a) Members of the Board of Governors shall not receive any compensation for their services as Governors serving on the Board of Governors in their official capacity as such.

Section 4.08 Methods for the Board to Govern

- (a) Legislation:
 - (i) **Definition:** Legislation is the overarching term that covers Proposals and Resolutions. It is the Board's primary tool for shaping long-term policies and governance. Resolutions are the decisions made by the Board of Governors during a meeting.
 - (ii) **Types of Legislation:**
 - 1) Standard Legislation: Governs routine policy matters. Once passed, these become *Standard Resolutions* and require a simple majority vote of the quorum.
 - 2) Significant Legislation: Involves a major organizational change or structural decisions. These become *Significant Resolutions* and require a supermajority, at least three quarters, of the members present at a meeting at which a quorum is established.

(b) Governance Orders:

(i) **Definition:** *Governance Orders are executive and/or judicial decisions issued by the Board of Governors to address urgent organizational matters or to enforce existing policies.*

(ii) *Scope of Governance Orders:*

- 1) Direct managers to hire, terminate, or reassign those within the organization.
- 2) Enforce or interpret existing policies.
- 3) Oversee specific organizational issues that require immediate attention.
- 4) Resolve disputes or grievances within the organization.

(iii) *Process:*

- 1) Any governor may propose a Governance Order during a meeting or outside of a meeting.
- 2) Governance Orders require an unanimous vote to be enacted. When in session, this is a vote of the quorum. When out of session, this is the vote of the entire Board.
- 3) Once passed, Governance Orders are immediately effective and reviewed in future sessions if necessary.

(c) Emergency Orders

(i) **Definition:** *Emergency Orders are special powers granted solely to the Chair and Vice Chair of the Board of Governors to address critical situations without requiring board approval.*

(ii) *Scope of Emergency Orders:*

- 1) Restructure or modify entire operations of the organization.
- 2) Implement or modify policies to handle immediate crises.

(iii) *Limitations:*

- 1) Emergency Orders cannot be used to bypass procedures as defined in these Bylaws, or interpret, modify, or amend any actions conducted under Section 4.08 of these Bylaws.
- 2) Emergency Orders are temporary and must be reviewed at the next Board meeting.
- 3) All emergency orders must be justified at the next Board meeting, and they shall be reported to the Board within 48 hours with a brief report.

(iv) *Process:*

- 1) Those authorized to issue Emergency Orders shall draft up the order, the authorized signature is the only requirement for the order to be legally binding.

Section 4.09 Confidentiality

(a) Governors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Governors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Governors may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

(b) Each Governor shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Governors.

Section 4.10 Advisory Council

- (a) An Advisory Council may be created whose members shall be elected by the members of the Board of Governors during meetings but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Governors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 4.11 Parliamentary Procedure

- (a) Any question concerning parliamentary procedure at meetings shall be determined by the Chair by reference to Robert's Rules of Order.

Section 4.12 Removal.

- (a) Any member of the Board of Governors or members of the Advisory Council may be removed with or without cause, unless other removal rules apply as outlined in these bylaws, at any time, by vote of a supermajority of the members of the Board of Governors or by joint consent of the Chair and Vice Chair of the Board of Governors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Governors must receive written notice of the proposed removal at least two (2) days in advance of the proposed action when conducted by a Board vote, however written notice is not required for removals performed under joint consent of the Chair and Vice Chair of the Board of Governors. An officer may not be removed as a governor of the Board of Governors.

Article V. OFFICERS

Section 5.01 The officers of this Board shall be the Chair, Vice Chair, and the Secretary. All officers must have the status of active members of the Board.

- (a) The Chair and Vice Chair are required officers for the Corporation, however the Secretary or other officers may have their responsibilities distributed elsewhere to other officers.

Section 5.02 Chair:

- (a) The Chair shall preside at all meetings of the membership. The Chair shall have the following duties:
- (i) *They shall have general and active management of the business of the Board.*
 - (ii) *They shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.*
 - (iii) *They shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the Chair.*

Section 5.03 Vice Chair:

- (a) The Vice-Chair shall be vested with all the powers in accordance with these bylaws and shall perform all the duties of the Chair during the absence of the latter. The Vice-Chair duties are:
- (i) *They shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board.*

Section 5.04 Secretary:

- (a) The Secretary shall attend all meetings of the Board, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- (i) They shall record all votes and minutes of all proceedings in a book to be kept for that purpose. They in collaboration with the Chair shall make the arrangements for all meetings of the Board, including the annual meeting of the organization.*
- (ii) Assisted by a staff member, they shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.*
- (iii) They shall perform all official correspondence from the Board as may be prescribed by the Board or the Chair.*

Section 5.05 Election of Officers

- (a) The first Chair of the organization shall be the Corporation's incorporator.
- (b) The Vice Chair shall be elected to the position via a supermajority vote of the entire Board voting body. The Vice Chair shall assume the Chair position if the incumbent Chair is removed.
- (c) The Chair holds the authority to appoint the remaining officers and they serve at the pleasure of the Chair.
- (d) Vacant officer seats shall have their duties performed by the Chair, the Chair may delegate some duties to the Vice Chair to balance workload.

Section 5.06 Removal of Officer

- (a) The Chair cannot be removed from their office, and shall serve their term until their resignation, death, or absence without notice which prevents them from conducting the duty of their office for 4 months or longer. The removal of a Chair due to their inability to serve their term as defined shall be authorized by the Vice Chair and the Vice Chair shall assume the office as Chair effective immediately upon authorization.
- (b) The Vice Chair may be removed from their office only via a unanimous vote of the Board voting body, excluding the Chair and Vice Chair. The Chair and Vice Chair are required to abstain from the vote.
- (c) The Board may pass a Significant Resolution to remove any other officers not specified in this section.

Article VI. COMMITTEES

Section 6.01 Committee Formation

- (a) The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair, unless otherwise specified in the legislation to create the committee, appoints all committee chairs.

Section 6.02 Executive Committee

- (a) The board officers serve as the members of the Executive Committee. The Executive Committee holds the sole power to issue amendments for the bylaws and the articles of incorporation.

Section 6.03 Finance Committee

- (a) The Commissioner of the Finance Committee shall be elected by joint consent of the Chair and Vice Chair, and may include other Board members. The Finance Committee's role may be performed by the overall body of the Board of Governors if it is not necessary to have a dedicated committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Article VII. CONFLICT OF INTERESTS AND COMPENSATION

Section 7.01 Purpose

- (a) The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or governor of the Organization or might result in a possible excess benefit transaction. 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.

Section 7.02 Definitions

- (a) Interested Person
Any governor, principal officer, or member of a committee with governing board delegated powers, 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:
 - (i) *An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,*
 - (ii) *A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or*
 - (iii) *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.*
- (c) Compensation includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.
- (d) A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 7.03 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 governors and members of committees 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, they shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

Section 7.04 Procedures for Addressing the Conflict of Interest

- (a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- (c) After exercising due diligence, the governing board or committee 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.
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested governors 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.

Section 7.05 Violations of the Conflicts of Interest Policy

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

Section 7.06 Records of Proceedings

- (a) The minutes of the governing board and all committees with board delegated powers shall contain:
 - (i) *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 committee's decision as to whether a conflict of interest in fact existed.*
 - (ii) *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.*

Section 7.07 Compensation

- (a) 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.
- (b) A voting member of any committee 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.
- (c) No voting member of the governing board or any committee 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 committee regarding compensation.

Section 7.08 Annual Statements

- (a) Each governor, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
 - (i) *Has received a copy of the conflicts of interest policy,*
 - (ii) *Has read and understands the policy,*
 - (iii) *Has agreed to comply with the policy, and*
 - (iv) *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.*

Section 7.09 Periodic Reviews

- (a) 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:
- (i) *Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.*
 - (ii) *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.*

Section 7.10 Use of Outside Experts

- (a) When conducting the periodic reviews as provided for in these Bylaws, 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 VIII. IDEMNIFICATION

Section 8.01 General

- (a) To the full extent authorized under the laws of the State of Wyoming and the United States, the corporation shall indemnify any governor, officer, employee, staff, volunteer, or agent, or former member, governor, officer, employee, staff, volunteer, or agent of the corporation, or any person who may have served at the corporation's request as a governor or officer of another corporation (each of the foregoing members, governors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), 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, governor, officer, employee, or agent, except in relation 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 Governors, or otherwise.

Section 8.02 Expenses

- (a) Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Governors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 8.03 Insurance

- (a) The corporation may purchase and maintain insurance on behalf of any person who is or was a member, governor, officer, employee, or agent 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 or obligation to indemnify such person against such liability under this Article.

Article IX. BOOKS AND RECORDS

Section 9.01 The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Governors.

Article X. AMENDMENTS

Section 10.01 Articles of Incorporation

- (a) The Articles may be amended in any manner at any regular or special meeting of the Executive Committee, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each governor at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. All amendments of the Articles shall require the unanimous consent of members of the Executive Committee then in office.


Section 10.02 Bylaws

- (a) The Executive Committee may amend these Bylaws by unanimous vote of the entire body of the Executive Committee at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each governor within the time and the manner provided for the giving of notice of meetings of governors.

Article XI. ADOPTION OF BYLAWS

Section 11.01 We, the undersigned, are all the initial governors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Incorporators on the 16th day of December, 2024.

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/Incorporator – Library of Code, Inc.