

# **Electronic Articles of Incorporation For**

OPEN SOURCE JUSTICE FOUNDATION, INC.

N24000000627  
**FILED**  
**January 12, 2024**  
**Sec. Of State**  
**klovelace**

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

## **Article I**

The name of the corporation is:

OPEN SOURCE JUSTICE FOUNDATION, INC.

## **Article II**

The principal place of business address:

11900 BISCAYNE BLVD  
SUITE 310  
MIAMI, FL. 33181

The mailing address of the corporation is:

11900 BISCAYNE BLVD  
SUITE 310  
MIAMI, FL. 33181

## **Article III**

The specific purpose for which this corporation is organized is:

THE NON-PROFIT CORPORATION IS ORGANIZED EXCLUSIVELY FOR EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR TO CORRESPONDING PROVISIONS OF FUTURE FEDERAL TAX LEGISLATION.

## **Article IV**

The manner in which directors are elected or appointed is:

AS PROVIDED FOR IN THE BYLAWS.

## **Article V**

The name and Florida street address of the registered agent is:

WILLIAM A DANIEL  
11900 BISCAYNE BLVD  
SUITE 310  
MIAMI, FL. 33181

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: WILLIAM AARON DANIEL

## Article VI

The name and address of the incorporator is:

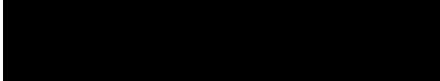
WILLIAM AARON DANIEL  
11900 BISCAYNE BLVD  
SUITE 310  
MIAMI, FL, 33181

Electronic Signature of Incorporator: WILLIAM AARON DANIEL

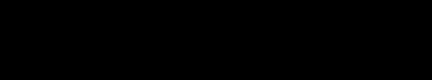
I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

## Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P, S  
WILLIAM A DANIEL  


Title: VP  
CHARLES D SCHWAB  


Title: T  
STEPHANIE F DANIEL  


## Article VIII

The effective date for this corporation shall be:

01/12/2024

# **BYLAWS**

## **OF**

## **Open Source Justice Foundation**

## **(A Florida Non-Profit Corporation)**

### **ARTICLE I. NAME OF ORGANIZATION**

The name of the corporation is Open Source Justice Foundation, Inc. (the “Corporation”).

### **ARTICLE II. CORPORATE PURPOSE**

#### **Section 1. Non-Profit Purpose.**

This Corporation is a non-profit public benefit corporation 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.

The Corporation shall have such powers as are now or may hereafter be granted by the Florida laws for non-profit corporations.

The Corporation shall neither have nor exercise any power, nor shall it engage, directly or indirectly, in any activity not permitted to be carried out by an organization exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

#### **Section 2. Specific Purpose.**

The Corporation is dedicated to spreading access to justice globally through open-source software and technology. The Corporation will do this by supporting the Open Source Justice Movement, which aims to empower individuals and communities to peacefully and voluntarily

resolve their own disputes with innovative open-source tools and technology. The Corporation will fulfill these purposes primarily by:

1. Supporting free and open-source software developers, contributors, and free and open-source projects that demonstrate the potential to advance peaceful and voluntary dispute resolution.
2. Contributing funds and other support to assist and incentivize the creation of technology that fosters decentralized, permissionless, censorship-resistant, and inclusive dispute resolution to help those with restricted, limited, or no access to justice.
3. Contributing funds and other support to promote adoption of open-source dispute resolution technologies, especially within communities with restricted, limited, or no access to justice.
4. Supporting work on open-source systems, networks, or protocols adjacent to the Open Source Justice Movement, which have the potential to expand or further the Movement.
5. Supporting other not-for-profit or non-profit organizations that share the Corporation's goals.
6. Raising funds, and accepting donations and gifts, to achieve any or all of the above purposes.

### **ARTICLE III. DEDICATION OF ASSETS.**

#### **Section 1. Property Dedicated to Non-Profit Purposes.**

The property of the Corporation is irrevocably dedicated to charitable, scientific, and educational purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors, Officers, or members, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

#### **Section 2. Distribution of Assets Upon Dissolution.**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, scientific, and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

## **ARTICLE IV. MEMBERSHIP**

The membership of the Corporation shall consist of the members of the Board of Directors.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. General Powers.**

The affairs of the Corporation shall be managed by its Board of Directors (the “Board”). The Board shall have control of and be responsible for the management of the affairs and property of the Corporation.

### **Section 2. Number, Tenure, Requirements, and Qualifications.**

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than nine (9), including the following officers: the President, the Vice-President, the Secretary, and the Treasurer.

The Directors 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. All Directors and members of the Advisory Council must be approved by a majority vote of the Directors present and voting. No vote on new Directors or members of the Advisory Council shall be held unless a quorum of the Board is present as provided in Section 6 of this Article.

The founding three (3) Directors shall serve a minimum three (3) year term. After the initial term, a founding Director may choose to nominate a replacement for the Board to vote on. A majority vote of the Directors present and voting is required to approve the replacement. The founding Director shall continue to serve until such a replacement has been approved.

Newly elected Directors, who have not served before, shall serve initial one-year terms. At the conclusion of the initial one-year term, Directors may serve additional one-year terms if reelected.

Each Director shall attend at least three (3) regular meetings of the Board per year.

### **Section 3. Annual and Regular Meetings.**

An annual meeting of the Board shall be held at a time and day in a month of each calendar year and at a location designated by the Executive Committee of the Board. The Board shall meet regularly once each calendar quarter, the time and place for which shall be set by resolution of

the Executive Committee. Such regular meetings may be rescheduled to such other date within sixty (60) days of the originally scheduled date as unanimously decided during the immediately preceding Board meeting. Notice of these meetings shall be sent to all members of the Board no less than ten (10) days prior to the meeting date.

#### **Section 4. Special Meetings.**

Special meetings of the Board may be called by or at the request of the President or any two members of the Board. The person or persons authorized to call special meetings of the Board may fix any location as the place for holding any special meeting of the Board called by them.

#### **Section 5. Notice.**

Notice of any special meeting of the Board shall be given at least two (2) days in advance of the meeting by telephone, electronic methods, or written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director 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 need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

#### **Section 6. Quorum.**

The presence of a majority of current members of the Board 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 present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these bylaws.

#### **Section 7. Vacancies.**

Whenever any vacancy occurs in the Board it shall be filled without undue delay by a majority vote of the remaining members of the Board at a regular meeting.

Vacancies may be created and filled according to specific methods approved by the Board.

## **Section 8. Compensation.**

Members of the Board may receive compensation in proportion to their services as Directors. Compensation shall be determined by a discussion and unanimous vote, excluding the member whose compensation is being decided, of the Board at a regular meeting. Directors may be entitled to reimbursement of reasonable expenses incurred for their services on the Board in such manner as the Board allows.

## **Section 9. Informal Action by Directors.**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

## **Section 10. Advisory Council.**

An Advisory Council may be created whose members shall be elected by the members of the Board annually, 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. Members of the Advisory Council shall possess the desire to further the Open Source Justice Movement and support the work of the Corporation by providing expertise and professional knowledge. The Advisory Council shall have such duties as proscribed by the Board, from time to time.

Members of the Advisory Council shall be removed by majority vote of the Board, with or without cause, at any time.

## **Section 11. Parliamentary Procedure.**

Any question concerning parliamentary procedure at meetings shall be determined by the President with reference to Robert's Rules of Order.

### **Section 12. Removal.**

Any member of the Board, other than the founders, may be removed with or without cause, at any time, by unanimous vote of the members of the Board who are not the subject of the vote to remove if, in their judgment, the best interest of the Corporation would be served thereby. Each member of the Board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board shall automatically be removed from office.

### **Section 13. Attendance by Video or Teleconference.**

Directors, members of any committee of the Board, or Advisory Council members may participate in and act at any Board meeting or a meeting of such committee of the Board, or Advisory Council meeting through the use of video or teleconferencing or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating for all purposes.

## **ARTICLE VI. OFFICERS**

The officers of the Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

### **Section 1. President.**

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a) They shall preside at all meetings of the Advisory Council and Board.
- b) They shall have general and active management of the business of this Board.
- c) They shall see that all orders and resolutions of the Advisory Council are brought to the Board.
- d) They shall have general superintendence and direction of all other officers of this Corporation and see that their duties are properly performed.

- e) They shall submit a report of the operations of the program for the fiscal year to the Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect the Corporation.
- f) They shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

## **Section 2. Vice-President.**

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

- a) They shall have the duty of chairing their perspective committees and such other duties as may, from time to time, be determined by the Board.

## **Section 3. Secretary.**

The Secretary shall attend all meetings of the Board and of the Executive Committee, and all meetings of members, and will act as a clerk thereof. The Secretary's duties shall consist of:

- a) They shall record all votes and minutes of all proceedings in a book to be kept for that purpose, and shall ensure the Corporation retains such books and records for inspection upon request by members.
- b) They, in concert with the President shall make the arrangements for all meetings of the Board, including the annual meeting of the organization.
- c) They shall send notices of all meetings to the members of the Board and shall take reservations for the meetings.
- d) They shall perform all official correspondence from the Advisory Board as may be prescribed by the Advisory Board or the President.

The Secretary may be assisted in their duties by a pre-existing staff member, as approved by the Board.

#### **Section 4.      Treasurer**

The Treasurer's duties shall be:

- a) They shall submit for the Board approval of all expenditures of funds raised by the corporation, as well as proposed capital expenditures.
- b) They shall present a complete and accurate report of the finances raised by this Corporation at each meeting of the members, or at any other time upon request to the Board.
- c) They shall have charge of all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected by the Board, in accordance with Article IX, Section 3.
- d) They shall assist in direct audits of the funds of the Corporation according to funding source guidelines and generally accepted accounting principles.
- e) They shall perform such other duties as may be prescribed by the Advisory Council or the President under whose supervision they shall be.

#### **Section 5.      Election of Officers.**

The Executive Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Board. Nominations shall also be received from the floor after the report of the Executive Committee. The election shall be held at the annual meeting of the Board. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices.

#### **Section 6.      Removal of Officer.**

Officers shall be removed from their office in the manner prescribed by Article V, Section 12.

## **Section 7. Vacancies.**

The Executive Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to the Board, at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

# **ARTICLE VII. COMMITTEES**

## **Section 1. Committee Formation.**

The Board may create committees, set the number of and appoint members of, as it deems fit, including, but not limited to, fundraising, public relations, community outreach, etc. The Board President shall appoint all committee chairs.

## **Section 2. Executive Committee.**

The current officers shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

## **Section 3. Finance Committee.**

The Treasurer is the chair of the Finance Committee, which includes at least one (1) other Board member. 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 year established by resolution of the Board. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the Corporation are public information and shall be made available to the membership, Board members, and the public.

## **ARTICLE VIII. CORPORATE STAFF**

### **Section 1: Executive Director.**

The Board may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board. Only the President may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may be hired at any meeting of the Board by a majority vote and shall serve until removed by the Board upon an affirmative vote of a majority of the members present at any meeting of the Board. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

## **ARTICLE IX. CONTRACTS, CHECKS AND DEPOSITS**

### **Section 1. Contracts.**

The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances.

### **Section 2. Checks, Drafts, Etc.**

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officers, agent, or agents of the Corporation and in such manner as shall be determined by resolution by the Board. In the absence of such a determination by the board, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

### **Section 3. Deposits.**

The funds of the corporation shall be deposited or kept with a bank or trust company doing business in the United States. The Corporation is also authorized to hold any bitcoin or other cryptocurrency donations in wallets for use by the Corporation in carrying out its programs. Such cryptocurrency may be custodied in any manner the Corporation deems acceptable. If required, minimal amounts may be deposited with duly constituted foreign banks to support the Corporation's operations outside the United States. Such funds shall be disbursed upon the order or orders of the President, Treasurer, or such other person or persons as the Board may, from time to time, designate in writing.

### **Section 4. Gifts.**

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE X. CONFLICT OF INTEREST POLICY AND COMPENSATION**

### **Section 1: Purpose.**

The purpose of the 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 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 2: Definitions.**

- a) **Interested Person:** Any director, 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:
  - 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 3m of this Article, 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 3. 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 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, he/she 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.
- c) **Procedures for Addressing the Conflict of Interest.**
  1. An interested person may make a presentation at the governing board or committee 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.
  2. 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.
  3. 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.

4. 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 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.**

1. 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.
2. 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 4. Records of Proceedings.**

The minutes of the governing board and all committees 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 committee'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.

## **Section 5. Compensation.**

- a) A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation 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 Corporation 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 Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Section 6. Annual Statements.**

Each director, principal officer and member of a committee 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 Corporation 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. Periodic Reviews.**

To ensure the Corporation 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 Corporation'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 8. Use of Outside Experts.**

When conducting the periodic reviews as provided for in Article VII, the Corporation 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 XI. INDEMNIFICATION**

### **Section 1. Third Party Actions, Suits, and Proceedings.**

Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of Corporation), by reason of the fact that he or she is or was a Director or officer of the Corporation shall be indemnified and held harmless by the Corporation, against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if such course of conduct did not constitute gross negligence or willful misconduct by such person, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person's acts constituted gross negligence or willful misconduct and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

### **Section 2. Actions By the Corporation.**

The Corporation shall indemnify and hold harmless any Person who was or is a party 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 or officer of the Corporation, 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's acts did not constitute gross negligence or willful misconduct 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 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 shall deem proper.

### **Section 3. Procedure for Indemnification.**

Any indemnification of a Director or officer of the Corporation under Sections 1 and 2 of this Article, or advance of expenses under Section 4, shall be made promptly, and in any event within 30 days, upon the written request of the Director or officer. If a determination by the Corporation, by action of its Board, that the Director or officer is entitled to indemnification pursuant to this Section is required, and the Corporation fails to respond within 60 days to a written request for indemnity, the Corporation shall be deemed to have approved the request. If the Corporation denies a written request for indemnification or advancing of expenses, in whole or in part, or if payment in full pursuant to such request is not made within 30 days, the right to indemnification or advances as granted by this Section shall be enforceable by the Director or officer in any court of competent jurisdiction. Such person's costs and expenses incurred in connection with successfully establishing his or her right to indemnification, in whole or in part, in any such action shall also be indemnified by the Corporation. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the Corporation) that the claimant has not met the standards of conduct which would make it permissible, but the burden of such defense shall be on the Corporation.

### **Section 4. Advancement of Expenses.**

Expenses incurred by any person described in Sections 1 and 2 of this Article in defending a proceeding shall be paid by the Corporation in advance of such proceeding's final disposition upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board deems appropriate.

### **Section 5. Employees and Agents.**

Persons who are not covered by the forgoing provisions of Sections 1 and 2 of this Article and who are or were employees or agents of the Corporation may be indemnified to the extent authorized at any time or from time to time by the Board.

### **Section 6. Contract Rights.**

The provisions of this Article shall be deemed to be a contract right between the Corporation and each Director or officer who serves in any such capacity at any time while this Article and the

relevant provisions of applicable law are in effect, and any repeal or modification of this Article or any such law shall not affect any rights or obligations then existing with respect to any state of facts or proceeding then existing. The indemnification and other rights provided for in this Article shall inure to the benefit of the heirs, executors and administrators of any person entitled to such indemnification. Except as provided in Section 3 of this Article, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding initiated by such person only if such proceeding was authorized by the Board.

#### **Section 7. Insurance.**

The Board may adopt a resolution authorizing the purchase and maintenance of insurance (including directors and officers' liability coverage and employment practices liability coverage) on behalf of any Director, officer, or employee or agent, against any liability asserted against or incurred by any such person in such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify such person against the liability under the provisions of this Article.

### **ARTICLE XII. AMENDMENTS**

#### **Section 1. Articles of Incorporation.**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, 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 director at least three (3) days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five (5) days if delivered by mail. Any amendment to the Articles shall require the affirmative vote of all Directors then in office.

#### **Section 2. Bylaws.**

The Board of Directors may amend these bylaws by unanimous vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of Directors.

## ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this Corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding 17 pages, as the Bylaws of this Corporation.

ADOPTED AND APPROVED by the Board of Directors on this 12th day of January, 2024.

William Aaron Daniel                    12/01/2024

William Aaron Daniel  
President, Secretary, Open Source Justice Foundation, Inc.

Charles David Schwab                    12/01/2024

Dave Schwab  
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