



# **Apps for Aptitude**

A Texas Non-profit Public Benefit Corporation

## **Bylaws**

### ARTICLE I

#### **NAME**

##### **1.01 Name**

The name of this corporation shall be Apps for Aptitude. The business of the corporation may be conducted as Apps for Aptitude or AFA.

### ARTICLE II

#### **PURPOSES AND POWERS**

##### **2.01 Purpose**

Apps for Aptitude is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Apps for Aptitude's purpose is to spread scientific education, create educational software, and donate to improve education across the globe.

AFA provides education by distributing educational software such as mobile and tablet applications. AFA also works with high school students to learn how to program functional software to help the community. In addition, AFA utilizes social media channels and the corporation's website to provide facts, statistics, and other related data on the issue of educational standards.

AFA programs include working with high school developers and social media marketers to raise social consciousness about Web 2.0 education on a local and global level, creating educational

applications that target key areas of learning, and to fundraise to better educational facilities and methods across the world.

To maximize impact on current efforts, AFA may seek to collaborate with other non-profit organizations, which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

AFA provides internships or volunteer opportunities, which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

## **2.02 Powers**

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

## **2.03 Nonprofit Status and Exempt Activities Limitation.**

(a) Nonprofit Legal Status. Apps for Aptitude is a non-profit public benefit corporation.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, developer, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of Apps for Aptitude, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Apps for Aptitude hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Apps for Aptitude, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Texas.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a

purpose similar to the Apps for Aptitude, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Texas to be added to the general fund.

## ARTICLE III

### **MEMBERSHIP**

#### **Section 3.01 Classes and Qualifications**

The CEO shall determine and set forth in separate documents the qualifications, dues, terms, and other conditions of each class of member. There shall be the following classes of members:

a. Individuals: Individual members shall consist of those individuals [insert criteria] and who meet any additional requirements for individual membership as may be imposed by the Board of Directors from time to time.

#### **Section 3.02 Voting Rights**

Only individual members in good standing shall have the right to vote at meetings of the members on those items specified in Section 3.3 (below), as well as to vote on such other issues as the Board may choose to bring before the members.

#### **Section 3.03 Membership Meetings**

a. There shall be an annual meeting of the members upon such date, time and place as the CEO shall determine. During the annual meeting, voting members shall have the right to vote on the following matters only: election of the Board of Directors, approval of the annual budget proposed by the CEO, Director of Marketing, Director of Website and Budget Managers, approval of any amendments to the Bylaws that may be proposed by the Board and Members. Voting on all other matters is expressly reserved for the CEO.

b. Special meetings of the members may be called by the CEO or upon the request of 50 percent of the voting members. Members shall receive not less than 7 days prior written notice of special meetings. Notice shall be given in the manner specified in Section 2 of Article VII of these bylaws, and the notice shall state the purposes of the special meeting.

#### **Section 3.04 Quorum and Voting**

Each voting member in good standing shall have one vote at any meeting of the members. A quorum shall consist of 66 percent of the total voting members present either in person or by proxy. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

## ARTICLE IV

### **BOARD OF DIRECTORS**

#### **4.01 Number of Directors**

Apps for Aptitude shall have a board of directors consisting of at least 3 and no more than 15 directors. Within these limits, the board and the Co-Founders may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

#### **4.02 Powers**

There shall be a Board of Directors of the Corporation, which shall supervise/manage the business, property, and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

#### **4.03 Terms**

- (a) All directors shall be elected to serve a one-year term, however the term may be extended until a successor has been elected.
- (b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.
- (c) Directors may serve terms in succession.
- (d) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

#### **4.04 Qualifications and Election of Directors**

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

#### **4.05 Vacancies**

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

- (a) Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

#### **4.06 Removal of Directors**

A director may be removed by two-thirds (?) vote of the board of directors then in office, if:

- (a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The CEO is empowered to excuse directors from attendance for a reason deemed adequate by the CEO. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:
- (b) for cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

#### **4.07 Board of Directors Meetings**

(a) Regular Meetings. The board of directors and members shall have a minimum of one (1) regular meeting each calendar year at times and places fixed by the Co-Founders. Board meetings shall be held upon seven (7) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.

(c) Waiver of Notice. Any director may waive notice of any meeting, in accordance with Texas law.

#### **4.08 Manner of Acting**

(a) Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(C) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the CEO in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

#### **4.09 Compensation for Board Service**

Directors shall receive no compensation for carrying out their duties as directors. The actions of the board members shall not interfere with the organization, and the organization is held harmless. There shall be no Director's Insurance.

#### **4.10 Compensation for Professional Services by Directors**

Directors are restricted from being remunerated for professional services provided to the corporation.

## ARTICLE V

### **COMMITTEES**

#### **5.01 Committees**

The board of directors may not form committees under any circumstance.

## ARTICLE VI

### **OFFICERS**

#### **6.01 Officers**

The officers of the corporation shall be a CEO, Website Director, and a Secretary all of whom shall work side by side with the board of directors. Each officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. These stated officers may also appoint additional affiliates (Heads of Departments, Creative Directors, and Developers) as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the officers may determine. One person may hold two or more offices, but no board officer may act in more than one capacity where action of two or more officers is required.

#### **6.02 Term of Office**

Each officer shall serve the Corporation unless terminated or with resignation

#### **6.03 Removal and Resignation**

The CEO may remove any volunteer or affiliate at any time, with or without cause, including failure to acknowledge or comply with these bylaws. Any officer or affiliate may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective. The Co-Founders cannot be removed in any instance.

#### **6.04 CEO**

The CEO shall be the chief volunteer officer of the corporation. The CEO shall lead the board of directors in performing its duties and responsibilities, including, if present, presiding at all

meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

#### **6.05 Director of Website**

In the absence or disability of the CEO, the ranking Secretary designated by the organization shall perform the duties of the CEO. When so acting, the Secretary shall have all the powers of and be subject to all the restrictions upon the CEO. The Secretary shall have such other powers and perform such other duties prescribed for them by the board of directors or the CEO.

#### **6.06 Secretary**

The Secretary shall have such other powers and perform such other duties prescribed for them by the board of directors or the Website Director. The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or the Website Director. The secretary may appoint, with approval of the board, a director to assist in performance of all or part of the duties of the secretary.

#### **6.07 Treasurer**

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with approval of the board a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer. The CEO is the acting Treasurer.

#### **6.08 Non-Director Affiliates**

The board of directors may designate additional affiliate positions of the corporation and may appoint and assign duties to other non-director affiliate of the corporation. Affiliate positions include Head of iOS Development and Creative Director.

#### **6.09 Co-Founders**

The Co-Founders are Abhi Suri and Joshua Singer. They both created and grew the idea for Apps for Aptitude. The Co-Founder status is only attained by created the organization. However, the Co-Founder still is under the CEO in the hierarchical structure.

#### Article VII

### **CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

#### **7.01 Contracts and other Writings**

Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

#### **7.02 Checks, Drafts**

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

#### **7.03 Deposits**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board or a designated committee of the board may select.

#### **7.04 Loans**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such authority may be general or confined to specific instances.

#### Article Viii

### **MISCELLANEOUS**

#### **8.01 Books and Records**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date.

#### **8.02 Fiscal Year**



The fiscal year of the corporation shall be from January 1 to December 31 of each year.

### **8.03 Conflict of Interest**

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

### **8.04 Nondiscrimination Policy**

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Apps For Aptitude to not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

### **8.05 Bylaw Amendment**

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the Board, provided, however,

- (a) that no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- (b) that an amendment does not affect the voting rights of members. An amendment that does affect the voting rights of members further requires ratification by a two-thirds (?) vote of a quorum of directors at a Board meeting.
- (c) that all amendments be consistent with the Articles of Incorporation.

## **Article IX**

### **COUNTERTERRORISM AND DUE DILIGENCE POLICY**

In furtherance of its exemption by contributions to other organizations, domestic or foreign, Apps for Aptitude shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized. Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US. Based Charities" is not mandatory, Apps for Aptitude willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

Apps for Aptitude shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set forth by pre-existing U.S. legal requirements related to combating terrorist

financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

## Article X **DOCUMENT RETENTION POLICY**

### **10.01 Purpose**

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Apps for Aptitude records.

### **10.02 Policy**

#### **Section 1. General Guidelines.**

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records. From time to time, Apps for Aptitude may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

#### **Section 2. Exception for Litigation Relevant Documents.**

Apps for Aptitude expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Apps for Aptitude informs you, that corporate records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

#### **Section 3. Minimum Retention Periods for Specific Categories**

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

(e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

- (i) derives independent economic value from the secrecy of the information; and
- (ii) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic Mail. E-mail that needs to be saved should be either:

- (i) printed in hard copy and kept in the appropriate file; or
- (ii) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

## Article XI

### **Transparency and Accountability**

### **Disclosure of Financial Information With The General Public**

#### **11.01 Purpose**

By making full and accurate information about its mission, activities, finances, and governance publicly available, Apps for Aptitude practices and encourages transparency and accountability to the general public. This policy will:

- (a) indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- (b) indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- (c) specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follow:

#### **11.02 Financial and IRS documents (The form 1023 and the form 990)**

Apps for Aptitude shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227 (once approved by the IRS), bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

#### **11.03 Means and Conditions of Disclosure**

Apps for Aptitude shall make “Widely Available” the aforementioned documents on its internet website: [www.appsforaptitude.org](http://www.appsforaptitude.org) to be viewed and inspected by the general public.

- (a) The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- (b) The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- (c) Apps for Aptitude shall not charge a fee for downloading the information (legal documents). Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).

(d) Apps for Aptitude shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

#### **11.04 IRS Annual Information Returns (Form 990)**

Apps for Aptitude shall submit the Form 990 to its board of directors prior to the filing of the Form 990 once Form 1023 has been approved by the IRS. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the board of director's via (hard copy or email) at least 10 days before the Form 990 is filed with the IRS.

#### **11.05 Board**

- (a) Board deliberations shall not be open to the public, but a synopsis of the board meeting shall be found on the AFA website.
- (b) No board minutes shall be open to the public once accepted by the board, but a synopsis shall be found on the AFA website.
- (c) All papers and materials considered by the board shall not be open to the public following the meeting at which they are considered, but a synopsis shall be found on the AFA website.

#### **11.06 Staff Records**

- (a) All staff records shall be available for consultation by the staff member concerned or by their legal representatives.
- (b) No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except that
- (d) Staff records shall be made available to the board when requested.

#### **11.07 Donor Records**

- (a) All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- (b) No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies.
- (c) Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that ;
- (d) donor records shall be made available to the board when requested.

### **Article XII**

### **CODES OF ETHICS AND WHISTLEBLOWER POLICY**

#### **12.01 Purpose**

Apps for Aptitude requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Apps for Aptitude to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

### **12.02 Reporting Violations**

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Apps for Aptitude is in violation of law, a written complaint must be filed by that person with the Co-Founders.

### **12.03 Acting in Good Faith**

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

### **12.04 Retaliation**

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of Apps for Aptitude and provides the Apps for Aptitude with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Apps for Aptitude shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Apps for Aptitude or of another individual or entity with whom Apps for Aptitude has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Apps for Aptitude shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Apps for Aptitude that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

### **12.05 Confidentiality**

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

**12.06 Handling of Reported Violations**

The Co-Founders shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

## Article XII

**AMENDMENT OF Articles of Incorporation****13.01 Amendment**

Any amendment to the Articles of Incorporation may be adopted by the CEO, and the CEO only.

## CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Apps for Aptitude for were approved by the Apps for Aptitude board of directors on Thursday, June 27, 2013 and constitute a complete copy of the Bylaws of the corporation.

Secretary *Cosmo Albrecht*  
Date: 6/27/13