

****BYLAWS OF**

RESONANT KNOWLEDGE LAB**

(A Virginia Nonstock Corporation)

Adopted: [Date]

ARTICLE I — NAME AND PURPOSE

Section 1. Name

The name of the Corporation is **Resonant Knowledge Lab** (“the Corporation”).

Section 2. Purpose

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of **Section 501(c)(3)** of the Internal Revenue Code.

The Corporation’s mission includes developing open, verifiable, and community-benefiting methods for secure reasoning, artificial intelligence governance, public-interest technology, and responsible use of artificial intelligence systems.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons except for reasonable compensation for services rendered in accordance with these Bylaws. The Corporation shall not engage in activities not permitted to an organization exempt under Section 501(c)(3).

ARTICLE II — OFFICES

Section 1. Principal Office

The principal office of the Corporation shall be located at **8401 Mayland Dr #7095, Richmond, VA 23294**, or at such other location as the Board of Directors may determine.

Section 2. Registered Agent

The Corporation shall maintain a registered agent in the Commonwealth of Virginia as required by law.

ARTICLE III — BOARD OF DIRECTORS

Section 1. Authority and Duties

The Board of Directors (“the Board”) is the governing body of the Corporation and shall manage all corporate affairs consistent with these Bylaws and applicable law.

Section 2. Number and Qualifications

The Board shall consist of **not fewer than one (1) and not more than seven (7)** natural persons. (“Natural person” means a human individual, not a corporation or entity.)

Section 3. Election and Term

Directors shall be elected by majority vote of the Board and shall serve **three-year terms**, renewable without term limits unless otherwise determined by the Board.

The sole initial director shall be appointed by incorporator action. Votes are not required until multiple directors exist.

Section 4. Resignation and Removal

A director may resign at any time. A director may be removed with or without cause by a majority vote of the remaining directors.

Section 5. Meetings

The Board shall meet at least annually. Meetings may be held in person or via electronic means.

Section 6. Quorum and Voting

A majority of directors then serving constitutes a quorum. Decisions require a majority vote of directors present unless otherwise specified.

Section 7. Compensation of Directors

Directors shall not receive compensation for their service as directors of the Corporation. Directors may be reimbursed for reasonable expenses incurred in the performance of their duties, as approved by the Board.

Compensation in Other Roles:

Notwithstanding the foregoing, the Corporation may employ or otherwise compensate an individual (including a current or former director) for services rendered in a capacity other than as director, provided that:

1. Such compensation is reasonable and not excessive;
2. The terms of compensation are approved in advance by a majority of disinterested directors who have no financial interest in the transaction; and
3. The Corporation follows its conflict-of-interest policy and applicable IRS guidance on reasonable compensation.

Federal Employee Restriction:

Directors who are employees of the United States Government shall not receive any compensation from the Corporation while they are federal employees, in accordance with **18 U.S.C. § 209**.

ARTICLE IV — OFFICERS

Section 1. Officers

The officers of the Corporation shall be:

- **President**
- **Secretary**
- **Treasurer**

One person may hold multiple offices.

Section 2. Election and Term

Officers shall be elected annually by the Board and shall serve until their successors are elected.

Section 3. Duties

President:

Serves as chief executive officer; responsible for day-to-day management and implementation of Board decisions.

Secretary:

Keeps corporate records, maintains meeting minutes, and ensures compliance with notice and documentation requirements.

Treasurer:

Oversees financial affairs, budgets, internal controls, and financial reporting.

Section 4. Restrictions for Federal Employees

Any officer who is a federal employee shall comply with:

- **18 U.S.C. § 203** (Compensation for representational services)
- **18 U.S.C. § 205** (Prohibition on acting as agent/attorney for the Corporation before federal agencies)
- **18 U.S.C. § 209** (Restriction on supplementation of government salary)
- **5 C.F.R. § 2635.702** (Use of public office for private gain)
- **5 C.F.R. § 2635.703** (Nonpublic information)
- **5 C.F.R. § 2635.704–705** (Use of government property)

Accordingly, federal employees shall:

1. Act only in a personal capacity regarding the Corporation;
2. Not use official government titles, positions, resources, or authority;
3. Not disclose or use nonpublic government information;
4. Not represent the Corporation before any federal agency or official;
5. Not receive compensation from the Corporation while a federal employee;
6. Recuse themselves from matters that conflict with their official duties.

The Corporation shall designate a **non-federal representative** for all interactions with federal agencies.

ARTICLE V — COMMITTEES

Section 1. Committees of the Board

The Board may establish committees, including but not limited to a Governance Committee, Research Ethics Committee, and Finance Committee. Committees shall have only those powers delegated by the Board and shall not exercise authority reserved to the full Board.

ARTICLE VI — ETHICS, CONFLICTS OF INTEREST, AND FEDERAL COMPLIANCE

Section 1. Conflict of Interest Policy

The Corporation shall maintain a written conflict-of-interest policy consistent with IRS requirements. Directors and officers must disclose actual or potential conflicts annually and whenever they arise.

Section 2. Federal Ethics Compliance

The Corporation shall not request, encourage, or allow any federal employee to act in violation of applicable ethics statutes or regulations, including:

- **18 U.S.C. §§ 203, 205, 209**
- **5 C.F.R. §§ 2635.702–705**

Section 3. Explicit Prohibitions for Federal Employees

Federal employees participating in the Corporation shall not:

1. Represent the Corporation to any federal agency or official;
2. Use or disclose nonpublic government information;
3. Use their government title, authority, or resources in Corporation activities;
4. Accept compensation from the Corporation;
5. Use federal property for Corporation business;
6. Participate in matters conflicting with their official duties.

The Corporation shall ensure compliance with these prohibitions and shall structure its operations accordingly.

ARTICLE VII — FINANCES

Section 1. Fiscal Year

The fiscal year of the Corporation shall end on **December 31** of each year.

Section 2. Use of Funds

Funds shall be used exclusively for purposes consistent with Article I and applicable law.

Section 3. Restrictions

The Corporation shall not carry out activities inconsistent with Section 501(c)(3), engage in partisan political activity, or allow substantial lobbying activities.

ARTICLE VIII — INDEMNIFICATION

To the fullest extent permitted by Virginia law, the Corporation shall indemnify its directors and officers against liability arising from their service, except in cases of willful misconduct or knowing violation of law.

ARTICLE IX — AMENDMENTS

These Bylaws may be amended by majority vote of the Board, provided amendments remain consistent with:

- Virginia law,
 - Section 501(c)(3), and
 - federal ethics laws applicable to federal employees.
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ARTICLE X — DISSOLUTION

Upon dissolution, assets shall be distributed exclusively for purposes consistent with Section 501(c)(3) or to governmental organizations for public purposes.

END OF BYLAWS (v1.1)