

NON-PROFIT CORPORATE BYLAWS OF
TRYSTAN FOUNDATION

Date of Adoption: 12/12/2016
EIN 47-5091538
501(c)(3) Not-for-Profit Foundation

ARTICLE I—NAME

1.01 Name

The name of this Non-Profit Foundation is **Trystan Foundation**, hereinafter referred to as the “Foundation”.

ARTICLE II—NON-PROFIT PURPOSES

2.01 Mission Statement

Using art forms and an open heart to share our collective story: Trystan Foundation is an all-volunteer non-profit that helps people and communities represent themselves and share who they are to create relationships for a more peaceful world.

2.02 Specific Objectives & Purposes

The Foundation seeks to:

- (a) Create Awareness of Our World Community through self-representation and immersive experiences.
- (b) Document and share the cultures, spiritualities/religions, and stories of various parts of Our World Community in order to "show the world to itself," with a focus on misunderstood and misrepresented communities.
- (c) Help humans relate to one another cross-culturally in the spirit of equality and curiosity. (reduce negative discrimination and prejudice)
- (d) Preserve our direct account of history through documentation and share this documentation for educational purposes.

2.03 Additional Objectives & Purposes

In addition to the primary objectives, the Foundation seeks to develop these additional visions as the Foundation expands:

- (a) Use agriculture and other common human practices to create bridges to help diverse peoples relate.
- (b) Support the creation and strengthening of sustainable-farming communities through direct education, awareness, and infrastructure projects.
- (c) Support children being children and having a fun childhood while also equipping those young generations through access to the tools and educational resources needed for an empowered life path, which includes dignity and a sense of connection to their World Community.

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- (d) Provide opportunities for volunteers to create art and enjoy their work for purposes beyond monetary gain.

2.04 Guiding Principles

- (a) Self-Representation- At our core, we believe each person has a right to represent themselves.
- (b) The Power of Relating- We love stories and we love creating a human connection between the storytellers and the audience. Feeling a connection to another human erodes hatred and oppression.
- (c) Open Heartedness- It is key to tearing down the fake walls that separate us and is important in bringing about genuine understanding and conversations. Many of the opinions and stories do not align with our individual perspectives; but with an open heart, all ideas can be given consideration and respect.
- (d) Truth- The truth lies somewhere inside all the documentation we collect and we can only share our portion of the much larger story. We do attempt to gather diverse perspectives and are open to crossing the boundaries to give the opportunity for any side to share their view. In the end, the truth that the listener takes home is their own and not for us to define.

2.05 Financial Principles

- (a) All Volunteer- Within the organization, we do not pay a salary or wage. We do cover modest food and shelter costs while a volunteer is on assignment. This allows us to put all funds toward projects.
- (b) Profit Defined- We are non-profit in terms of paper money. We are for profit in terms of "Our Currency" - extra awareness of Our World Community. It is not taxable nor does it lose value over time.
- (c) Efficiency- The budgets for our projects are kept very low. Volunteers commonly work for other local community organizations in addition to their Foundation assignment. This allows a deeper connection to the community and sometimes helps cover food and shelter cost through the local organization.

2.06 Exclusions to Objectives & Purposes

The Foundation seeks to have a net negative impact on violence and oppression in the world. We are conscious that some fees and taxation levied in the world on individuals and foundations may trickle to organizations and functions related to violence and oppression, including murder. This fact is not taken lightly. We make every effort to bring our support for these concepts to zero and have a net effect against these actions.

As an all-volunteer organization, we do not create taxable income from donations to the Foundation. We accomplish many tasks through individuals donating their skills, goods, or money which also reduces taxable income for others. This creates a significant amount of efficiency and limits our forced interactions with other organizations and governments. In addition, this keeps

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our funds more fully in our control and focused on the Foundation's peaceful purposes.

2.07 IRS Section 501 (c)(3) Purposes

- (a) Non-profit Legal Status- The Foundation is organized exclusively for one or more of the purposes as specified in Section 501 (c)(3) of the Internal Revenue Code.
- (b) Exempt Activities Limitation- Notwithstanding any other provision of these Bylaws, the Foundation shall not carry on any other activities not permitted to be carried on by a Foundation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code), or by a Foundation's contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code (or corresponding section of any future United States Internal Revenue Code.)

2.08 General Objectives & Purposes

The Foundation is organized to conduct any lawful business and engage in any lawful act or activity consistent with Federal and State law, including the Delaware Non-Profit Foundation Act (the "Act"), and such other laws governing not-for-profit, Delaware Foundations exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code (the "Code").

2.09 Notes on Morality

The Foundation holds morality significantly higher than legality in all circumstances. We remember the "legal" gas chambers, "legal" internment camps, "legal" reservations, and "legal" slavery. Out of this awareness, the Foundation chooses morality over legality when the two paths diverge.

ARTICLE III—OFFICES**3.01 Location & Agent**

The Foundation shall maintain an office in a place determined by the Board, which is not required to be in the state of Delaware. The Foundation shall maintain a registered agent as required by law.

ARTICLE IV—POLICIES**4.01 Foundation Policies**

These policies will be created and modified by an affirmative vote of at least 60% of the total votes of the board of directors. The policies will be stored as separate documents under the titles of each particular policy.

4.02 Travel Policy

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The Foundation will reimburse travel expenses of Officers, Directors, Volunteers, and Ambassadors of the Foundation according to the Travel Policy. The travel expenses may be reimbursed up to the maximum Federal per diem rate for the specific geographic location and season. However, a fraction of the Federal per diem rate is expected in most cases. The per diem rate will include food, housing, and miscellaneous incidentals as defined for in the Federal per diem rate. Only days in which the person was actively engaged in work related to the Foundation will be credited. The first and last days will be credited at 1/2 of the daily rate. A travel report must be submitted to the Secretary in a timely manner. The travel report must include; the purpose of the trip, trip dates, and any additional details specifically requested. Airline tickets will also be reimbursed for travel necessary for a current Foundation project or meeting. Additional details are explained in the Travel Policy.

4.03 Policies for Project Selection, Interaction, and Interview Methods

Details are in the Policy Document.

4.04 Diversity

Diversity is respected and celebrated within the Foundation. Many of the needs of the Foundation require a diverse set of skills, languages, cultures, and perspectives to provide a rich experience into pieces of Our World Community.

4.05 Board Meetings, Change Proposals, and Correspondence

Details are in the Policy Document.

4.06 Ethics Policy

Article 2 of these bylaws outlines the Foundation's core mission, values, and ethics. "Do what is right is the idea". If any further clarification is needed then it will be added to the Policy Document.

4.07 Media Relations Policy

Details are in the Policy Document.

4.08 Whistleblower Policy

Details are in the Policy Document.

4.09 Conflict of Interest Policy

Details are in the Policy Document.

ARTICLE V—BOARD OF DIRECTORS**5.01 General Powers**

The property affairs and business of the Foundation shall be managed and controlled by its Board of Directors. The Board of Directors may, by general resolution, delegate to officers of the Foundation and to committees, such powers as provided for in these Bylaws.

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5.02 Numbers and Types

The number of Directors shall be one (1) Founding Director and at least two (2) Independent Directors.

The maximum number of Directors shall be seven (7). All Directors, which desire to note their specific position shall use the title of "Director" for public interaction and correspondence.

5.03 Meetings

The Board of Directors may provide by resolution the time and place for holding regular meetings or special meetings of the Board. The meetings of the Board of Directors shall be closed except to those individuals invited by the President.

5.04 Special Meetings

Special meetings of the Board of Directors may be called by the President or Founding Director. Special meetings may also be necessitated in the case of a vacancy of an officer or director.

5.05 Notice

Notice of any meeting of the Board of Directors shall be sent to each Director by either U.S. mail, overnight courier, facsimile, electronic mail or another mode of written transmittal, not less than ten (10) days before the time set for such a meeting; and must include the time, date, and place of such meeting. Any Director may waive notice of any meeting before, at or after such meeting.

5.06 Quorum

A presence of at least 60% of the voting members of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board. All decisions made at such board meetings must be approved by at least 60% of the total Board of Directors before said decisions become official. Approval by 60% of the decisions of the meeting may be reached with additional directors sending a letter of vote by mail or electronic means in response to the change summaries reported to them.

5.07 Manner of Acting

The act of 60% of the total board member votes at a meeting with at least 60% of voting members present shall be the act of the Board of Directors, except as otherwise provided by law or by these Bylaws.

5.08 Teleconferencing

Meetings of the Board may be conducted by conference call, teleconference, or other electronic means, as permitted by law, provided that all

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persons can communicate with one another, and all persons are otherwise able to fully participate in the meeting. The votes of the members of the Board of Directors received in such manner shall have the same force and effect as votes at a meeting at which the members of the Board of Directors are physically congregated.

5.09 Action by Unanimous Written Consent

Where permitted by law, any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

5.10 Vacancies

Any vacancy occurring caused by resignation, removal, disqualification, or otherwise, in the Board of Directors, or any Directorship to be filled by reason of an increase in the number of Directors, may be filled by the Board of Directors. A Director selected to fill a vacancy shall serve the remaining, unexpired term of his or her predecessor in office. Vacancies may be filled, or new Directorships created and filled, at any meeting of the Board of Directors, or from the ordered nomination list. In the event a completely vacant board is created, the ordered nomination list will be used to populate the board as determined by the current officers.

5.11 Term of Office

The term of office for all elected directors (founding and independent) shall be indefinite. Replacement of independent directors shall be determined using the current ordered nomination list.

5.12 Nomination List.

The Board of Directors shall create and maintain an ordered nomination list to fill vacant positions within the Foundation. The Nomination List shall contain at least one (1) replacement person per Board of Director seat and may contain one (1) replacement person for each of the major offices (President, CFO, and Secretary).

5.13 Amendments to these Bylaws

These Bylaws may be amended by an affirmative vote of at least 60% of the total number of votes available by the Board of Directors. All Directors are not required to be in attendance. However, all potential Directors' votes are considered part of the total number of votes available by the Board of Directors. Notice of such submission of such amendment must be given in writing through mail or electronic means at least thirty (30) days in advance of the meeting at which action is to be taken.

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5.14 Number of Votes

The Founding Director and Independent Directors shall each have one (1) vote. These two types of directors are the Board of Directors and their sum of votes is the total number of votes.

5.15 Veto Powers

The Founding Director may exercise veto powers on any decision by the Board of Directors. Veto powers may be exercised at any time after the Board of Directors' affirmative vote up to one (1) year following a board decision. In special circumstances (medical or travel related) where the Founding Director is not able to review and properly make a veto decision in the one (1) year time frame, a veto will be allowed when the special circumstances are resolved.

5.16 Founding Director

The Founding Director, Raymond S. "Trey" Davenport, III, may only be replaced upon physical death. At the time of vacancy, the replacement (as predetermined by the Founding Director) will take over the Founding Director position, but will use the secondary title of equivalent meaning of "Vision Director". If no replacement is predetermined in meeting records or the Will of the Founding Director, then the Founding Director position will cease to exist and a new minimum number of Independent Directors will be changed to at least three (3).

5.17 Special Voting Requirements

Changes to Article V, Section 1, 2, 14, 15, 16, and 17 (5.01, 5.02, 5.14, 5.15, 5.16, 5.17) require a 100% affirmative vote of the entire Board of Directors including the Founding Director. Modifications to Article V, Section 14, 15, 16, and 17, will take three (3) years to go into effect and must be voted on affirmatively at the beginning and ending of the three (3) years by 100% of the Board of Directors including the Founding Director. This section is effective beginning July 2017 and has no expiration.

5.18 Removal of Director

Any Independent Director may be removed from office at any time by the affirmative votes of at least 75% of the Board of Directors' total votes, whenever in their judgment the best interests of the Foundation would be served thereby.

5.19 Nominations to be a Director

A person nominated to become a director shall have the option to attend or review a Board of Directors' meeting prior to the final vote on approving the person to be an Independent Director. The nominee is expected to submit a set of decisions and explanations of decisions on a sample of previous decision topics faced by the Board of Directors prior to the final vote of approval of the nominee.

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ARTICLE VI—OFFICERS

As per Delaware code, every foundation shall have such officers with such titles and duties as shall be stated in the Bylaws or in a resolution of the Board of Directors which is not inconsistent with the Bylaws. One (1) of the officers shall have the duty to record the proceedings of the meetings of directors in a book to be kept for that purpose. Any number of offices may be held by the same person unless the certificate of incorporation or Bylaws otherwise provides.

6.01 Officers

The officers of the Foundation shall initially be: a President (CEO), a Secretary, a Treasurer (CFO), and such other Officers as may be determined by the Board of Directors. The Board of Directors may decide not to fill all offices, and they may elect such other Officers as it shall deem necessary and proper, such Officers to be vested with such authority and to be obligated to perform such duties as shall be prescribed by the Board of Directors.

(a) DUTIES OF PRESIDENT (Chief Executive Officer or CEO)

- (1) Direct and be responsible for the overall operation of the organization and the strategic plan.
- (2) Serve as the organization's official representative and spokesperson on matters of policy and positions.
- (3) Call, preside and set agenda at meetings.
- (4) Designate committees and supervise their activities.
- (5) Oversee Grant Writing and disburse funds as needed.

(b) DUTIES OF SECRETARY

- (1) Record and maintain minutes of all meetings.
- (2) Assist the President as requested.
- (3) Handle basic correspondence as needed.

(c) DUTIES OF TREASURER (Chief Financial Officer or CFO)

- (1) Receive and disburse funds with authorization from the President.
- (2) Maintain financial records.
- (3) Prepare a year-end financial report.
- (4) Receive mail and deposit mail donations with records.
- (5) Confirm all donations received and deposited with the President on a weekly basis.
- (6) Assist the President as requested.

6.02 Election and Term of Office

The Officers shall be elected by the Board of Directors for one (1) year terms. Officers are not limited to any number of terms in any office. If no new Officer is elected, the current Officer will continue in their positions indefinitely. Officers shall be chosen in such manner and shall hold their offices for such terms as are prescribed by the Bylaws or determined by the Board of Directors or other governing body. Each officer shall hold office until such officer's successor is elected and qualified, or until such officer's earlier resignation or removal. Any

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Officer may resign at any time upon written notice to the Foundation. Such election of officers shall be by an affirmative vote of at least 60% of the total number of votes available by the Board of Directors. All Directors are not required to be in attendance. However, all potential Directors' votes are considered part of the total number of votes available to the Board of Directors. Incoming Officers shall be elected at the last board meeting of the outgoing officers and shall serve until their successors have been elected. Board members may take on roles as Officers in addition to their Director position.

6.03 Removal

Any Officer may be removed from office at any time by the affirmative votes of at least 60% of the Director's total votes in office, whenever in their judgment the best interests of the Foundation would be served thereby.

6.04 Vacancies

A vacancy in any office because of physical death, resignation, removal, disqualification, or otherwise, may be filled by the current ordered Nomination List. Vacancies may also be filled, or new offices created and filled, at any meeting of the Board of Directors.

ARTICLE VII—ELECTIONS

7.01 Election Day

Elections will be held once a year at a general meeting of the Board of Directors in December, if changes are necessary. The general meeting may be scheduled at a time earlier in the year to accommodate scheduling if necessary.

7.02 Nomination Committee

The Board of Directors is the Nomination Committee.

7.03 Number of Votes

The Founding Director and Independent Directors shall each have one (1) vote.

7.04 Veto Powers

The Founding Director may exercise veto powers on any decision made by the Nomination Committee. Veto powers may be exercised any time after the Board of Directors affirmative vote up to one (1) year later. In special circumstances (medical or travel related) where the Founding Director is not able to review and properly make a veto decision, a veto will be allowed when the special circumstances are resolved.

7.05 Special Voting Requirements

Changes to Article VII: Section 2, 3, and 4 (7.02, 7.03, 7.04) require a 100% affirmative vote of the entire Board of Directors including the Founding Director. This section is effective beginning July of 2017 and has no expiration.

ARTICLE VIII—COMMITTEES

8.01 Creation, Membership, Etc.

The Board of Directors, by a resolution or resolutions passed by a majority of the entire Board, may designate from among its members one or more standing committees, which committees shall possess and exercise such power, duties and authority in the management of the business of the Foundation between meetings of the Board of Directors as the Board shall determine and set forth in such resolution or resolutions. Members of each standing committee shall be appointed annually to serve for one (1) year or until their successors have been appointed. A majority of the members of each committee shall constitute a quorum for the transaction of business at any meeting thereof and, except as otherwise provided by law or the Certificate of Incorporation or these Bylaws, the act of a majority of the members of each committee present at any meeting at which a quorum is present shall be the act of such committee. Each committee shall, to the extent not otherwise determined by the Board of Directors or provided in the Certificate of Incorporation or these Bylaws, elect its own chairman and determine its own rules. Each committee shall submit to the Board of Directors at each meeting thereof a report of the actions, if any, which such committee may have taken since the previous meeting of the Board of Directors, which actions shall be subject to revision or alteration by the Board of Directors. The Board of Directors shall fill any and all vacancies in the standing committees and may, from time to time, appoint alternate members of such committees to serve in the temporary absence or disability of any member. Such designation of a member or such appointment of an alternate member may be terminated at any time, with or without cause, and any member or alternate member of such committee may be removed, with or without cause, at any time, by the Board of Directors.

8.02 Prohibited Actions

Anything in Section 8.01 to the contrary notwithstanding, no committee shall have authority or take any of the following actions, all of which are reserved to the Board of Directors:

- (1) Make, alter or repeal any Bylaw, Resolution, or Policy of the Foundation.
- (2) Elect or appoint any Director, or remove any Officer or Director.
- (3) Amend or repeal any resolution previously adopted by the Board of Directors.

ARTICLE IX—IRC 501(C)(3) TAX EXEMPTION PROVISIONS

9.01 Limitations on Activities

No substantial part of the activities of the Foundation shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition

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to, any candidate for public office. Notwithstanding any other provisions of the ByLaws, this Foundation shall not carry on any activities not permitted to be carried on (a) by a Foundation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code, or (b) by a 170 (c)(2) of the Internal Revenue Code.

9.02 Prohibition Against Private Inurement

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributed to, its Members, Directors or Trustees, Officers, or other private person, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Foundation.

9.03 Distribution of Assets

Upon the dissolution of this Foundation, its assets remaining after payment, or provision for payments, of all debts and liabilities of the Foundation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code and within the scope of the Mission Statement and Guiding Principles of the Foundation. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Delaware.

Article X—AMBASSADORS**10.1 Selection**

The Board of Directors or President may select individuals to be Ambassadors of the Foundation. The Board of Directors may repeal a President's selection with a 60% affirmative vote.

10.2 Definition

Ambassadors of the Foundation are specialists with regard to a certain region, religion, culture, or other sub-group of Our World Community. They may be part of project planning committees or offer advisory services to the Board of Directors. Ambassadors are not compensated for their work, but may be offered travel reimbursement consistent with other Officers of the Foundation.

ARTICLE XI—MISCELLANEOUS**11.1 Grants, Contracts, Etc., How Executed.**

The Board of Directors may authorize any Officer or Officers, Agent or Agents, to make, enter into, execute, and deliver any grant, contract, or other instrument, in the name of, and on behalf of, the Foundation, and such authority may be general or confined to specific instances. Unless authorized to do so by the Bylaws or the Board of Directors, no Officer, Agent, or Employee shall have any power or authority to bind the Foundation by any grant, contract, or engagement, or to pledge its credit, or to render it liable pecuniary for any purpose, or in any amount.

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11.2 Checks, Drafts, Etc.

All checks, drafts, or other evidence of indebtedness issued in the name of the Foundation shall be signed or endorsed by the President, CFO, or by resolution of the Board of Directors. The Board of Directors resolution with regard to this sections shall be subject to the rules of 5.07 and 5.15 along with any other constraints noted in these bylaws.

11.3 Deposits

All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, mutual funds, or other depositories as the Board of Directors, CFO, President, or the Finance Committee, may from time to time designate, or as may be designated by any Officer, Agent, or Employee of the Foundation to whom such power may be delegated by the Board of Directors or by either of such committees, and for the purpose of any such deposit, all checks, drafts, and other orders for the payment of money which are payable to the order of the Foundation may be endorsed, assigned, and delivered by any Officer of the Foundation authorized by, or in such other manner may from time to time determined by resolution of, the Board of Directors or delegated by the President or CFO.

11.4 Indemnification

The Foundation shall, and hereby does, indemnify each of its present and former Directors, Officers, Agents, and any other person who may serve or have served, against expenses actually and necessarily incurred by her or him in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a Director, Officer, or Agent of the Foundation, provided the Director, Officer, or Agent acted in good faith and in a manner in which he or she, reasonably believed to be in, or not opposed to, the best interests of the Foundation, and provided further that if such indemnity is with respect to a criminal proceeding, the Director, Officer, or Agent had no reasonable cause to believe the conduct was immoral.

11.5 Insurance

Foundation may purchase and maintain insurance on behalf of the Board of Directors, Officers, former Board Members and former Officers, and all persons who have served at its request or by its election as a Director or Officer of another association, organization or foundation or in a fiduciary capacity with respect to any Employee Benefit Plan against any liability, or settlement based on asserted liability, incurred by them by reason of being or having been Board Members or Officers of the Foundation, of Directors or Officers of such association, foundation, organization, or in a fiduciary capacity with respect to any Employee Benefit Plan of the Foundation, whether or not the Foundation would have the power to indemnify them against such liability or settlement under the provisions of this section.

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11.6 Fiscal Year

The fiscal year of the Foundation shall commence on January 1 and end on December 31. The fiscal year is solely for accounting purposes and does not constrain the Foundation to a certain definition of the beginning and ending of a year cycle in all other forms. For example, many cultures recognize the beginning of the year as Springtime, Harvest, or the beginning of the rainy season.

11.7 Seal

A seal will not be used by the Foundation, unless required by law or some other provision necessitates the creation and use of a seal.