

The Fraternal Order of Moai Foundation

BYLAWS

APPROVED: MARCH 5, 2015

EIN: 47-3301768

ARTICLE I

Name, Office, and Duration

1. Name. The name of this corporation is The Fraternal Order of Moai Foundation.
2. Location. The principle place of business and administrative office shall be located at 2771 Indianola Avenue, Columbus, Ohio 43202.
3. Duration. The Corporation shall have perpetual existence.

ARTICLE II

Purpose

1. Purpose. The Corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. Such purposes include but are not limited to:
 - (a) To provide a vehicle for the Fraternal Order of Moai, Inc., a 501(c)(10) domestic fraternal order, and its members to fulfill their pledge to "improve our communities through charitable acts."
 - (b) To provide support to the community through community service and charitable giving, either directly or by contributions to other 501(c)(3) organizations.
 - (c) To hold fundraising events to benefit named 501(c)(3) charities that we have partnered with.
 - (d) To educate the public about the mission and purpose of charities that we partner with.

ARTICLE III

Membership

1. Membership. The Corporation shall have no members.

ARTICLE IV

Board of Directors

1. Election and Term. The Corporation shall designate a Board of Directors who shall initially be appointed by the incorporator to serve as Directors for one year. Directors shall be reelected at the annual meeting of the Board of Directors, and shall serve for two years or until their replacements are elected and qualified.

2. Number. The initial number of Directors shall be three (3) and may be increased or decreased without further amendment of these bylaws. At no time may the number of Directors be less than three (3).

3. Qualifications. To serve as a director, an individual shall be: 1. a member of The Fraternal Order of Moai in good standing, 2. have prior experience serving on a not for profit board or similar experience with fundraising and event planning, and 3. a desire to do good works.

4. Powers. The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of Ohio, to conduct the affairs of the Corporation in accordance with these bylaws. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Corporation such powers as they deem appropriate.

5. Meetings. Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors including phone conference calls, monthly or annual meetings, or otherwise called by a majority of the Board of Directors.

6. Special Meetings. Special meetings may be called by the President of the Corporation or a majority of the Board of Directors. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.

7. Annual Meetings. Directors may meet each year for the purpose of organization, the election of officers, and transaction of other business. The time and location of such meeting shall be noticed in writing.

8. Notice and Waiver. Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof.

9. Quorum. A quorum shall consist of a majority of the Directors. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Director.

10. Vacancy. Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting. The initial Board of Directors shall serve initial terms of one year unless otherwise asked and agreed upon by a majority of the Board of Directors.

11. Removal. Any Director may be removed by majority vote of the remaining Directors for failure to act in the best interests of the Corporation, or lack of sympathy with the stated purpose of the Corporation.

12. Compensation. Directors shall receive no compensation for their service as Directors.

ARTICLE V

Officers

1. Designation of Officers. The officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these bylaws. The initial officers of the Corporation shall be designated by the Board of Directors, and shall serve for one year unless otherwise asked and agreed upon by a majority of the Board of Directors. One person may hold more than one office, except no person may hold the office of President and Secretary.

2. Election and Term. Officers of the Corporation shall be reelected at the annual meeting of the Board of Directors, and shall serve for one year or until their replacements are elected and qualified.

3. Removal. At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the Corporation, or for lack of sympathy with the stated purpose of the Corporation. Any officer proposed to be removed is entitled to five (5) business days notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.

4. Compensation. Officers of the Corporation shall receive no compensation for their service as Officers.

5. Vacancy. Vacancies, in any office for any reason, shall be filled by the Board of Directors for the unexpired term of office.

6. Duties of Offices.

(a) President: The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office of President and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

(b) Vice President: The Vice-President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform any other duties that may be prescribed by the Board of Directors.

(c) Secretary: The Secretary will keep minutes of all meetings of Officers and of the Board of Directors, be the custodian of the corporate records, give all notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.

(d) Treasurer: The treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Directors. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

ARTICLE VI

Restrictions on Actions

1. All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

2. Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors or Officers shall not be liable for the debts of the Corporation.

3. No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.

4. In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined by Section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall not:

- (a) Fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- (b) Engage in any act of self dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- (c) Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- (d) Make any investment on such manner as to subject it to tax under Section 4944, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- (e) Make any taxable expenditures as defined in Section 4945(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

ARTICLE VII

Contracts, Checks, Deposits and Funds

1. **Contracts.** The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation.
2. **Checks, Drafts and Orders of Payment.** All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be authorized by the Officer or Board agent such as the Board of Directors may from time to time designate by general resolution of the Board of Directors.
3. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, of other depositories as the Board of Directors may designate.
4. **Gifts.** The Directors, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.
5. **Loans.** No Director, Officer or agent shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

ARTICLE VIII

Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt

purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

ARTICLE IX

Amendment

The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Corporation by majority vote.

Adoption of Bylaws

Adopted by the Board of Directors by resolution and vote on Thursday, March 5, 2015.

The Fraternal Order of Moai Foundation

CONFLICT OF INTEREST POLICY

APPROVED: MARCH 5, 2015

EIN: 47-3301768

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. 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.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. 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 Article III, Section 2, 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.

Article III Procedures

1. 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.

2. 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.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested 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.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

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

Article IV 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.

Article V Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall sign a statement at the time of their election, appointment, re-election, or re-appointment 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 Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

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 Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

The Fraternal Order of Moai Foundation

BOARD OF DIRECTORS

MEETING MINUTES

MARCH 5, 2015

A meeting was held at 9:00 p.m. EST on Thursday, March 5, 2015 by conference call. Present were Joel Gunn, National President of the Fraternal Order of Moai; Geoffrey Bronner, National Vice President of the Fraternal Order of Moai; Ted Brannon, Director; Chip Kerr, Director; Jessica Steinert, Director; Kristen Bronner; Caroline Roe; and Paul Senft.

Mr. Gunn asked the meeting to come to order and was seconded by Mr. Brannon.

Upon motion duly made by Mr. Gunn and seconded by Mr. Kerr, it was unanimously

VOTED BY ALL: To designate Geoffrey Bronner Secretary pro Tempore for the purpose of keeping minutes of the meeting.

Mr. Gunn addressed the meeting and welcomed everyone. He announced that the incorporator of the Foundation (the Board of Directors of the Fraternal Order of Moai) had designated three directors to serve as the Board of Directors for the Foundation: Ted Brannon, Charles Kerr, and Jessica Steinert.

He also stated that the purpose of the meeting was to adopt bylaws, designate officers, and authorize filing of a Form 1023 Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code.

He also stated that copies of the proposed bylaws were available to all attending, had been distributed in advance, and that the incorporator had passed a resolution of support for adopting of the bylaws.

Upon motion duly made by Mr. Kerr and seconded by Ms. Steinert it was unanimously

VOTED BY DIRECTORS: To adopt the proposed bylaws as presented and place them in immediate effect.

Mr Gunn addressed the meeting again and stated that it was best practice to adopt a Conflict of Interest Policy in addition to the bylaws, that a draft policy had been prepared using sample language from the Internal Revenue Service, that the draft had been distributed in advance to all attending the meeting, and urged the directors to adopt the policy.

Upon motion duly made by Ms. Steinert and seconded by Mr. Kerr, it was unanimously

VOTED BY DIRECTORS: To adopt the proposed Conflict of Interest Policy as presented and place it in immediate effect.

Mr. Kerr addressed the meeting and stated that Jessica Steinert was present at the meeting, was a member in good standing of the Fraternal Order of Moai, and has previous relevant experience. He stated that she/he felt the Directors should designate her as the initial President of the Corporation.

The designee was asked if she would accept an appointment and Ms. Steinert stated that she would.

Upon motion duly made by Mr. Kerr and seconded by Mr. Brannon, it was unanimously

VOTED BY DIRECTORS: To designate Jessica Steinert as President of the corporation as required by Article V, Section 1 of the bylaws.

Ms. Steinert addressed the meeting and stated that Caroline Roe was present at the meeting, was a member in good standing of the Fraternal Order of Moai, and has previous relevant experience. She stated that she felt the Directors should designate her as the initial Vice President of the Corporation.

The designee was asked if she would accept an appointment and Ms. Roe stated that she would.

Upon motion duly made by Ms. Steinert and seconded by Mr. Kerr, it was unanimously

VOTED BY DIRECTORS: To designate Caroline Roe as Vice President of the corporation as required by Article V, Section 1 of the bylaws.

Ms. Steinert addressed the meeting and stated that Kristen Bronner was present at the meeting, was a member in good standing of the Fraternal Order of Moai, and has previous relevant experience. She stated that she felt the Directors should designate her as the initial Treasurer of the Corporation.

The designee was asked if she/he would accept an appointment and Mrs. Bronner stated she would.

Upon motion duly made by Ms. Steinert and seconded by Mr. Brannon, it was unanimously

VOTED BY DIRECTORS: To designate Kristen Bronner as Treasurer of the corporation as required by Article V, Section 1 of the bylaws.

There was discussion regarding the designation of a Secretary. A final candidate is being considered by the board but was unable to attend the meeting. It was agreed to table the matter until the next meeting. Mr. Bronner will serve pro tempore until that designation is made.

Ms. Steinert addressed the meeting, thanked Mr. Gunn for moderating the meeting, thanked the Directors for their efforts, thanked the directors and officers for volunteering to serve, thanked the other volunteers that had worked to prepare for this meeting, and thanked all the members of the Fraternal Order of Moai for their dedication to Good Works.

She stated that the first order of business for the corporation was to file an application seeking charitable status with the Internal Revenue Service, that a draft application had been prepared, that copies of the draft application had been distributed to all attending for review, and that the draft application would be updated to reflect the business conducted at this meeting.

She also stated that the Board of Directors for the Fraternal Order of Moai had voted to provide funds for the application fee.

Upon motion duly made by Ms. Steinert and seconded by Mr. Kerr, it was unanimously

VOTED BY DIRECTORS: To direct the officers to prepare a final application and proceed with submitting it to the Internal Revenue Service.

There being no other business and upon motion duly made by Mr. Kerr and seconded by Mr. Gunn, it was unanimously

VOTED BY ALL: To adjourn.

Respectfully submitted,

Geoffrey V. Bronner
Secretary pro Tempore

BOARD OF DIRECTORS
THE FRATERNAL ORDER OF MOAI FOUNDATION
THURSDAY, MARCH 5, 2015

The Fraternal Order of Moai Foundation

BOARD OF DIRECTORS

MEETING MOTIONS

MARCH 5, 2015

EIN: 473301768

MOTION

That the proposed bylaws be adopted and put in immediate effect.

MOTION

That the proposed Conflict of Interest Policy be adopted and put in immediate effect.

MOTION

That Jessica Steinert be designated as the initial President for the corporation for a term of one year as required by Article V, Section 1 of the bylaws.

MOTION

That Caroline Roe be designated as the initial Vice President for the corporation for a term of one year as required by Article V, Section 1 of the bylaws.

MOTION

That Kristen Bronner be designated as the initial Treasurer for the corporation for a term of one year as required by Article V, Section 1 of the bylaws.

MOTION

That the officers of the corporation be directed to prepare and submit a Form 1023 Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code to the Internal Revenue Service.