

All Policies

of Kids Fight Climate Change

General Governing and Operational Policies

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Articles of Incorporation

Certificate of Incorporation
of
Kids Fight Climate Change, Inc.
Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, a natural person of the age of eighteen or over, certifies:

1. The name of the corporation is Kids Fight Climate Change, Inc.
2. The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law and shall be a Type B corporation under Section 201 of the Not for Profit Corporation Law.
3. The organization is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The specific purposes of the Corporation are to provide free climate change education to youth. This education shall include the science of climate change and climate activism. The corporation will maintain an educational website while also directly teaching students via invitations from teachers and schools.
4. The corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No consent or approval is required.
5. The corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law.
6. The office of the corporation is to be located in the County of New York .
7. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

8. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
9. Names of the initial directors of the corporation (*we have chosen to keep our directors' addresses private for security reasons*):
 - a. Nivedita Stella
 - b. Vicki Sando
 - c. Kanan Puntambekar
10. The Secretary of State is designated as agent of the corporation upon whom process against it may be served.

Incorporator: Nivedita Stella



CERTIFICATE OF INCORPORATION OF

(Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is:

SECOND: The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: *(Select all that apply)*

The purpose(s) for which the corporation is formed is:

any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a charitable corporation.

any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a non-charitable corporation.

any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a charitable corporation or as a non-charitable corporation. *(Note: Checking this box results in the corporation being categorized as a charitable corporation in paragraph FIFTH.)*

the following specific purpose(s):

FOURTH: *(Check the appropriate statement)*

The corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No consent or approval is required.

The corporation is formed to engage in an activity or for a purpose requiring consent or approval of a state official, department, board, agency or other body. Such consent or approval is attached.

FIFTH: The corporation is a: charitable corporation non-charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

SIXTH: The office of the corporation is to be located in the County of _____, State of New York.

SEVENTH: The names and addresses of the initial directors of the corporation are:
(A minimum of three is required)

Name:

Address: **We have chosen to keep the addresses of our directors and officers private for security reasons.**

Name:

Address: **We have chosen to keep the addresses of our directors and officers private for security reasons.**

Name:

Address: **We have chosen to keep the addresses of our directors and officers private for security reasons.**

EIGHTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served.

The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

We have chosen to keep the addresses of our directors and officers private for security reasons.

NINTH: *(Optional – Corporations seeking tax exempt status may include language required by the Internal Revenue Service in this paragraph. See Not-for-Profit Incorporation Instructions.)*

The following language relates to the corporation's tax exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the corporation's purposes or powers set forth in paragraph THIRD.

NAME, SIGNATURE & ADDRESS OF INCORPORATOR:

(Print or Type Name of Incorporator)

 X
(Signature of Incorporator)

We have chosen to keep the addresses of our directors and officers private for security reasons.

(Address of Incorporator)

(City, State, Zip Code)

CERTIFICATE OF INCORPORATION
OF

(Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

Filer's Name and Mailing Address:

Name:

Company, if Applicable:

Mailing Address:

City, State and Zip Code:

NOTES:

1. §301 of the Not-for-Profit Corporation Law requires that the name contain "Incorporated" or "Inc." or one of the other words or abbreviations indicative of corporate character unless the corporation qualifies for one of the exceptions in §301.
2. This sample form is provided by the New York State Department of State for filing a certificate of incorporation.
3. This form is designed to satisfy the minimum filing requirements pursuant to the Not-for-Profit Corporation Law. The Department of State will accept any other form which complies with the applicable statutory provisions.
4. The Department of State recommends that this legal document be prepared under the guidance of an attorney.
5. The Department of State does not provide legal, accounting or tax advice.
6. This certificate must be submitted with a **\$75 filing fee** made payable to the Department of State.

For DOS use only

BYLAWS

ARTICLE I: Definitions

1. Name. The “Corporation” shall mean Kids Fight Climate Change, Inc., and its successors and assigns.
2. Board. The “Board” shall mean the Board of Directors of the Corporation.
3. President. The “President” shall mean the President of the Corporation, as appointed and elected by the Board.

ARTICLE II: Purposes, Objectives, and Governing Institutions

Section 1. Charitable, Educational, and Scientific Purposes and Powers. The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws. The specific purposes of the Corporation are to provide accessible climate change education to youth. This education shall include the science of climate change and climate activism.

Section 1(a). Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Section 2. Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and these Bylaws.

Section 3. Nondiscrimination Policy. In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, ethnicity, national origin, marital status, sexual preference, mental or physical disability or any category protected by state or federal law.

ARTICLE III: Membership and Chapters

Section 1. Membership. The Corporation shall have no members.

Section 2. Chapters. The Corporation may have local chapters which are affiliates of the Corporation. The purpose of these chapters shall be to further the purposes of the Corporation in their communities. The Board should create a Chapter Charter Policy, which establishes the guidelines for local chapters. The Chapter Charter Policy must distinguish between chapters started within a school and chapters affiliated with a religion.

ARTICLE IV: Board of Directors

Section 1. Powers and Duties. Subject to the provisions of law, of the Certificate of Incorporation, and of these Bylaws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

Section 1(a). Powers. The Board may:

- A. Appoint and discharge advisors and consultants who have skills necessary or helpful to the Corporation, as described in Article VII.
- B. Employ and discharge persons for the furtherance of the purposes of the Corporation.
- C. Exercise all other powers necessary to manage the affairs and further the purposes of the Corporation in conformity with the Articles of Incorporation and these Bylaws.

Section 1(b). Duties. The Board shall:

- A. Direct the President and Treasurer of the Corporation to present at the annual meeting of the Board a financial report, verified by the President and Treasurer or a majority of the Directors, or certified by an independent public accountant or certified public accountant or a firm of such accountants selected by the Board. This report shall be filed with the records of the Corporation and a copy or abstract thereof entered in the minutes of the proceedings of the annual meeting of the Board.
- B. Select all Officers for the Corporation and approve the members of any standing committee appointed by the President.
- C. Elect Directors for the Board.
- D. Manage the legal and financial affairs of the Corporation.

Section 2. Number. The number of Directors constituting the Board shall be not less than three and not more than nine. Subject to such minimum, the number of Directors may be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require an amendment of these Bylaws and no decrease shall shorten the term of any incumbent Director.

Section 2(a). Entire Board. For the purposes of these Bylaws, the “entire Board” shall consist of the number of directors that were elected as of the most recently held election of Directors.

Section 3. Election and Term of Office The initial Directors of the Corporation shall be those persons specified in the Certificate of Incorporation of the Corporation. Each Director shall hold office until the next annual meeting of the Board and until such Director’s successor has been elected and qualified, or until their death, resignation or removal. A Director shall have a term length of one year and shall be elected by a majority of the Board at the annual meeting at the Board. There is no limit to the number of consecutive terms that a Director may hold office.

Section 4. Qualification for Directors. All Directors shall be at least eighteen (18) years of age, as specified by New York State Law.

Section 5. Annual Meeting. A meeting of the Board shall be held annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting.

Section 5(a). Quorum. A quorum is reached when a majority of the Board is present, provided that majority consists of a minimum of three Directors. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

Section 5(b). Initial Meeting. Upon approval of the Articles of Incorporation by the State of New York, the three Directors named in the Certificate of Incorporation (“initial Directors”) shall meet within two weeks of the approval. There they shall first adopt these Bylaws, elect a President, Secretary, and Treasurer, as provided in Article VI. During this initial meeting, the initial Director listed first shall be the Acting Executive Director.

Section 6. Additional Meetings. Regular meetings of the Board may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by the President or by a majority of the Directors then in office

Section 7. Notice of Meetings Regular meetings may be held without notice of the time and place if such meetings are fixed by the Board. Notice of the time and place of the annual meeting, each regular meeting not fixed by the Board, and each special meeting of the Board which notices shall, to the extent possible, be accompanied by a written agenda setting forth all matters upon which action is proposed to be taken shall be (i) delivered to each Director by e-mail or facsimile at least seven days before the day on which the meeting is to be held; or (ii) mailed to each Director, postage prepaid, addressed to them at their residence or usual place of business (or at such other address as he or she may have designated the Books of the Corporation). To discuss matters requiring prompt action, notice of special meetings may be sent to each Director by e-mail, facsimile, or telephone, or

given personally, no less than twenty-four (24) hours before the time at which such meeting is to be held. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to them. Waivers of notice sent by e-mail must be able to be reasonably determined to be sent by the Director. No notice need be given of any adjourned meeting.

Section 8. Voting. Voting procedures are described in Article V of these Bylaws.

Section 9. Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 10. Virtual Meeting. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee via the Internet without being physically present at the location of the meeting (the attendee shall be considered to be attending "virtually") through any software the Board shall designate for this purpose. Participation by such means shall constitute presence in person at a meeting. The Board may opt to make any meeting, including the annual meeting as set forth in Section 5 of this Article IV, partially or completely virtual.

Section 11. Removal. Any Director may be removed at anytime for cause by a two-thirds vote of Directors then in office at a regular meeting or special meeting of the Board called for that purpose; provided that there is a quorum as defined in Section 5(a); provided further that at least one week's notice of the proposed action shall have been given to the entire Board then in office. Missing three consecutive meetings of the Board unless a majority of the Directors has excused such Director from attendance due to extreme circumstance(s) or not supporting the mission of the Corporation may constitute cause.

Section 12. Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation shall not be necessary to make the resignation effective.

Section 13. Vacancies. Vacancies are defined as cases of death, resignation, removal, or an increase in the maximum number of Directors.

Section 13(a). Death, Resignation, or Removal. In cases of death, resignation, or removal of a Director, the Board shall have the authority to appoint and confirm special appointments to the Board. The new Director shall only serve until the next annual meeting, where they will either be elected to serve for a full term or be replaced.

Section 13(b). Increase in the Number of Directors. If there is an increase in the number of Directors, as specified in Section 2, the Board shall elect additional Directors by majority vote at either the annual meeting or another meeting the Board sees fit.

Section 14. Executive Director. There shall be a sole Executive Director, elected by a majority of the Board. The Executive Director has the same qualifications, term of office, and resignation and removal procedures as other Directors. The Executive Director may not also hold the title of President. In the absence of the President from a meeting of the Board or Executive Committee, the Executive Director shall preside unless the President should designate otherwise. The Executive Director should be chosen from the already-elected Directors.

Section 15. Committees. The Board shall have the power to create committees of the Corporation and of the Board, by a majority vote.

Section 15(a). Executive Committee. There shall be an Executive Committee which shall consist of at least three Directors, the Executive Director, and the President of the Corporation, who shall also serve as chair of the Executive Committee. The other members of the Executive Committee shall be appointed by the President, subject to the approval of the Board. The Executive Committee shall have all the authority of the Board except as to the following matters:

- A. The filling of vacancies on the Board or on any committee
- B. The amendment or repeal of the Bylaws or the adoption of new Bylaws
- C. The amendment or repeal of any resolution of the Board which by its term shall not be so amendable or repealable

Section 15(b). Finance Committee. There shall be a Finance Committee which shall be in charge of managing annual filings to local, state, and federal governments as applicable. The Finance Committee shall consist of the President, the Treasurer, the Executive Director, and any Directors who wish to join. The roles of the Finance Committee are discussed in further detail in the Fiscal Policies and Procedures of the Corporation.

Section 15(c). Budget Committee. There shall be a Budget Committee which shall be responsible for creating the annual Budget for the Corporation. It shall consist of the Finance Committee plus the bookkeeper (see Fiscal Policies and Procedures).

Section 16. Additional Policies. The Board shall have the power to create additional Policies of the Corporation, by a majority vote. All policies must define terms (“Definitions”), detail the purpose of the policy (“Purpose”) and the methods, and define the rules for when the policy shall take effect (“Adoption and Effect”), as well as any other provisions the Board may see fit. All policies should have the following text certifying the adoption of the policy, along with the signature of the Secretary and the date of adoption: “I do hereby certify that the above stated [Policy Name] for Kids Fight Climate Change, Inc. were approved and adopted by the Board of Directors on [Month Date], [Year], and it constitutes a complete copy of the [Policy Name] of the Corporation.”

Section 16(a). Required Policies. Upon adoption of these Bylaws, the Board must adopt:

- A. Fiscal Policies and Procedures. The Fiscal Policies and Procedures (officially titled

“Fiscal Policies and Procedures of Kids Fight Climate Change, Inc.”) shall establish guidelines for the Corporation (i) with respect to standards in procedures to be applied when developing financial goals and objectives, making financial decisions, and reporting the financial status of the Corporation, (ii) allowing for an effective management of the Corporation’s funds, and (iii) ensuring the Corporation stays within the parameters set by section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law. The Fiscal Policies and Procedures must define the purpose and include provisions for accounting procedures, tax compliance, revenue, expenses, asset management, procurement, internal controls, and adoption and effect of the policy, as well as any additional provisions the Board should see fit.

- B. Conflict of Interest Policy. The Conflict of Interest Policy (officially titled “Conflict of Interest Policy of Kids Fight Climate Change, Inc.”) shall provide policies and procedures when dealing with a real or perceived financial conflict of interest with the Corporation. The Conflict of Interest Policy shall include eight Articles: Purpose; Definitions; Procedures; Records of Proceedings; Compensation; Initial and Annual Statements; Periodic Reviews; Use of Outside Experts; and Adoption and Effect.

Section 17. Compensation. No Director shall receive any compensation for services rendered to the Corporation as a Director.

ARTICLE V: Motions and Voting

Section 1. Definitions. A motion is any voted action of the Board. A motion waiting to be seconded is considered a “proposed motion.” A motion which is seconded is considered an “active motion.” A motion which is voted on and approved by a majority of the Board is considered a “passed motion.”

Section 2. Process. A motion is first proposed by any voting member of the Board (a Director), becoming a proposed motion. In order to be debated, it must be seconded by another voting member, becoming an active motion. The Board shall debate the motion to the extent that all members wish to debate, but a three-fifths majority may choose to end the debate. Debate may only include matters pertinent thereto. At the end of the debate, the President shall call for a vote. Votes shall be cast orally and recorded into the minutes of the meeting, unless one-third of the Board requests written ballots, in which case the Board shall use Google Forms or other software designated by the Board to cast written ballots. The results of the vote shall still be recorded in the minutes of the meeting in the case of written ballots, but written ballots must also be stored in the Digital Book of the Corporation, as provided in Article XIV of these Bylaws.

Section 3. Supermajority. Some specific motions shall require a supermajority to pass.

Section 3(a). Unanimous Vote. The cases in which an unanimous vote is required are:

- A. The repeal and the replacement of these Bylaws in their entirety.
- B. The dissolution of the Corporation.

Section 3(b). Two-Thirds Majority Vote. The cases in which a two-thirds majority vote is required are:

- A. All amendments to these Bylaws which are not defined in Section 3(a) of Article V.
- B. Overruling of vetoes of the President.
- C. Removal of a Director or the President.
- D. Election of the President.

Section 3(c). Three-Fifths Majority Vote. The cases in which a three-fifths majority vote is required are:

- A. Rejections of special appointments for vacancies by the President.
- B. Removal of Officers which are not the President.
- C. Amendments to the annual budget.

Section 4. Powers of the President. The President may only cast a vote to break a tie. Should the President not meet the qualifications to be a Director set forth in Section 4 of Article IV, the Treasurer should cast their vote as the tie-breaker. The President may veto any motion except for amendments to these Bylaws. The President's veto may be overridden by a two-thirds majority vote of the Board.

ARTICLE VI: Officers and Agents

Section 1. Positions and Number. The Officers of the Corporation shall be the President, a Secretary, a Treasurer, and other such offices, including any Vice Presidents, that the Board may from time to time appoint. A Director may hold the position of an Officer, except for cases specified in Section 2 of this Article VI. There shall be only one President, Treasurer, and Secretary.

Section 2. Qualifications. The Officers of the Corporation shall be at least fourteen (14) years of age. However, the Treasurer must be at least eighteen (18) years of age if the President has not yet attained the age of eighteen (18). The President or Vice President(s) may not also hold the office of Secretary, and the President or Treasurer may not also hold the title of Executive Director. The President may not also hold the title of Treasurer.

Section 3. Elections and Term of Office. The President of the Corporation shall be elected by a two-thirds majority of the Board. The President may appoint any other Officers, unless three-fifths of the Board votes to reject the appointment. All Officers shall hold office for one year until the Officer is re-elected or their successor is elected.

Section 4. Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the President's nomination

temporarily and then by the Board at the next annual meeting of the Board. If the President's position is vacant, the Board must convene within two (2) weeks to elect a new President, while the Executive Director shall serve as the Interim President.

Section 5. Powers and Duties of the President The President shall be the Chief Executive Officer of the Corporation. The President shall preside over the Board and Executive Committee. They shall have the general supervision of the affairs and operations of the Corporation and will from time to time make such reports of the affairs and operations of the Corporation as the Board may direct. The President will manage the day-to-day affairs of the Corporation and shall fulfill the role of the Chief Operations Officer and Programs Youth Leader, unless the Board appoints an individual to one or both of those positions. The President has the power to sign and execute alone in the name of the Corporation all documents, contracts, and other paperwork authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature in any policies or motions passed. The President shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness. The President shall also have veto power over all resolutions passed by the Board, except for amendments to the Bylaws. These vetoes may be overruled by the Board with a two-thirds majority vote. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

Section 6. Powers and Duties of the Treasurer The Treasurer shall keep the accounts and receipts of the Corporation in order. The Treasurer shall be responsible for managing fiscal disclosures to the federal government and bookkeeping of the Corporation, as defined in Article III of the Fiscal Policies and Procedures of the Corporation. The Treasurer shall report any discrepancies immediately, in addition to an annual report on the state of affairs of the Corporation. The Treasurer shall have the power to sign fiscal documents pertaining to the Corporation, with the knowledge and consent of the Board. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 7. Powers and Duties of the Secretary The Secretary shall keep the minutes of the annual meeting and all meetings of the Board in books provided for that purpose. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. The Secretary shall certify all minutes and motions passed by the Board with their signature, and shall provide their signature along with the President's and the Executive Director's for all amendments to these Bylaws, and for the adoption of these Bylaws. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

Section 8. Powers and Duties of the Vice Presidents Each of the Vice Presidents, if any, shall have such powers and shall perform such duties as may from time to time be assigned to such Vice President(s) by the Board. In the absence of the President, the Vice President(s), in the order designated by the Board, shall perform the duties of the President.

Section 9. Agents. The President shall have all power to sign any documents as they see fit pertaining to the Corporation without limitation, in all circumstances except if the President has not yet attained the age of eighteen (18), in which case their signatory powers for any legal documents are revoked until such time as they reach the age of eighteen (18). The Treasurer shall have all power to sign documents pertaining to the financials of the Corporation, including annual statements and taxes. The Executive Director and the Secretary shall have all signatory powers of the President, but shall need the consent of the President or the Board.

Section 10. Delegation. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Section 11. Resignation. Any Officer may resign their office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

Section 12. Removal. Any Officer may be removed from office at any time, with or without cause, by a vote of a three-fifths majority of the Directors then in office at any meeting of the Board.

Section 13. Compensation. No Officer shall receive any compensation for services rendered to the Corporation as an Officer.

Section 14. Initial Meeting. For the initial meeting of the Board, as provided in Section 5(b) of Article IV, the Founder of the Corporation shall be the Acting President and they shall be authorized to appoint an Acting Secretary and Acting Treasurer to be replaced immediately when the Board elects a President, Secretary, and Treasurer. This Section 14 shall not be construed to apply any time after a President, Secretary, and Treasurer is elected for the first time by the Board.

ARTICLE VII: Youth Leaders, Leadership Council, and Governing Council

Section 1. Role of Youth Leaders. The role of Youth Leaders is to direct the day-to-day activities of the Corporation according to their respective skills which are necessary or beneficial to the Corporation.

Section 2. Appointment of Youth Leaders. The President may appoint Youth Leaders, though these appointments may be rejected by a simple majority of the Board. The Board also may appoint Youth Leaders through a simple majority.

Section 3. Application of Youth Leaders. Youth Leaders may apply by submitting Form P-M, Form for the Application to be a Youth Leader, to the President for review by e-mail.

Section 4. Qualifications of Youth Leaders. Youth Leaders shall have attained the age of twelve (12) and not greater than twenty-four (24).

Section 5. Leadership Council. Upon the adoption of these Bylaws and the appointment of the first Advisor, a Leadership Council shall be formed. All Youth Leaders shall be members of the Leadership Council, and it shall be led by the President of the Corporation. The Leadership Council must meet quarterly. There is no limit to the number of members of the Leadership Council.

Section 6. Governing Council. Upon the adoption of these Bylaws and the appointment of the first Youth Leader who has attained the age of eleven (11), a Governing Council (the “Council”) shall be formed. The President of the Corporation shall be the President of the Council, unless another President of the Council should be elected by the Board. The President shall have all powers and duties which relate to the Board as the President of the Council. The members of the Council (the “Councilors”) shall be chosen by the President, given that all Councilors have attained the age of eleven (11) and that there are no more than ten (10) Councilors, excluding the President. The Board shall dictate the activities of the Council, but the general role of the Council shall be to manage the day-to-day operations of the Corporation within the parameters set by the Board. The Council shall have the power to discharge Councilors as it sees fit. The Council is obligated to present at the annual meeting of the Board, or at any other meeting that the Board may direct, a progress report on the projects and affairs of the Corporation. Under no circumstances may the Council be construed to legally govern the Corporation; the Council may not (i) manage the legal or financial affairs of the Corporation, or (ii) employ or discharge persons for the furtherance of the purposes of the Corporation. The Council must meet at least bimonthly (once every two months) at such place, including virtually, on such date and at such time as may be fixed by the Council, unless the Board excuses it from meeting for any reason it sees fit. The Council shall be in charge of the Management Council. The Council shall have the power to set rules and policies for the Council, including voting procedures, provided that they do not contradict any aspect of these Bylaws.

Section 7. Term of Office. Youth Leaders shall serve for one year but may have their term extended by the Board or the President. There shall be no limit to the number of consecutive terms a Youth Leader can serve.

Section 8. Compensation. No Youth Leader shall receive any compensation for services rendered to the Corporation as a Youth Leader.

Section 9. Removal. Any Youth Leader may be removed by a majority vote of either the Board or the Council. If the Youth Leader was appointed by the President, the President may remove them with cause. “Cause” in the removal of a Youth Leader includes violation of these Bylaws, particularly Article II and this Article VII.

Section 10. Legal Treatment. Youth Leaders shall be treated as volunteer advisors for all legal matters.

ARTICLE VIII: Volunteers

Section 1. Definition. Volunteers are defined for the purposes of this Article VIII as individuals who

(i) perform hours of service for the Corporation without promise, expectation, or receipt of compensation for services rendered, (ii) have no contractual relationship with the Corporation, and (iii) hold no other position in the Corporation, including as a Director, Officer, Youth Leader, or any other employment in the Corporation. All three conditions must be met for an individual to be considered a volunteer.

Section 2. Liability. The Corporation shall hold no liability for any volunteers, unless otherwise stated in a contract and signed by the President.

Section 3. Acceptance. The Corporation must always be accepting volunteers for services, but need not allow every applicant to volunteer for the Corporation, for any reason the President or Board deems.

Section 4. Purpose of Volunteers. All Directors, Officers, and Youth Leaders may designate volunteers to perform any task as the Corporation sees fit. In case of a contradictory order, the President's order takes primary precedence, Directors' orders take secondary precedence, and all other Officers' and Youth Leaders' take tertiary precedence.

Section 5. Dismissal. The President or Board may dismiss volunteers with or without recognition for services rendered as it sees fit.

ARTICLE IX: Contractors

Section 1. Definition. For the purposes of these Bylaws, contractors are those entering a relationship with the Corporation who receive compensation for services rendered to the Corporation. While a Youth Leader, Officer, or Director may not receive compensation for their work in that position, they may receive additional compensation for another position held as a contractor.

Section 2. Purpose. A contractor may work for the Corporation full-time, hourly, or part-time in a directory position or as hired for a specific task.

Section 3. Compensation. All contractors receive compensation as dictated by their contract. Compensation must be approved by the Board or a Board committee devoted to the task. None who approve a compensation agreement may have a real or perceived conflict of interest, as defined in the Conflict of Interest Policy of the Corporation.

Section 4. Amendment. Should there be an amendment to Articles IV, VI, or VII of these Bylaws which affects the compensation that Directors, Officers, or Youth Leaders receive, this Article IX must be amended to change the definition of contractors as the Board sees fit.

Section 5. Effect. This Article IX shall take effect upon the hiring of the first contractor as defined in Section 1 of this Article IX. Upon effect, the Board must create a Contractor Policy (officially titled "Contractor Policy of Kids Fight Climate Change, Inc.") which establishes guidelines for the hiring of contractors, treatment of contractors and their respective contracts, payroll practices, a

whistleblower policy, and a code of conduct for contractors, as well as any other provisions the Board should see fit at the time of its creation.

ARTICLE X: Bank Accounts, Checks, Contracts, and Investments

Section 1. Bank Accounts, Checks, and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board may authorize any Officer or Officers to complete this task. The Board may authorize any expense to be paid with a check or other means, or it may authorize an Officer or Officers to complete this task.

Section 2. Contracts. The Board may authorize any Officer or Officers, agent or agents, in addition to the President, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority maybe general or confined to specific instances. Unless so authorized by the Board or in these Bylaws, no Officer, agent or contractor save for the President shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 3. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable. Investment income may not constitute more than 33 percent of the total income of the Corporation in a given fiscal year.

ARTICLE XI: Indemnification and Insurance

Section 1. Indemnification. The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she or his or her testator was a Director, officer, contractor or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article XI shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain all insurance policies deemed to be in the best interest of the Corporation including insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors, Officers and contractor pursuant to Section 1 above, or to indemnify such persons in instances in

which they may be indemnified pursuant to Section 1 above.

Section 3. Limitation. No amendment, modification or rescission of this Article X shall be effective to limit any person's right to indemnification with respect to any alleged cause of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment or rescission is adopted.

ARTICLE XII: Fiscal Year

The fiscal year of the Corporation shall be July 1 to June 30. The fiscal year shall be denoted by the calendar year in which it ends.

ARTICLE XIII: Offices

The Corporation shall hold no offices. The Board has authority to change this Article XIII without amendment and to set up additional offices.

ARTICLE XIV: Books and Records

There shall be two principal Books of the Corporation: the Digital Book and the Physical Book. The Digital Book shall be kept on the managing website of the Corporation and shall contain a digital record of every written documents of the Corporation, including all Bylaws and amendments thereof, minutes, motions passed by the Board, Articles of Incorporation and other government documents, and other records provided for by other policies of the Corporation and as the Board sees fit kept on the managing website of the Corporation. The Physical Book shall be kept in the residences of both the Secretary and the President and shall contain all Bylaws and amendments thereof, Articles of Incorporation, and other government documents. All motions passed by the Board must be recorded in a document for that purpose, containing the title, a summary, the body, and all those who voted for, voted against, and abstained or were not present. There shall also be a spreadsheet (titled the "Record of all Motions") kept in the Digital Book of the Corporation containing the titles, date, and voting of all motions of the Corporation. The minutes of the Corporation and government documents must be kept permanently.

ARTICLE XV: Amendments

Section 1. Process. All amendments to these Bylaws must be approved by a supermajority of two-thirds of the Board, unless specified otherwise in following provisions of this Article XV. In order for amendments to be ratified, the entire Board plus the President must be present.

Section 2. Content. All amendments must contain the following parts: a title, a summary of the provisions of the amendment, and the body. The body should be formatted such that the original text of Sections amended is present, with text being cut in brackets with a red strikethrough, and text being added underlined and green.

Section 3. Special Circumstances. The repeal of these Bylaws must be approved by a unanimous vote. Before the repeal of these Bylaws, new Bylaws must be drafted on and immediately be voted on by the Board after the repeal of these Bylaws.

ARTICLE XVI: Signatures

In any situation where an Officer, Director, or Youth Leader of the Corporation must digitally sign a document, whether it be legal, internal, or otherwise, the Corporation must use a software which creates a digital trail linking back to the signer. The Board may adopt a Signature Policy with the powers vested in Article IV, Section 16 to set standards in conformity with this Article XVI.

ARTICLE XVII: Dissolution

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Articles of Incorporation and with the law of the State of New York. A unanimous vote of the entire Board must approve the dissolution of the Corporation.

ARTICLE XVIII: Articles of Incorporation

In the case of any conflict between the Articles of Incorporation of the Corporation and these Bylaws, the Articles of Incorporation of the Corporation shall control.

ARTICLE XIX: Approval and Adoption

These Bylaws shall be considered approved when two-thirds of the Board approves them in a meeting of all the Directors. They shall be adopted immediately thereafter and recorded by the signatures of the Acting President, Acting Secretary, and Acting Executive Director.

Terms of Use

The following policies govern the relationship between Kids Fight Climate Change and users (each, a "User"). They shall be referred to collectively as the Terms of Use of Kids Fight Climate Change.

Privacy Policy

This Privacy Policy governs the manner in which Kids Fight Climate Change collects, uses, maintains and discloses information collected from Users of the www.kidsfightclimatechange.org website ("Site"). This Privacy Policy applies to the Site and all products and services offered by Kids Fight Climate Change.

Personal identification information

We may collect personal identification information from Users in a variety of ways, including, but not limited to, when Users visit our site, register on the site, place an order, subscribe to the newsletter, respond to a survey, fill out a form, and in connection with other activities, services, features or resources we make available on our Site. Users may be asked for, as appropriate, name, email address, mailing address, phone number, credit card information. Users may, however, visit our Site anonymously. We will collect personal identification information from Users only if they voluntarily submit such information to us. Users can always refuse to supply personal identification information, except that it may prevent them from engaging in certain Site related activities.

Non-personal identification information

We may collect non-personal identification information about Users whenever they interact with our Site. Non-personal identification information may include the browser name, the type of computer, and technical information about Users' means of connection to our Site, such as the operating system and the Internet service providers utilized and other similar information.

Web browser cookies

Our Site may use "cookies" to enhance Users' experience. Users' web browsers place cookies on their hard drives for record keeping purposes and sometimes to track information about them. Users may choose to set their web browser to refuse cookies or to alert you when cookies are being sent. If they do so, note that some parts of the Site may not function properly.

How we use collected information

Kids Fight Climate Change may collect and use Users personal information for the following purposes:

- To improve customer service: Information you provide helps us respond to your customer service requests and support needs more efficiently.
- To personalize user experience: We may use information in the aggregate to understand how our Users as a group use the services and resources provided on our Site.

- To improve our Site: We may use feedback you provide to improve our products and services.
- To process payments: We may use the information Users provide about themselves when placing an order only to provide service to that order. We do not share this information with outside parties except to the extent necessary to provide the service.
- To run a promotion, contest, survey, or other Site feature: To send Users information they agreed to receive about topics we think will be of interest to them.
- To send periodic emails: We may use the email address to send User information and updates pertaining to their order. It may also be used to respond to their inquiries, questions, and/or other requests. If User decides to opt in to our mailing list, they will receive emails that may include company news, updates, related product or service information, etc. If at any time the User would like to unsubscribe from receiving future emails, we include detailed unsubscribe instructions at the bottom of each email.

How we protect your information

We adopt appropriate data collection, storage, and processing practices and security measures to protect against unauthorized access, alteration, disclosure, or destruction of your personal information, username, password, transaction information, and data stored on our Site.

Sharing your personal information

We do not sell, trade, or rent Users' personal identification information to others. We may share generic aggregated demographic information not linked to any personal identification information regarding visitors and users with our business partners, trusted affiliates, and advertisers for the purposes outlined above. We may use third-party service providers to help us operate our business and the Site or administer activities on our behalfs, such as sending out newsletters or surveys. We may share your information with these third parties for those limited purposes provided that you have given us your permission.

Third-party websites

Users may find advertising or other content on our Site that links to the sites and services of our partners, suppliers, advertisers, sponsors, licensors, and other third parties. We do not control the content or links that appear on these sites and are not responsible for the practices employed by websites linked to or from our Site. In addition, these sites or services, including their content and links, may be constantly changing. These sites and services may have their own privacy policies and customer service policies. Browsing and interaction on any other website, including websites that have a link to our Site, is subject to that website's own terms and policies.

Your acceptance of these terms


By using this Site, you signify your acceptance of this policy. If you do not agree to this policy, please do not use our Site. Your continued use of the Site following the posting of changes to this policy will be deemed your acceptance of those changes.

Contact

Any questions or concerns regarding this Privacy Policy should be directed to kidsfightclimatechange@gmail.com.

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Kids Fight Climate Change takes copyright law very seriously. Pursuant to Section 512(c) of the Digital Millennium Copyright Act (DMCA), Title 17, United States Code, a copyright owner or its authorized agent may submit a notification for believed copyright infringement based on material that is residing on the Site.

If you feel that your work has been improperly used in a manner constituting copyright infringement, you may notify our copyright agent, who may be notified at kidsfightclimatechange@gmail.com, RE: Copyright. Such notification must include all of the following:

- An electronic signature of the copyright owner or its authorized agent;
- A description of the copyrighted work in question;
- A description of where the copyrighted material in question may be found on the Site;
- Your name, email, and any other information necessary for Kids Fight Climate Change to contact you regarding your claim;
- A statement by you that you have a good faith belief that the use in question is not authorized by the copyright owner, its agent, or the law; and
- A statement by you, made under penalty of perjury, that the above information in your notice is accurate and that you are the copyright owner or authorized to act on behalf of the owner of an exclusive right that is allegedly infringed.

Liability and Indemnification

Liability

To the fullest extent permitted under applicable law, you understand and agree that neither Kids Fight Climate Change, nor any of its affiliates or third-party content providers, shall be liable for any direct, indirect, incidental, special, exemplary, consequential, punitive, or any other damages relating to or resulting from your use of or inability to use this site or any other site you access through a link from this site or from any actions we take or fail to take as a result of email messages you send us. These include damages for errors, omissions, interruptions, defects, delays, computer viruses, your loss of profits, loss of data, unauthorized access to and alteration of your transmissions and data, and other tangible and intangible losses.

This limitation applies regardless of whether the damages are claimed under the terms of a contract, as the result of negligence or otherwise, arising out of or in connection with the use, inability to use, or performance of the information, services, products, or materials available from this site, and even if we or our representatives have been negligent or have been advised of the possibility of such damages.

Because some jurisdictions do not allow limitations on how long an implied warranty lasts, or the exclusion or limitation of liability for consequential or incidental damages, all or a portion of the above limitation may not apply to you.

Indemnification

You agree to defend, indemnify, and hold harmless Kids Fight Climate Change, its affiliates, and their respective directors, officers, trustees, employees, independent contractors, and agents from and against any losses, liabilities, costs, and expenses (including reasonable attorneys' fees) arising out of or relating to any claim, suit, judgment, or proceeding brought or asserted by any third party arising out of or relating to (a) your violation of these Terms of Use or the rights of any other user, (b) your use of the Services, (c) any information submitted or transmitted by you through the Services, (d) your transmission of computer viruses, worms, harmful program routines or other similar items into the Site, or (e) your use of the Services to access, without authorization, any other computer or machine. Kids Fight Climate Change shall have sole control over any such defense.

Governance and Amendment

Governance

These Terms of Use shall be governed by the Laws of the State of New York, without regard to its conflict of law provisions.

Amendment

Kids Fight Climate Change reserves the right to modify these Terms of Service without notification. Kids Fight Climate Change will post notifications of modification on this page. If you object to any such changes, your sole recourse shall be to cease using the Services. Continued access to and/or use of the Services following notice of such modifications or changes shall indicate your assent to and acceptance of the Terms of Use, including, but not limited to, all posted changes.

Miscellaneous

Kids Fight Climate Change reserves the right to terminate your use of any or all of the Services, or any right granted herein, at any time, for any reason, including, without limitation, violation of these Terms of Use. You agree that Kids Fight Climate Change shall not be liable to you or any third party for termination of your access to the Services or any right granted under these Terms of Use.

You generally do not need to obtain permission from us to put a text link on your site that links back to the Site. We request that you notify us of any links you create to the Site (however, this is not required) and we reserve the right, however, to revoke permission to the link at any time at our sole discretion. If we revoke such consent, you agree to immediately remove and disable any and all of your links to the Site. You shall include all appropriate attributions in connection with all links to the Site and shall not use any link in a manner that is likely to create confusion as to the source of content.

Your use of this site is at your sole risk. This site is provided on an "as is" and "as available" basis. We reserve the right to restrict or terminate your access to this site or any feature or part thereof at any time. To the fullest extent permitted under applicable law, Kids Fight Climate Change expressly

disclaims all warranties of any kind, whether express or implied, including but not limited to the implied warranties of merchantability and fitness for a particular purpose and any warranties that materials on this site are noninfringing; that access to this site will be uninterrupted or error-free; that this site will be secure; that this site or the server that makes this site available will be virus-free; or that information on this site will be complete, accurate or timely. If you download any materials from this site, you do so at your own discretion and risk. You will be solely responsible for any damage to your computer system or loss of data that results from the download of any such materials. No advice or information, whether oral or written, obtained by you from climate central or through or from this site shall create any warranty of any kind. Kids Fight Climate Change does not make any warranties or representations regarding the use of the materials on this site in terms of their completeness, correctness, accuracy, adequacy, usefulness, timeliness, reliability, or otherwise. In certain states, the law may not permit the disclaimer of warranties, so the above disclaimer may not apply to you.

These Terms of Use contain the entire terms between the parties. In the event any provision of these Terms of Use is held to be illegal, invalid, or unenforceable, then such provision shall be severed from these Terms of Use while the remaining terms shall remain binding on the parties hereto. Kids Fight Climate Change's failure to exercise or enforce any right or provision of the Terms of Use shall not constitute a waiver of such right or provision. You agree that regardless of any statute or law to the contrary, any claim or cause of action brought by you arising out of or related to the use of the Services, or specified in these Terms of Use, must be filed within one (1) year after such claim or cause of action arose, or shall be forever barred.

CONFLICT OF INTEREST POLICY

ARTICLE I: Purpose

The purpose of this Conflict of Interest Policy is to protect Kids Fight Climate Change, Inc. (the “Corporation”) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation 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 non-profit and charitable corporations.

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 Corporation has a transaction or arrangement,
 - B. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation 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 Corporation 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

Section 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.

Section 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, they 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.

Section 3. Procedures for Addressing the Conflict of Interest. These procedures are as follows:

- A. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, they 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 Corporation 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 Corporation'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.

Section 4. Violations of the Conflicts of Interest Policy. 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. 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

Section 1. Voting on Compensation. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation. A voting member of the governing board who has a real or perceived conflict of interest, as defined in Article III, who the party whose compensation is being voted on is precluded from voting on matters pertaining to that person's compensation.

Section 2. Limitations. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE VI: Initial and Annual Statements

Each director, principal officer and member of a committee with governing board-delegated powers shall annually and when they first begin employment at the Corporation sign a statement which affirms such person:

- A. Has received a copy of the conflicts of interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

This statement must be signed within fifteen days of the end of the fiscal year of the Corporation.

ARTICLE VII: Periodic Reviews

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

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management Corporations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

ARTICLE VII: Use of Outside Experts

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

ARTICLE VIII: Adoption and Effect

As provided by Article IV, Section 16 of the Bylaws of the Corporation, the policy shall be adopted upon approval by a majority of the Board. The policy shall take effect immediately after adoption.

FISCAL POLICIES AND PROCEDURES

ARTICLE I: Definitions

1. Name. The “Corporation shall mean Kids Fight Climate Change, Inc., and its successors and assigns.
2. Board. The “Board” shall mean the Board of Directors of the Corporation.
3. President. The “President” shall mean the President of the Corporation, as appointed and elected by the Board.
4. Treasurer. The “Treasurer” shall mean the Treasurer of the Corporation, as appointed and elected by the Board.
5. Policies. The “Policies” shall mean these Fiscal Policies and Procedures.
6. Employee. An “employee” is a Director, Officer, or other agent in the service of the Corporation.

ARTICLE II: Purpose

The purpose of these Policies is to establish guidelines for the Corporation with respect to standards in procedures to be applied when developing financial goals and objectives, making financial decisions, and reporting the financial status of the Corporation. In addition, these Policies will provide guidelines to allow for an effective management of the Corporation’s funds. These Policies shall ensure that the Corporation stays within the parameters set by section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law.

ARTICLE III: Accounting Procedures

Section 1. Basis of Accounting The Corporation uses the cash receipts and disbursements basis of accounting. The cash receipts and disbursements basis records expenses and revenues as they are received and paid. This method of recording revenue and expense is without regard to when the revenue was earned or pledged.

Section 2. GAAP. The Corporation shall follow the Generally Accepted Accounting Principles (GAAP) except in regards to financial statements because it uses the cash receipts and disbursements basis of accounting, as acknowledged in Section 1 of this Article III.

Section 3. Bookkeeper. The bookkeeper shall be elected by the Board. The bookkeeper’s duties will be to manage the books of the Corporation, including facilitating the Fiscal Journal, creating and managing checks and invoices, and any other duties the Board may from time to time assign. The

bookkeeper may not also hold the title of Executive Director or Treasurer. There is only one bookkeeper, unless the bookkeeper requests from time to time the Board to appoint an additional bookkeeper(s) to assist in their duties.

Section 4. Bank Reconciliations. All bank statements will be opened and reviewed in a timely manner. Bank reconciliation and approval will occur within 15 days of the close of the month. All bank statements and cancelled checks will be opened, reviewed, reconciled, and initialed by the bookkeeper(s) upon receipt. The Treasurer will review and approve reconciliation reports by signing and dating the report digitally. Any questions or concerns on the part of the Treasurer are directed to the President.

Section 5. Books. The financial book of the Corporation is the Fiscal Journal (“the Journal”) which keeps track of all expenses and revenue incurred. The Journal shall be stored digitally. The Journal shall record the amount of the payment (“amount”), the date the payment was paid/received (“date”), the purpose of the payment (“purpose”), and the signature of the (primary) bookkeeper (“signature”). An entry in the Journal shall be made for every transaction. In the case that the bookkeeper(s) has not yet attained eighteen (18) years of age, the Treasurer shall sign all Journal Entries.

Section 5(a). Unknown Transactions. In the case of unknown transactions, the bookkeeper(s) shall fill in the “purpose” as “Suspense.” The Executive Director and the President must review a report of the “Suspense” account within fifteen (15) days of the close of the month. The Executive Director and the President must be notified of unknown expenses immediately.

Section 5(b). Reviews. The President shall review the Journal at least on a quarterly basis. The Board shall review expenses at least twice annually.

Section 5(c). Monthly Close. The month’s Journal is closed by the 15th of the following month by the bookkeeper(s). This involves reconciling all bank statements, income and expenditures for the month, as well as ensuring the digital filing of all invoices, checks (incoming and outgoing), receipts, contracts, and other related materials. The President ensures the completion of these steps.

Section 5(d). Recordkeeping. All accounting records are retained in the online financial accounting system of the Corporation, namely the managing tool built into the website of the Corporation. All records shall further be backed up as e-files on the Google Drive of the Corporation.

Section 5(d)(1). Retention of Records All paper records shall be retained for five years. All digital records shall be retained indefinitely.

Section 5(e). Organization of the Journal. The Journal shall have the following columns, as noted in previous and future sections and subsections: “type,” expense or revenue; “date,” the date the invoice was paid/received; “amount,” the amount of the transaction; “to,” the

payer; “from,” the donor; “destination,” the account the money is going to (applies to revenue only); “purpose,” the purpose of the payment (specified by the Corporation); “restrictions,” the restrictions on the payment (applies to contributions only, in compliance with FAS 116); “signature,” the signature of the (primary) bookkeeper; and “status of reconciliation,” the status of reconciliation.

Section 6. Professional Accounting. From time to time, the bookkeeper(s) may recommend to the Board that a professional accountant be hired to manage expenses. In such a case, the Board shall hear bids from at least three accountants and choose one by majority vote. This accountant shall not be hired full-time and will be paid for the sole purposes of the problem the bookkeeper(s) recommended them for.

ARTICLE IV: Tax Compliance

Section 1. Exempt Organization Returns. The bookkeeper(s) shall work in conjunction with the Finance Committee, as defined in Article IV, Section 15(c) of the Bylaws of the Corporation, to complete annual tax returns to be filed with the Internal Revenue Service and any applicable state and local tax authorities. It must be reviewed by the board before being filed. Two of the following must sign all tax forms: the Executive Director, the Treasurer, or the President (provided that the President is at least eighteen (18) years of age). The Federal tax forms must be completed by May fifteenth (15th) each year. The annual tax returns will be made publicly available on the website of the Corporation.

Section 2. Income Taxes. Kids Fight Climate Change, Inc. is organized as a nonprofit corporation under the laws of the State of New York and is a tax-exempt organization under Section 501(c)(3) of the federal Internal Revenue Code and corresponding New York provisions. Donors of cash and/or property are entitled to the maximum charitable contribution deduction allowed by law. The Corporation follows the guidance of Accounting Standards Codification (ASC) 740, Accounting for Income Taxes (ASC 740), related to uncertainties in income taxes, which prescribes a threshold of more likely than not for recognition and derecognition of tax positions taken or expected to be taken in a tax return.

ARTICLE V: Revenue

Section 1. Revenue Recognition. All contributions will be recorded in accordance with GAAP, with specific attention to standards FAS 116 and 117. Contributions are recorded as pledged or received in accordance with FAS 116, and must be credited to the appropriate revenue lines in each Journal Entry (see Article III, Section 5) (“restrictions”).

Section 1(a). Fair Market Value. All contributions should be recognized at their fair market value. The fair market value shall be determined through an online search and comparison of one similar service, good, or space for donations.

Section 2. Invoice. All final invoices should be completed by the fifteenth (15th) of the following month. The bookkeeper(s) gathers relevant documentation and prepares all invoices, submitting them to the Executive Director and the President by the tenth (10th) of each month. The Executive Director or the President approves all final invoices, provided that the President is at least eighteen (18) years of age.

Section 3. Deposits. All checks, cash receipts, and other deposits must be deposited within two weeks after they were received. A picture of the check or receipt must be taken upon attainment and stored in the files of the online financial accounting system of the Corporation.

ARTICLE VI: Expenses

Section 1. Procedures for Purchases and Procurement. Any expenditure in excess of \$5000 for the purchase of a single item should have bids from three (3) suppliers if possible. These bids will be reviewed by the President and the bid award must be specifically approved in advance by the President. See the Procurement Policy for more details.

Section 2. Independent Contractors. Independent contractors will be used for professional services that the Board may from time to time find necessary to service the Corporation. The Executive Director or the President (provided that the President is at least eighteen (18) years of age) shall establish contracts after the Finance Committee has heard from at least two bidders and has approved the contractor.

Section 3. Travel Expenses. Travel expenses such as room and board, transportation, and meals may be eligible for reimbursement upon agreement with the Executive Director.

Section 4. Invoice Approval and Processing. All invoices must be approved by the manager of the department for which the expense was incurred. Approved invoices will be paid within fifteen (15) days of receipt. All invoices and bills will be opened and reviewed by the bookkeeper(s). As specified in Article III, Section 5(a), the bookkeeper(s) will notify the Executive Director and the President immediately of any unknown or unauthorized expenses. The bookkeeper(s) will enter all bills into the online financial accounting system upon receipt. The bookkeeper(s) will prepare checks and mail them after being signed by the Executive Director, the Treasurer, or the President, provided that the signatory is at least eighteen (18) years of age and that the signatory is not also the bookkeeper. Any expenses greater than \$300 must be confirmed by the Executive Director or the President.

Section 4(a). Itemized Invoices. Itemized invoices are required from all vendors.

ARTICLE VII: Asset Management

The Corporation's net assets and changes therein are classified and reported as follows in compliance with FASB regulations:

1. Permanently Restricted Net Assets. Permanently restricted net assets represent the historical dollar amounts of gifts, including pledges and trusts, subject to donor-imposed stipulations to be invested in perpetuity, and only the income may be available for program operations.
2. Temporarily Restricted Net Assets. Temporarily restricted net assets comprise gifts, including pledges and trusts, as well as income and gains that can be expended, but for which restrictions have not yet been met. Such restrictions include purpose restrictions wherein donors have specified the purpose for which the net assets are to be spent or time restrictions are imposed or implied by the nature of the gift (pledges to be paid in the future, life-income funds, and unappropriated earnings of permanent endowments). When a restriction is fulfilled, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the consolidated statements of activities as net assets released due to satisfaction of program restrictions.
3. Unrestricted Net Assets. Unrestricted net assets are all the remaining net assets of the Corporation. The only limits on unrestricted net assets are broad limits resulting from the nature of the Corporation and purposes specified in its articles of incorporation or bylaws and any limits resulting from contractual agreements

ARTICLE VIII: Procurement Policy

Section 1. Standards of Conduct. No employee will be involved in selecting or overseeing procurement if there is real or perceived conflict of interest, i.e. employee or any family member has a financial interest in the business being considered to deliver goods or services. Further, will accept gratuities, gifts, favors or anything of monetary value from vendors, sub-agreement contractors or parties. Exceptions can be made if a gift is unsolicited and valued less than \$25.00. Employees found in violation of this code of conduct will be removed from the procurement process and may be subject to removal from the Corporation as specified in the respective sections of Articles IV and V in the Bylaws of the Corporation.

Section 2. Procurement Process. Alternative bids must be evaluated for all purchases above \$500. The President and Executive Director have \$100 set aside for spending without prior notification, provided that the Board is notified at the next regular meeting or via normal communication methods.

Section 2(a). Federal Funding. For procurement using U.S. Federal funding, any procurement costing more than \$5,000 must have a budget category and must be approved by the Executive Director or President (provided that the President is at least eighteen (18) years of

age) overseeing the grant. Procurement personnel must ensure that the item is included in standard budget categories, allowable, and not a restricted or prohibited commodity. All U.S. Federal funding published guidelines will be followed.

ARTICLE IX: Internal Controls

Section 1. Financial Statements. The bookkeeper(s) and the President shall compile a Statement of Cash Receipts and Disbursements within the cash receipts and disbursements basis of accounting, as acknowledged in Section 1 of Article III, within thirty (30) days after each month. The Finance Committee will review the reports quarterly and then they will be presented to the entire Board annually before filing tax returns. The Executive Director and the President must sign the Statements. If the President also holds the title of bookkeeper, the Treasurer will assist in the creation of this Statement and must provide a third signature. This Statement shall be made available to the general public.

Section 1(a). Statement of Public Support. The bookkeeper(s) and the President shall also compile a Statement of Public Support to calculate the total public support of the Corporation, under both § 509(a)(1) and § 509(a)(2) of the Internal Revenue Code, as amended, or the corresponding provisions of any future federal tax law. This Statement does not need to be available to the general public, but the President, Executive Director, Finance Committee, or Board may opt to make it so.

Section 2. Budgeting. The Corporation's annual budget is prepared by the Budget Committee (see Article IV, Section 15(d) of the Bylaws of the Corporation). The budget is to be approved by the Board prior to the start of each fiscal year. The budget can only be revised during the year if approved by a three-fifths majority vote of the Board.

Section 2(a). Contents. The budget shall contain projected revenues and expenses by month.

Section 2(b). Initial Draft. The Budget Committee shall submit an unofficial draft of the budget to the Board at least sixty (60) days prior to the end of the fiscal year and at least thirty (30) days prior to its final submission to the Board.

Section 2(c). Voting. The budget shall be approved by the Board in the last meeting prior to the start of the new fiscal year.

Section 2(c)(1). Continuing Resolutions. In the case that the budget cannot be approved by the Board by the start of the new fiscal year, a Continuing Resolution must be passed by the Board to use the previous year's revenue and expenses to fund the Corporation until a new budget can be approved.

Section 3. Lines of Authority. The Board has authority to approve these Policies and any amendments proposed. Amendments will follow the same guidelines as amendments to the Bylaws of the Corporation, as defined in Article XII, Section 4 of the referenced Bylaws.

Section 4. Checks and Balances. The duties in the Policies are distributed amongst multiple members of the Board. If the President is a bookkeeper, the other must provide a second signature when reviewing materials created by the bookkeeper(s).

Section 5. Audit. An audit need only be conducted if the Corporation's gross annual revenue is \$250,000 or greater, in compliance with the law of the State of New York. In such a case that the Corporation's gross annual revenue reaches this threshold, the Board is required to amend this section to provide guidelines for the audit. Amendments to this section may be passed by simple majority and need not follow the guidelines of Section 3 of this Article IX.

Section 6. Financial Reporting. Financial reporting shall comply with FASB regulations, particularly FAS 116 and 117. Financial reporting will be classified in accordance with GAAP standards, namely revenue will be classified based on the existence or absence of donor-imposed restrictions on funds (see Article VII). Accordingly, the net assets of the organization are classified as unrestricted and temporarily restricted. See Section 1 of this Article IX for policies on financial statements with respect to FASB regulations.

ARTICLE X: Summary of Signatories and Approvals

Section 1. The President. The President signs tax forms, approves invoices, procurement bids, and travel expenses, creates contracts, and approves the use of U.S. Federal grants. However, if the President is under the age of eighteen (18), then the Treasurer must sign in place of the President. Additionally, if the President serves as a bookkeeper, the Treasurer must provide a signature when signing off on materials created by a bookkeeper.

Section 2. The Executive Director. The Executive Director signs tax forms, approves invoices, creates contracts, and approves the use of U.S. Federal grants.

ARTICLE XI: Adoption and Effect

As provided by Article IV, Section 16 of the Bylaws of the Corporation, the Policies shall be adopted upon approval by a majority of the Board. The Policies shall take effect immediately after adoption.

**Streamlined Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code**

Do not enter Social Security numbers on this form as it will be made public.

Information about Form 1023-EZ and its separate instructions is at www.irs.gov/form1023ez

Note: If exempt status is approved, this application will be open for public inspection.

Check this box to attest that you have completed the Form 1023-EZ Eligibility Worksheet in the current instructions, are eligible to apply for exemption using Form 1023-EZ, and have read and understand the requirements to be exempt under section 501(c)(3).

Have your annual gross receipts exceeded \$50,000 in any of the past 3 years and/or do you project that your annual gross receipts will exceed \$50,000 in any of the next 3 years? If yes, stop. Do not file Form 1023-EZ. See Instructions. Yes No

Do you have total assets the fair market value of which is in excess of \$250,000? If yes, stop. Do not file Form 1023-EZ. See Instructions. Yes No

Part I Identification of Applicant

1a Full Name of Organization KIDS FIGHT CLIMATE CHANGE INC		b Care Of Name (if applicable)	
c Mailing Address (number, street, and room/suite). If a P.O. box, see instructions. 121 W 17TH ST APT 6C		d City NEW YORK	e State NY
		f Zip code + 4 10011-5436	
2 Employer Identification Number 87-1364123	3 Month Tax Year Ends (MM) 06	4 Person to Contact if More Information is Needed AJANI STELLA	
5 Contact Telephone Number 917-743-4457		6 Fax Number (optional)	7 User Fee Submitted \$275.00
8 List the names, titles, and mailing addresses of your officers, directors, and/or trustees. (If you have more than five, see instructions.)			
First Name: NIVEDITA		Last Name: STELLA	
		Title: EXECUTIVE DIRECTOR	
Street Address: 121 W 17TH ST APT 6C		City: NEW YORK	State: NY
		Zip code + 4: 10011-5436	
First Name: KANAN		Last Name: PUNTAMBEKAR	
		Title: BOARD MEMBER	
Street Address: 1556 DARLENE AVE		City: SAN JOSE	State: CA
		Zip code + 4: 95125-4729	
First Name: VICTORIA		Last Name: SANDO	
		Title: BOARD MEMBER	
Street Address: 546B LAGUARDIA PLACE APT 1A		City: NEW YORK	State: NY
		Zip code + 4: 10012-6007	
First Name:		Last Name:	
		Title:	
Street Address:		City:	State:
		Zip code + 4:	
First Name:		Last Name:	
		Title:	
Street Address:		City:	State:
		Zip code + 4:	
9a Organization's Website (if available): WWW.KIDSFIGHTCLIMATECHANGE.ORG			
b Organization's Email (optional): KIDSFIGHTCLIMATECHANGE@GMAIL.COM			

Part II Organizational Structure

- 1** To file this form, you must be a corporation, an unincorporated association, or a trust. **Select the box** for the type of organization.
 Corporation Unincorporated association Trust
- 2** **Check this box** to attest that you have the organizing document necessary for the organizational structure indicated above.
(See the instructions for an explanation of **necessary organizing documents**.)
- 3** Date incorporated if a corporation, or formed if other than a corporation (MMDDYYYY): 06212021
- 4** State of Incorporation or other formation: New York
- 5** Section 501(c)(3) requires that your organizing document must limit your purposes to one or more exempt purposes within section 501(c)(3).
 Check this box to attest that your organizing document contains this limitation.
- 6** Section 501(c)(3) requires that your organizing document must not expressly empower you to engage, otherwise than as an insubstantial part of your activities, in activities that in themselves are not in furtherance of one or more exempt purposes.
 Check this box to attest that your organizing document does not expressly empower you to engage, otherwise than as an insubstantial part of your activities, in activities that in themselves are not in furtherance of one or more exempt purposes.
- 7** Section 501(c)(3) requires that your organizing document must provide that upon dissolution, your remaining assets be used exclusively for section 501(c)(3) exempt purposes. Depending on your entity type and the state in which you are formed, this requirement may be satisfied by operation of state law.
 Check this box to attest that your organizing document contains the dissolution provision required under section 501(c)(3) or that you do not need an express dissolution provision in your organizing document because you rely on the operation of state law in the state in which you are formed for your dissolution provision.

Part III Your Specific Activities

1 Briefly describe the organization's mission or most significant activities (limit 250 characters)

An organization formed to educate the public, particularly youth, about anthropogenic climate change through a website and educational programs, qualified for exemption under section 501(c)(3) as an educational and charitable organization.

2 Enter the appropriate 3-character NTEE Code that best describes your activities (See the instructions): C60

3 To qualify for exemption as a section 501(c)(3) organization, you must be organized and operated exclusively to further one or more of the following purposes. By checking the box or boxes below, you attest that you are organized and operated exclusively to further the purposes indicated. **Check all that apply.**

- | | | |
|---|---|--|
| <input checked="" type="checkbox"/> Charitable | <input type="checkbox"/> Religious | <input checked="" type="checkbox"/> Educational |
| <input type="checkbox"/> Scientific | <input type="checkbox"/> Literary | <input type="checkbox"/> Testing for public safety |
| <input type="checkbox"/> To foster national or international amateur sports competition | <input type="checkbox"/> Prevention of cruelty to children or animals | |

4 To qualify for exemption as a section 501(c)(3) organization, you must:

- Refrain from supporting or opposing candidates in political campaigns in any way.
- Ensure that your net earnings do not inure in whole or in part to the benefit of private shareholders or individuals (that is, board members, officers, key management employees, or other insiders).
- Not further non-exempt purposes (such as purposes that benefit private interests) more than insubstantially.
- Not be organized or operated for the primary purpose of conducting a trade or business that is not related to your exempt purpose(s).
- Not devote more than an insubstantial part of your activities attempting to influence legislation or, if you made a section 501(h) election, not normally make expenditures in excess of expenditure limitations outlined in section 501(h).
- Not provide commercial-type insurance as a substantial part of your activities.

Check this box to attest that you have not conducted and will not conduct activities that violate these prohibitions and restrictions.

5 Do you or will you attempt to influence legislation? _____ Yes No
(If yes, consider filing Form 5768. See the instructions for more details.)

6 Do you or will you pay compensation to any of your officers, directors, or trustees? _____ Yes No
(Refer to the instructions for a definition of **compensation**.)

7 Do you or will you donate funds to or pay expenses for individual(s)? _____ Yes No

8 Do you or will you conduct activities or provide grants or other assistance to individual(s) or organization(s) outside the United States? _____ Yes No

9 Do you or will you engage in financial transactions (for example, loans, payments, rents, etc.) with any of your officers, directors, or trustees, or any entities they own or control? _____ Yes No

10 Do you or will you have unrelated business gross income of \$1,000 or more during a tax year? _____ Yes No

11 Do you or will you operate bingo or other gaming activities? _____ Yes No

12 Do you or will you provide disaster relief? _____ Yes No

Part IV Foundation Classification

Part IV is designed to classify you as an organization that is either a private foundation or a public charity. Public charity status is a more favorable tax status than private foundation status.

1 Are you applying for recognition as a church, school, or hospital (described in section 170(b)(1)(A)(i), (ii), or (iii) of the Internal Revenue Code)? If yes, stop. Do not file Form 1023-EZ. See Instructions Yes No

2 If you qualify for public charity status, check the appropriate box (**2a - 2c** below) and skip to **Part V** below.

- a** **Select this box** to attest that you normally receive at least one-third of your support from public sources or you normally receive at least 10 percent of your support from public sources and you have other characteristics of a publicly supported organization. **Sections 509(a)(1) and 170(b)(1)(A)(vi).**
- b** **Select this box** to attest that you normally receive more than one-third of your support from a combination of gifts, grants, contributions, membership fees, and gross receipts (from permitted sources) from activities related to your exempt functions and normally receive not more than one-third of your support from investment income and unrelated business taxable income. **Section 509(a)(2).**
- c** **Select this box** to attest that you are operated for the benefit of a college or university that is owned or operated by a governmental unit. **Sections 509(a)(1) and 170(b)(1)(A)(iv).**

3 If you are not described in items **2a - 2c** above, you are a private foundation. As a private foundation, you are required by section 508(e) to have specific provisions in your organizing document, unless you rely on the operation of state law in the state in which you were formed to meet these requirements. These specific provisions require that you operate to avoid liability for private foundation excise taxes under sections 4941-4945.

Select this box to attest that your organizing document contains the provisions required by section 508(e) or that your organizing document does not need to include the provisions required by section 508(e) because you rely on the operation of state law in your particular state to meet the requirements of section 508(e). (See the instructions for explanation of the section 508(e) requirements.)

Part V Reinstatement After Automatic Revocation

Complete this section only if you are applying for reinstatement of exemption after being automatically revoked for failure to file required annual returns or notices for three consecutive years, and you are applying for reinstatement under section 4 or 7 of Revenue Procedure 2014-11. (Check only one box.)

- 1 **Check this box** if you are seeking retroactive reinstatement under section 4 of Revenue Procedure 2014-11. By checking this box, you attest that you meet the specified requirements of section 4, that your failure to file was not intentional, and that you have put in place procedures to file required returns or notices in the future. (See the instructions for requirements.)
- 2 **Check this box** if you are seeking reinstatement under section 7 of Revenue Procedure 2014-11, effective the date you are filing this application.

Part VI Signature

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, and to the best of my knowledge it is true, correct, and complete.

NIVEDITA STELLA

(Type name of signer)

EXECUTIVE DIRECTOR

(Type title or authority of signer)

07122021

(Date)