BYLAWS

OF

MR. BLINDBANDIT ACCESS AND OPPORTUNITY FOUNDATION INCORPORATED

A Virginia Nonstock Corporation

Comprehensive Governance Bylaws

Adopted Effective October 1, 2026

Principal Office
7263 Mount Chestnut Road
Roanoke, Virginia 24018

These Bylaws are subordinate to the Articles of Incorporation, the Virginia Nonstock Corporation Act, applicable federal tax law, and other controlling law.

ADOPTION AND STATUS

These Bylaws are intended to serve as the initial comprehensive bylaws of Mr. Blindbandit Access and Opportunity Foundation Incorporated (the “Corporation”). They are adopted effective October 1, 2026, upon valid adoption by the incorporator or Board of Directors in accordance with applicable Virginia law. If the Corporation’s legal existence begins after that date, the adoption is intended to become operative upon the Corporation’s legal formation to the fullest extent permitted by law.

These Bylaws are designed for a nonmembership charitable corporation seeking and maintaining recognition under Section 501(c)(3) of the Internal Revenue Code. They establish governance rules, internal controls, conflict safeguards, digital-governance procedures, program and grant controls, and continuity provisions. No provision authorizes conduct prohibited by the Articles of Incorporation, applicable law, or the requirements governing organizations described in Section 501(c)(3).

If a statute, regulation, binding governmental requirement, or the Articles of Incorporation later conflict with these Bylaws, the controlling authority governs automatically to the extent of the conflict. The remaining provisions continue in effect, and the Board shall conform the text at the next practical opportunity.

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ARTICLE I — IDENTITY, GOVERNING DOCUMENTS, OFFICES, AND DEFINITIONS

Section 1.1. Corporate Name

The legal name of the Corporation is Mr. Blindbandit Access and Opportunity Foundation Incorporated. The Corporation may use lawful assumed names, program names, trademarks, trade names, abbreviations, or public-facing names approved by the Board, provided that required legal filings and material contracts identify the Corporation by its legal name when appropriate.

Section 1.2. Nature of Corporation

The Corporation is a Virginia nonstock, nonprofit corporation. It shall have no capital stock and no shareholders. It shall have no members within the meaning of the Virginia Nonstock Corporation Act unless the Articles of Incorporation are first amended to authorize members.

Section 1.3. Governing Hierarchy

The Corporation shall be governed in the following order of precedence: applicable federal law; applicable Virginia law; the Articles of Incorporation; these Bylaws; duly adopted Board resolutions and policies; and duly authorized administrative procedures. A lower-level authority may supplement but may not contradict a higher-level authority.

Section 1.4. Principal and Registered Offices

The principal office shall initially be 7263 Mount Chestnut Road, Roanoke, Virginia 24018. The Board may change the principal office or mailing address without amending these Bylaws unless an amendment is required by law or the Articles.

The Corporation shall continuously maintain a registered office and qualified registered agent in Virginia. Changes shall be filed with the Virginia State Corporation Commission when required.

Section 1.5. Other Offices and Operations

The Corporation may maintain offices, remote operations, digital platforms, program sites, or administrative locations inside or outside Virginia and inside or outside the United States when consistent with law, tax-exempt status, and Board-approved controls.

Section 1.6. Definitions

- “Act” means the Virginia Nonstock Corporation Act, Chapter 10 of Title 13.1 of the Code of Virginia, as amended or succeeded.
- “Articles” means the Corporation’s Articles of Incorporation as then in effect.
- “Board” means the Board of Directors of the Corporation.
- “Director” means a voting member of the Board unless expressly stated otherwise.
- “Disinterested Director” means a director who does not have a material financial, familial, employment, governance, or other interest that could reasonably impair objective judgment regarding the matter under consideration.

- “Electronic Transmission” includes email, secure portal transmission, electronic signature platform, cloud-based governance system, or other electronic means permitted by law.
- “Internal Policy” means a policy adopted by the Board or under authority delegated by the Board.
- “Independent Director” means a director who is not compensated by the Corporation other than reasonable reimbursement or Board-approved director compensation, is not employed by the Corporation or a controlled affiliate, and does not have a material financial relationship with the Corporation that would impair independence.
- “Related Person” includes a director, officer, substantial contributor, founder, key employee, family member of such person, or entity materially controlled by or financially connected to such person, to the extent relevant under applicable law or Board policy.

ARTICLE II — CHARITABLE PURPOSES AND TAX-EXEMPT LIMITATIONS

Section 2.1. Exclusive Exempt Purposes

The Corporation shall be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including advancing accessibility, digital inclusion, education, assistive technology, software and digital literacy, music and creative arts education, mentorship, scholarships or grants, community programs, and other activities that further the exempt purposes stated in the Articles.

Section 2.2. Public Benefit

The Corporation shall be operated for public rather than private benefit. Programs, grants, contracts, partnerships, and expenditures shall be structured so that any private benefit is incidental, reasonable, and necessary to accomplish the Corporation’s charitable or educational purposes.

Section 2.3. No Private Inurement

No part of the net earnings or charitable assets of the Corporation shall inure to the benefit of a director, officer, founder, employee, donor, related person, or other private person, except for reasonable compensation for services actually rendered, reimbursement of reasonable expenses, and payments or distributions that further exempt purposes and are permitted by law.

Section 2.4. Political Campaign Activity

The Corporation shall not directly or indirectly participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. No corporate resources, mailing lists, staff time, digital channels, brand assets, or program funds may be used for prohibited campaign intervention.

Section 2.5. Lobbying

No substantial part of the Corporation’s activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent lawfully permitted for an

organization described in Section 501(c)(3). The Board may adopt a lobbying policy and may authorize a lawful election under Section 501(h) of the Internal Revenue Code if appropriate.

Section 2.6. Construction to Preserve Exemption

These Bylaws shall be interpreted to preserve the Corporation's qualification under Section 501(c)(3), eligibility to receive deductible charitable contributions to the extent applicable, and compliance with restrictions applicable to charitable organizations.

ARTICLE III — NONMEMBERSHIP STRUCTURE

Section 3.1. No Members

The Corporation shall have no voting members and no statutory members. Donors, volunteers, subscribers, supporters, program participants, advisory council participants, users of digital services, and persons described informally as members of a community shall not become statutory members by reason of that description.

Section 3.2. Supporter Programs

The Board may establish supporter, ambassador, patron, alumni, community, subscriber, or similar programs. Such programs may provide benefits consistent with charitable purposes but shall not confer statutory voting, inspection, derivative-action, or governance rights unless the Articles are first amended.

Section 3.3. Board Holds Corporate Powers

Except for powers reserved by law or the Articles, all corporate powers shall be exercised by or under the authority of the Board.

ARTICLE IV — BOARD OF DIRECTORS — AUTHORITY, COMPOSITION, AND RESERVED POWERS

Section 4.1. General Authority

The Board is the governing body of the Corporation and is responsible for mission stewardship, strategic direction, fiduciary oversight, compliance, executive accountability, protection of charitable assets, and long-term sustainability.

Section 4.2. Board Size

The Board shall initially consist of seven directors. Thereafter, the exact number may be fixed by Board resolution at not fewer than three and not more than fifteen directors, to the extent permitted by the Articles and applicable law. A change in board size does not remove an incumbent director before the end of the director's term.

Section 4.3. Reserved Powers

The following matters are reserved to the Board and may not be finally delegated except to the extent expressly permitted by law:

- adopting or materially changing the strategic plan, annual operating budget, or material program priorities;

- electing or removing directors and officers and fixing the number of directors;
- appointing, evaluating, compensating, or removing the President/Chief Executive Officer when that role is held as an executive office;
- approving executive compensation and any related-party transaction requiring Board review;
- approving material borrowing, guarantees, liens, disposition of substantial assets, merger, conversion, domestication, dissolution, or similar fundamental transaction;
- approving material acquisition, assignment, exclusive license, or disposition of intellectual property central to the Corporation's identity or mission;
- adopting or amending these Bylaws and approving amendments to the Articles;
- approving the Corporation's annual financial statements, Form 990 or successor return before filing to the extent practicable, and any audit or independent financial review required by law, grant, contract, or Board policy;
- establishing committees with Board-delegated authority and defining their powers; and
- authorizing any matter that applicable law, the Articles, or these Bylaws reserve to the Board.

Section 4.4. Delegation

The Board may delegate management, administrative, program, financial, and operational authority to officers, employees, committees, contractors, or agents through resolutions, policies, job descriptions, budgets, or written delegations. Delegation does not relieve the Board of its oversight responsibilities.

Section 4.5. Annual Governance Review

At least annually, the Board shall review the Corporation's mission progress, financial condition, conflicts disclosures, material legal or regulatory obligations, officer performance, and significant operational risks. The review may be conducted at a meeting or through documented Board materials.

ARTICLE V — DIRECTOR QUALIFICATIONS, INDEPENDENCE, AND EXPECTATIONS

Section 5.1. Eligibility

Each director shall be an individual who consents to serve and satisfies applicable legal qualifications. Directors need not be residents of Virginia unless required by a specific law or Board policy.

Section 5.2. Mission Commitment

Directors shall support the Corporation's charitable mission, exercise independent judgment, protect confidential information, disclose conflicts, attend meetings with reasonable regularity, review materials in advance when practicable, and comply with governance policies.

Section 5.3. Independence Objective

The Board shall use reasonable efforts to maintain meaningful participation by Independent Directors and to ensure that decisions involving compensation, related parties, grants to

insiders, brand licensing, and other conflict-sensitive matters are made by Disinterested Directors.

Section 5.4. No Automatic Seats

No founder, donor, family member, employee, sponsor, contractor, affiliate representative, or public official is entitled to a Board seat solely because of status, contribution, relationship, title, or business connection unless the Articles or these Bylaws expressly provide otherwise.

Section 5.5. Annual Disclosures

Each director shall complete or affirm an annual conflict-of-interest disclosure in substantially the form attached as Appendix B and shall promptly supplement the disclosure when material facts change.

Section 5.6. Education and Orientation

The Corporation shall provide new directors with access to the Articles, Bylaws, key policies, recent financial information, conflict rules, major contracts or commitments as appropriate, and sufficient information to discharge fiduciary responsibilities.

ARTICLE VI — DIRECTOR TERMS, ELECTION, RESIGNATION, REMOVAL, AND VACANCIES

Section 6.1. Terms

Unless a different term is validly established under the Articles and applicable law, each director shall serve for one year and until a successor is elected and qualified, resignation becomes effective, removal occurs, or service otherwise ends. Directors may be reelected without a fixed numerical term limit unless the Board later adopts one by bylaw amendment.

Section 6.2. Election of Successors

Consistent with the Articles, the directors shall elect their successors. Election shall occur at the annual organizational meeting or at another duly called meeting. A nominee is elected by the affirmative vote required for Board action unless these Bylaws require a greater vote.

Section 6.3. Resignation

A director may resign at any time by written or electronic notice delivered to the Chair, President, or Secretary. The resignation is effective when delivered unless a later effective date is stated.

Section 6.4. Removal

Because the Corporation has no members, a director may be removed with or without cause by the affirmative vote of two-thirds of the directors then in office other than the director whose removal is proposed, provided that the meeting notice states that removal will be considered and is delivered at least ten days before the meeting unless the director waives notice. The affected director may be heard before the vote but may not vote on the director’s own removal.

Section 6.5. Automatic Review Events

The Board may review continued service when a director dies, becomes legally disqualified, repeatedly fails to attend meetings without reasonable explanation, materially breaches fiduciary duties or confidentiality, refuses required conflict disclosures, is convicted of an offense materially affecting service, or engages in conduct that the Board reasonably determines creates substantial risk to the Corporation or its charitable mission.

Section 6.6. Vacancies

Any vacancy, including one created by an increase in Board size, may be filled by the Board. If the remaining directors are fewer than a quorum, the vacancy may be filled by the affirmative vote of a majority of the directors remaining in office to the extent permitted by law.

Section 6.7. Holdover

To the extent permitted by law, a director whose term expires continues to serve until a successor is elected and qualified or until the Board size is lawfully reduced.

ARTICLE VII — BOARD MEETINGS, NOTICE, AND AGENDA PROCEDURES

Section 7.1. Annual Organizational Meeting

The Board shall hold an annual organizational meeting at a date and time selected by the Board. The meeting should ordinarily include election or confirmation of directors and officers, review of conflicts disclosures, approval of the annual budget or planning assumptions, review of key policies, and other organizational business.

Section 7.2. Regular Meetings

The Board should meet at least quarterly unless the Board determines that another schedule reasonably satisfies its oversight duties. Regular meetings may be established by annual calendar or Board resolution and may be held without separate notice when the schedule has been distributed to all directors.

Section 7.3. Special Meetings

Special meetings may be called by the Chair, the President, or any two directors. Except as otherwise provided for removal or emergency matters, notice shall be given at least forty-eight hours before the meeting by email, secure governance platform, text message, telephone, or other method reasonably calculated to reach each director.

Section 7.4. Emergency Meetings

When immediate action is reasonably necessary to protect life, safety, charitable assets, tax-exempt status, cybersecurity, continuity of critical services, or compliance with a governmental deadline, a special meeting may be called on shorter notice that is reasonable under the circumstances. The minutes shall state the nature of the urgency.

Section 7.5. Place of Meetings

Meetings may be held inside or outside Virginia, at a physical place, solely through permitted communications technology, or in hybrid form.

Section 7.6. Agenda and Materials

The Chair or Secretary may circulate an agenda and supporting materials in advance. Failure to circulate an agenda does not invalidate a meeting unless required by law or a specific provision of these Bylaws.

Section 7.7. Executive Session

The Board may enter executive session to discuss confidential legal, personnel, compensation, cybersecurity, donor, contract, conflict, investigation, or litigation matters. Formal action should be taken in open Board session or otherwise documented in the minutes unless confidentiality or law requires another method.

ARTICLE VIII — REMOTE PARTICIPATION, ELECTRONIC ACTION, AND DIGITAL CONSENT

Section 8.1. Remote Meetings

Any or all directors may participate in a Board or committee meeting through communications technology by which all participating directors can simultaneously hear each other, or through any successor technology permitted by law. A director participating through permitted technology is deemed present in person.

Section 8.2. Action Without Meeting

Unless and until the Articles expressly authorize less-than-unanimous written action and applicable law permits it, Board action without a meeting requires the consent of every director then in office. Each consent shall describe the action and shall be delivered to the Corporation for filing with the corporate records.

Section 8.3. Electronic Signatures

A consent, waiver, certification, approval, policy acknowledgment, contract, corporate record, or other instrument may be signed electronically to the fullest extent permitted by law and Board-approved security procedures. A typed name, approved electronic-signature platform, authenticated portal approval, or other electronic method may constitute a signature when legally sufficient and intended to authenticate the record.

Section 8.4. Electronic Notice

Directors and officers are deemed to consent to electronic notices by providing an email address or other electronic contact method for corporate use, subject to any right to withdraw consent under applicable law.

Section 8.5. Records of Digital Action

The Secretary or designee shall preserve evidence of electronic consents, votes, approvals, waivers, notices, and signatures in a reliable format capable of later retrieval and reproduction.

ARTICLE IX — QUORUM, VOTING, AND BOARD DECISION STANDARDS

Section 9.1. Quorum

A majority of the directors then in office constitutes a quorum unless a greater number is required by the Articles, these Bylaws, or applicable law. In no event shall the quorum be reduced below the minimum permitted by law.

Section 9.2. Ordinary Voting

If a quorum is present, an action is approved by the affirmative vote of a majority of directors present and voting unless a greater vote is required by law, the Articles, or these Bylaws. Abstentions are not affirmative votes. A tie vote does not approve the action.

Section 9.3. Supermajority Matters

The affirmative vote of two-thirds of the directors then in office is required to amend these Bylaws, remove a director, recommend or approve dissolution, approve a merger or sale of substantially all charitable assets, materially change the Corporation’s exempt mission, or approve another matter for which these Bylaws expressly require two-thirds approval.

Section 9.4. Conflict-Affected Votes

A director who is not disinterested with respect to a matter shall disclose the conflict and shall not vote on the matter unless applicable law permits participation and the Disinterested Directors expressly determine participation is appropriate. The conflicted director may provide factual information at the request of the Board.

Section 9.5. No Proxy Voting

Directors may not vote by proxy. A director must participate personally through an authorized meeting or consent process.

ARTICLE X — COMMITTEES, ADVISORY BODIES, AND DELEGATED AUTHORITY

Section 10.1. Board Committees

The Board may create one or more committees consisting of at least two directors and may delegate Board authority to them to the extent permitted by law. Committee creation, membership, authority, limits, and reporting obligations shall be stated in a Board resolution or committee charter.

Section 10.2. Standing Committees

The Board may establish committees such as Executive, Finance and Audit, Governance and Nominating, Programs and Grants, Technology and Accessibility, Development and Fundraising, Compensation, or Risk and Compliance committees. No standing committee is mandatory unless required by law, grant, contract, or Board resolution.

Section 10.3. Committee Limitations

No committee may amend the Articles or Bylaws, elect or remove directors, approve a fundamental transaction reserved to the Board, or take any action that applicable law prohibits from delegation.

Section 10.4. Advisory Councils

The Board or President may establish advisory councils, expert panels, youth advisory groups, accessibility councils, creator councils, or other non-governing bodies. Advisory participants are not directors and have no fiduciary or voting authority unless separately elected as directors.

Section 10.5. Committee Procedures

Board committee meetings, remote participation, notice, waiver, quorum, voting, conflicts, and action without meeting shall follow the rules applicable to the Board to the extent required by law and the committee charter.

ARTICLE XI — OFFICERS AND CORPORATE LEADERSHIP

Section 11.1. Required and Authorized Offices

The Corporation shall have a President, a Secretary, and a Treasurer, and may have a Chair of the Board, Chief Executive Officer, Executive Vice President, Chief Operating Officer, Chief Financial Officer, Chief Governance Officer, Chief Strategy Officer, Chief Programs Officer, and any additional officers or assistant officers the Board determines useful.

Section 11.2. Combination of Offices

One person may hold more than one office to the extent permitted by law. The Board should separate financial authorization, custody, reconciliation, and review functions when practical to strengthen internal controls.

Section 11.3. Election and Term

Officers shall be elected by the Board and serve until a successor is elected and qualified, resignation becomes effective, removal occurs, or the Board otherwise provides. Election to an office does not by itself create contractual employment rights.

Section 11.4. Removal and Vacancies

Any officer may be removed with or without cause by the Board when the Board determines removal is in the Corporation’s best interests, subject to any contractual rights. A vacancy may be filled by the Board for the unexpired portion of the term or until a successor is selected.

Section 11.5. Additional Titles

The Board may confer operational, honorary, or public-facing titles that do not expand legal authority beyond the authority granted by these Bylaws, a Board resolution, employment agreement, or written delegation.

ARTICLE XII — DUTIES AND AUTHORITY OF OFFICERS

Section 12.1. Chair of the Board

The Chair presides at Board meetings, supports effective governance, coordinates Board agendas with the President and Secretary, promotes director participation, and performs additional duties assigned by the Board. The Chair does not have unilateral authority to bind the Corporation unless separately authorized.

Section 12.2. President and Chief Executive Officer

The President, when also designated Chief Executive Officer, is the principal executive officer responsible for day-to-day management subject to Board oversight. The President may implement Board-approved plans and budgets, supervise personnel and contractors, enter ordinary-course commitments within delegated authority, represent the Corporation, and perform duties ordinarily incident to the office.

Section 12.3. Executive Vice President and Chief Operating Officer

The Executive Vice President/Chief Operating Officer supports and, when authorized, supervises operational execution, internal systems, program administration, and cross-functional coordination. In the President's temporary absence or incapacity, the Executive Vice President may act with the authority previously delegated by the Board or President.

Section 12.4. Treasurer and Chief Financial Officer

The Treasurer/Chief Financial Officer oversees financial reporting, budget monitoring, cash management, internal controls, banking relationships, tax and financial filings, restricted funds, and financial records. The Treasurer shall provide or cause to be provided regular financial reports to the Board.

Section 12.5. Secretary and Chief Governance Officer

The Secretary/Chief Governance Officer is responsible for preparing or supervising minutes, maintaining and authenticating corporate governance records, preserving notices and consents, tracking director and officer terms, maintaining governance policies, and certifying corporate records when authorized.

Section 12.6. Chief Strategy Officer

The Chief Strategy Officer supports long-range planning, partnerships, organizational development, strategic initiatives, performance measurement, and other responsibilities assigned by the Board or President.

Section 12.7. Chief Programs Officer

The Chief Programs Officer oversees or supports charitable program design, delivery, evaluation, accessibility, grant or scholarship administration, and program compliance as assigned by the Board or President.

Section 12.8. Authority Limits

No officer may take an action reserved to the Board, approve the officer's own compensation, approve a transaction in which the officer has an undisclosed conflict, materially exceed an approved budget without authorization, or bind the Corporation outside delegated authority.

ARTICLE XIII — EXECUTIVE MANAGEMENT, DELEGATION, AND SUCCESSION

Section 13.1. Management Framework

The Board governs; officers manage within delegated authority. Operational decisions may be made by officers without prior Board approval when consistent with approved budgets, policies, contracts, and delegations.

Section 13.2. Delegation Instruments

Authority may be delegated through Board resolutions, approved budgets, spending thresholds, job descriptions, committee charters, signature authority schedules, banking resolutions, contracts, or written policies. Delegated authority may be revoked or modified at any time.

Section 13.3. Emergency Executive Authority

When immediate action is reasonably necessary to protect persons, assets, digital systems, or legal status and it is impracticable to obtain timely Board approval, the President or highest available executive officer may take reasonable temporary action within legal limits and shall report the action to the Board as soon as practicable.

Section 13.4. Succession

The Board shall maintain a practical succession plan for temporary or permanent absence of the President/Chief Executive Officer, Treasurer/Chief Financial Officer, and Secretary/Chief Governance Officer. The plan may be contained in a separate confidential policy.

Section 13.5. Delegation Does Not Eliminate Oversight

No delegation relieves an officer or director of duties imposed by law. Material delegated decisions shall be reported to the Board at a frequency appropriate to their risk and significance.

ARTICLE XIV — FIDUCIARY STANDARDS, DUTY OF CARE, AND RELIANCE

Section 14.1. Good-Faith Judgment

Each director and officer shall discharge duties in good faith, with loyalty to the Corporation and its charitable mission, and in accordance with the standards imposed by applicable Virginia law.

Section 14.2. Preparation and Inquiry

Directors are expected to review reasonably available information, ask questions when appropriate, identify material risks, and avoid knowingly ignoring circumstances requiring Board attention.

Section 14.3. Reliance

A director or officer may rely in good faith on information, opinions, reports, financial statements, and professional advice prepared or presented by officers, employees, committees, accountants, counsel, consultants, or other persons whom the director or officer reasonably believes to be reliable and competent, except when known facts make reliance unwarranted.

Section 14.4. Confidentiality

Directors and officers shall protect nonpublic information relating to beneficiaries, donors, employees, contractors, security systems, litigation, negotiations, investigations, financial accounts, trade secrets, and other sensitive matters. Confidentiality duties survive service to the extent reasonably necessary to protect legitimate interests.

Section 14.5. Corporate Opportunity and Loyalty

A director or officer shall not knowingly divert to personal use a material charitable opportunity that belongs to the Corporation without full disclosure and approval under the conflict-of-interest procedures.

ARTICLE XV — CONFLICTS OF INTEREST AND RELATED-PARTY TRANSACTIONS

Section 15.1. Policy Incorporated

The Conflict-of-Interest Policy in Appendix B is incorporated into these Bylaws. The Board may adopt supplemental procedures that are consistent with the Articles, these Bylaws, Virginia law, and federal tax requirements.

Section 15.2. Disclosure

Directors, officers, and key decision-makers shall disclose actual, potential, or perceived conflicts promptly and provide material facts sufficient for disinterested decision-makers to evaluate the matter.

Section 15.3. Recusal

A conflicted person shall not vote on the matter and should leave the deliberation after providing requested factual information, unless disinterested decision-makers determine continued presence is appropriate and lawful.

Section 15.4. Approval Standard

A related-party transaction may be approved only when the Disinterested Directors determine in good faith that the transaction is fair, reasonable, in the Corporation’s best interests, furthers or does not impair exempt purposes, and is at least as favorable to the Corporation as reasonably available alternatives under the circumstances.

Section 15.5. Documentation

Minutes shall reflect the nature of the conflict, disclosures made, persons present, comparability or alternative information considered, recusals, vote, and basis for the decision.

Section 15.6. Family and Affiliate Transactions

Because founders, officers, directors, relatives, or related businesses may have relationships with the Corporation, all material transactions involving such persons shall receive heightened review, separation of charitable and private assets, and documentation sufficient to demonstrate reasonable terms and charitable purpose.

ARTICLE XVI — COMPENSATION, REIMBURSEMENT, AND PRIVATE BENEFIT SAFEGUARDS

Section 16.1. Director Service

Directors shall ordinarily serve without compensation for Board service. The Board may authorize reasonable director compensation only when lawful, justified by the Corporation's needs, approved by Disinterested Directors, and supported by appropriate comparability information.

Section 16.2. Separate Services

A director or officer may receive reasonable compensation for bona fide services separate from Board service, including employment, professional services, program work, technology services, creative services, licensing, or consulting, only after conflict review and approval by Disinterested Directors.

Section 16.3. Executive Compensation

Compensation of the President/Chief Executive Officer and other key employees shall be approved by Disinterested Directors or a duly authorized compensation committee using appropriate comparability data when practicable. The basis and approval shall be contemporaneously documented.

Section 16.4. Expense Reimbursement

Directors, officers, employees, volunteers, and agents may be reimbursed for reasonable and properly documented expenses incurred on behalf of the Corporation under a Board-approved accountable reimbursement policy.

Section 16.5. No Personal Use of Charitable Assets

Corporate bank accounts, payment cards, subscriptions, devices, vehicles, equipment, donor lists, software licenses, and other assets shall not be used for personal purposes except for incidental use permitted by policy or specifically approved as reasonable compensation or reimbursement.

ARTICLE XVII — FISCAL ADMINISTRATION, BUDGET, BANKING, AND INTERNAL CONTROLS

Section 17.1. Fiscal Year

The fiscal year shall be January 1 through December 31 unless changed by Board resolution in a manner consistent with tax and reporting obligations.

Section 17.2. Annual Budget

The Board shall approve an annual operating budget or equivalent financial plan. The Board may authorize management to reallocate amounts within reasonable limits while reserving material departures for Board approval.

Section 17.3. Bank Accounts

Funds shall be maintained in accounts held in the Corporation's legal name at financial institutions approved by the Board or an authorized officer under Board policy. No charitable funds shall be commingled with personal or for-profit accounts.

Section 17.4. Authorized Signers and Payments

The Board shall approve authorized signers and electronic payment authority. The financial-control policy should require dual authorization for material transfers or disbursements above thresholds established by the Board, except where impracticable and documented.

Section 17.5. Reconciliations

Bank, payment processor, and material financial accounts shall be reconciled regularly by a person other than the person who has sole authority to initiate payments whenever practical. Material discrepancies shall be promptly investigated and reported.

Section 17.6. Financial Reporting

Management shall provide the Board with financial reports at least quarterly, including revenue, expenses, cash position, material restricted funds, liabilities, budget-to-actual information, and other information appropriate to the Corporation's scale.

Section 17.7. Independent Review or Audit

The Corporation shall obtain an audit, review, compilation, or other independent financial examination when required by law, contract, grant, donor restriction, or Board resolution. The Board may obtain such review voluntarily based on size and risk.

Section 17.8. Restricted Funds

Donor-restricted and grant-restricted funds shall be tracked and used only for the authorized purposes, subject to lawful modification or release of restrictions.

ARTICLE XVIII — CONTRACTS, DEBT, INVESTMENTS, AND ASSET PROTECTION

Section 18.1. Contract Authority

Contracts may be executed by officers or agents within delegated authority. Material contracts outside ordinary operations, contracts with related persons, and contracts imposing material long-term obligations shall receive Board or committee approval as required by policy.

Section 18.2. Borrowing and Guarantees

The Corporation shall not incur material debt, pledge substantial charitable assets, guarantee another person's obligations, or grant a material security interest except pursuant to Board authorization and consistent with charitable purposes.

Section 18.3. Investments

Funds not needed for current operations may be invested under a Board-approved investment policy that emphasizes preservation of charitable assets, prudent diversification, liquidity, mission consistency, risk, fees, and applicable legal standards.

Section 18.4. Digital Financial Assets

If the Corporation accepts or holds digital assets, cryptocurrency, tokenized assets, or other novel financial instruments, the Board shall adopt custody, valuation, security, conversion, and risk-management procedures before material exposure is undertaken.

Section 18.5. Real and Personal Property

Acquisition, disposition, lease, or encumbrance of material real property or mission-critical assets requires Board approval unless authority has been specifically delegated by resolution.

Section 18.6. No Speculative Use of Charitable Assets

Charitable assets shall not be exposed to unreasonable speculative risk for the primary purpose of generating short-term gain. Investment and treasury decisions shall be prudent and mission-consistent.

ARTICLE XIX — PROGRAMS, GRANTS, SCHOLARSHIPS, AND CHARITABLE DISTRIBUTIONS

Section 19.1. Program Approval

Programs shall further the Corporation’s exempt purposes and be approved through the annual budget, strategic plan, Board resolution, or delegated program authority.

Section 19.2. Grant Approval

Grants and charitable distributions may be approved by the Board or under a Board-approved delegation that establishes dollar limits, eligibility criteria, documentation standards, conflict safeguards, and reporting requirements.

Section 19.3. Scholarships and Assistance to Individuals

Scholarships, fellowships, emergency assistance, prizes, or other assistance to individuals shall be awarded using objective or mission-related criteria, appropriate records, and conflict safeguards. Selection procedures shall be designed to avoid impermissible private benefit and discrimination prohibited by applicable law.

Section 19.4. Foreign Grants

Grants or program expenditures outside the United States shall be subject to due diligence, sanctions screening when appropriate, expenditure controls, documentation, and any equivalency, expenditure-responsibility, anti-terrorism, tax, banking, or reporting requirements applicable to the Corporation.

Section 19.5. Monitoring

The Corporation may require grant agreements, receipts, progress reports, expenditure reports, site or virtual reviews, or return of unused funds when reasonably necessary to protect charitable assets.

Section 19.6. No Insider Preference

No director, officer, founder, substantial contributor, family member, or related entity shall receive a grant, scholarship, or charitable distribution because of insider status. Any assistance involving a Related Person must satisfy applicable law and enhanced conflict review.

ARTICLE XX — GIFTS, FUNDRAISING, SPONSORSHIPS, AND DONOR RESTRICTIONS

Section 20.1. Acceptance of Gifts

The Corporation may accept contributions of cash, securities, property, intellectual property, digital assets, services, planned gifts, or other assets consistent with its mission and Gift Acceptance Policy. The Corporation may decline any gift that is unlawful, excessively burdensome, inconsistent with mission, difficult to value or administer, reputationally harmful, or subject to unacceptable restrictions.

Section 20.2. Restricted Gifts

A donor restriction accepted by the Corporation shall be honored. No officer or employee may promise a material restriction, naming right, refund right, exclusivity, or use limitation outside delegated authority.

Section 20.3. Sponsorships

Corporate sponsorships, cause-marketing arrangements, endorsements, advertising, naming rights, and promotional relationships shall be structured to protect charitable independence, comply with tax rules, avoid misleading statements, and prevent impermissible private benefit.

Section 20.4. Fundraising Integrity

Fundraising communications shall be materially accurate and shall not knowingly misrepresent the Corporation’s mission, use of funds, tax status, program results, or relationship with another organization.

Section 20.5. Donor Privacy

Donor information shall be protected under reasonable privacy and security practices. Donor lists shall not be sold, rented, or shared for unrelated commercial use without lawful authority and appropriate disclosure.

Section 20.6. Gift Returns

Contributions are ordinarily irrevocable. A gift may be returned only when required by law, required by an enforceable restriction, accepted in error, or approved by the Board or authorized officer after considering charitable, tax, donor-reliance, and accounting consequences.

ARTICLE XXI — CORPORATE RECORDS, MINUTES, RETENTION, AND INSPECTION

Section 21.1. Permanent Governance Records

The Corporation shall maintain permanent records of Board and committee minutes, Board actions without meeting, the Articles and amendments, these Bylaws and amendments, significant governance resolutions, tax-exemption determination materials, and other records required by law.

Section 21.2. Accounting Records

The Corporation shall maintain accurate accounting records capable of supporting financial statements, tax filings, grant reports, donor restrictions, payroll, reimbursements, and material transactions.

Section 21.3. Electronic Records

Records may be maintained electronically if they are secure, reasonably accessible, backed up as appropriate, and capable of conversion into legible written form within a reasonable time.

Section 21.4. Minutes

Minutes shall state the date, time, attendance, existence of quorum, material motions or actions, votes when appropriate, recusals and conflicts, and other information reasonably necessary to create an accurate corporate record. Minutes need not be transcripts.

Section 21.5. Inspection and Confidentiality

Records shall be made available to directors as required by law and subject to reasonable safeguards for privilege, privacy, cybersecurity, donor confidentiality, personnel information, and other protected information.

Section 21.6. Public Disclosure

The Corporation shall make its exemption application, determination letter, and annual information returns available for public inspection to the extent required by federal law, subject to lawful redactions.

Section 21.7. Records Policy

The Records-Retention Policy in Appendix C is incorporated into these Bylaws and may be supplemented by Board-approved schedules that do not shorten legally required retention periods.

ARTICLE XXII — ETHICS, WHISTLEBLOWER PROTECTION, AND ANTI-RETALIATION

Section 22.1. Ethical Conduct

Directors, officers, employees, contractors, and volunteers acting for the Corporation shall be expected to act lawfully, honestly, respectfully, and consistently with the Corporation’s mission and policies.

Section 22.2. Reporting Concerns

Any person may report in good faith suspected fraud, misuse of charitable assets, material accounting irregularity, discrimination, harassment, retaliation, safety concern, conflict violation, data-security incident, or other material misconduct to the Chair, Secretary, Treasurer, President, Governance Committee, or another channel designated by policy.

Section 22.3. No Retaliation

The Corporation prohibits retaliation against a person who in good faith raises a concern, participates in an investigation, or refuses to participate in conduct reasonably believed to be unlawful or materially unethical.

Section 22.4. Investigation and Confidentiality

Reports shall be reviewed promptly and objectively. Information shall be shared only with persons who reasonably need it for investigation, legal compliance, protection of persons or assets, or corrective action.

Section 22.5. False Reports

Knowingly false or malicious reports may result in corrective action, but a report is not improper merely because it is unsubstantiated after good-faith investigation.

ARTICLE XXIII — PRIVACY, CYBERSECURITY, DIGITAL SYSTEMS, AND ARTIFICIAL INTELLIGENCE

Section 23.1. Privacy Governance

The Corporation shall collect, use, store, disclose, and dispose of personal information in a manner reasonably consistent with applicable law, published privacy notices, contractual obligations, donor expectations, and the Corporation’s mission.

Section 23.2. Cybersecurity

The Corporation shall maintain cybersecurity practices proportionate to its size and risks, which may include multi-factor authentication, least-privilege access, password management, encryption where appropriate, patching, backups, access logging, vendor review, and incident response.

Section 23.3. Security Incidents

Material loss, compromise, ransomware event, unauthorized access, fraud, or suspected breach involving sensitive information or critical systems shall be escalated promptly under an incident-response process. Required notices to affected persons, regulators, insurers, or partners shall be made when applicable.

Section 23.4. Digital Accounts and Domains

Domain names, cloud accounts, social-media accounts, code repositories, payment processors, app-store accounts, email systems, and other mission-critical digital assets shall be controlled through corporate credentials and documented access procedures rather than relying solely on a single person’s private account whenever reasonably practical.

Section 23.5. Artificial Intelligence

The Board may authorize use of artificial intelligence and automated systems for administration, accessibility, content, research, software development, fundraising, analytics, or program delivery. Material uses shall include reasonable human oversight, privacy and security review, respect for intellectual property, avoidance of deceptive representations, and safeguards appropriate to the risk.

Section 23.6. Automated Decisions

The Corporation shall not knowingly rely solely on an automated system for a high-impact decision affecting eligibility for a material charitable benefit, employment, or similar significant interest when human review is reasonably practicable and appropriate.

ARTICLE XXIV — ACCESSIBILITY, NONDISCRIMINATION, SAFEGUARDING, AND PROGRAM INTEGRITY

Section 24.1. Accessibility Commitment

Because accessibility and inclusion are central to the Corporation’s mission, the Corporation shall make reasonable efforts to design programs, communications, events, digital products, documents, and services so that persons with disabilities can participate meaningfully. The Board may adopt technical accessibility standards and accommodation procedures.

Section 24.2. Nondiscrimination

The Corporation shall not unlawfully discriminate in employment, governance, programs, grants, contracting, volunteer opportunities, or services on any basis protected by applicable law. Mission-related eligibility criteria may be used when lawful and reasonably related to charitable purposes.

Section 24.3. Reasonable Accommodations

The Corporation shall provide reasonable accommodations when required by law and shall maintain a practical process for requesting and responding to accessibility needs.

Section 24.4. Youth and Vulnerable Persons

Before conducting programs involving unsupervised contact with minors or other vulnerable persons, the Corporation shall adopt safeguarding procedures appropriate to the activity, which may include screening, supervision, permission, transportation, communication, photography, data-protection, and incident-reporting rules.

Section 24.5. Program Integrity

Programs shall be evaluated for mission alignment, safety, accessibility, financial integrity, conflicts, measurable objectives where practical, and responsible use of charitable resources.

ARTICLE XXV — INTELLECTUAL PROPERTY, NAME, BRAND, MEDIA, AND LICENSING

Section 25.1. Corporate Intellectual Property

Intellectual property created for the Corporation within the scope of employment, work-made-for-hire arrangements, assignments, grants, or contracts shall be owned, licensed, or administered as provided by applicable agreements and law.

Section 25.2. Preexisting Intellectual Property

Service as a director, officer, employee, volunteer, founder, creator, or contractor does not by itself transfer preexisting trademarks, music, recordings, compositions, software, source code, domains, artwork, photographs, likeness rights, content, trade secrets, or other intellectual property to the Corporation. Any transfer or license shall be documented in writing.

Section 25.3. Mr. Blindbandit Brand

Use by the Corporation of the name, brand, likeness, creative works, music, domains, software, or other intellectual property associated with Mr. Blindbandit shall be governed by ownership records, written licenses, assignments, or other agreements as appropriate. Related-party licensing shall comply with Article XV and be documented on terms consistent with the Corporation's charitable interests.

Section 25.4. Licensing by Corporation

The Corporation may license corporate intellectual property for charitable, educational, promotional, accessibility, open-source, or revenue-generating purposes when consistent with exempt purposes and approved under delegated authority.

Section 25.5. Open Source and Open Educational Resources

The Board or authorized officers may release software, educational content, data, or tools under open-source, Creative Commons, or similar licenses when doing so advances the Corporation's mission and protects confidential, donor-restricted, or third-party materials.

Section 25.6. Media Releases and Public Statements

Only persons authorized by the Board or President may make official statements on behalf of the Corporation. Personal opinions of directors or officers shall not be represented as official corporate positions without authorization.

ARTICLE XXVI — EMPLOYEES, CONTRACTORS, VOLUNTEERS, AND AGENTS

Section 26.1. Employment Authority

Subject to Board-reserved powers, the President or delegated officer may hire, supervise, discipline, and terminate employees; engage contractors and consultants; and appoint volunteers or agents within approved budgets and policies.

Section 26.2. Classification and Contracts

Workers shall be classified and compensated in accordance with applicable law. Material consulting, creative, technology, fundraising, and professional-services relationships should be

documented in written agreements addressing scope, payment, confidentiality, intellectual property, data security, and termination as appropriate.

Section 26.3. Volunteers

Volunteers serve without compensation unless expressly approved for a separate compensated role. The Corporation may reimburse reasonable volunteer expenses and may require confidentiality, conduct, safeguarding, background-check, or intellectual-property agreements appropriate to the role.

Section 26.4. No Authority by Title Alone

No employee, contractor, volunteer, ambassador, advisor, or agent may bind the Corporation merely because of a title. Authority must arise from law, these Bylaws, Board action, or a valid delegation.

ARTICLE XXVII — INDEMNIFICATION, INSURANCE, AND LIMITATION OF LIABILITY

Section 27.1. Indemnification

To the fullest extent permitted by the Virginia Nonstock Corporation Act and other applicable law, the Corporation shall provide mandatory indemnification when required and may indemnify directors, officers, employees, and agents for liabilities and reasonable expenses arising from service to the Corporation when the applicable legal standards are satisfied.

Section 27.2. Advancement of Expenses

The Corporation may advance or reimburse reasonable defense expenses to the extent permitted by law and subject to any undertaking, authorization, or repayment obligation required by law or Board policy.

Section 27.3. Prohibited Indemnification

No person shall be indemnified for willful misconduct, knowing violation of criminal law, impermissible private benefit, or any matter for which indemnification is prohibited by controlling law.

Section 27.4. Insurance

The Corporation may purchase directors-and-officers liability, general liability, cyber, employment practices, property, crime, fiduciary, event, professional, volunteer, or other insurance that the Board considers appropriate.

Section 27.5. Nonexclusive Rights

Rights under this Article are in addition to rights available under the Articles, statute, contract, insurance, or Board resolution, subject to legal limits.

ARTICLE XXVIII — TAX COMPLIANCE, PUBLIC DISCLOSURE, LOBBYING, AND POLITICAL ACTIVITY

Section 28.1. Federal and State Filings

The Corporation shall timely file required federal, state, and local tax, annual-report, charitable-solicitation, payroll, licensing, and other governmental filings or valid extensions.

Section 28.2. Form 990 Review

Before filing the Corporation's annual information return, the return shall be provided to the Board or a Board-designated committee for review to the extent practicable. The filing officer or preparer remains responsible for accuracy within assigned duties.

Section 28.3. Unrelated Business Activities

The Corporation may conduct revenue-generating activity that is substantially related to exempt purposes or otherwise lawful. Material unrelated business activity shall be reviewed for tax, exemption, and structuring consequences.

Section 28.4. Lobbying Controls

Advocacy and lobbying shall be tracked and managed so they do not exceed limits applicable to the Corporation. The Board may designate persons authorized to speak on legislative matters.

Section 28.5. Political Neutrality of Corporate Resources

Corporate funds, staff time, digital accounts, websites, mailing lists, facilities, events, and other resources shall not be used for prohibited candidate campaign intervention. Directors and officers retain personal civic rights but shall not imply that personal political activity is endorsed by the Corporation.

ARTICLE XXIX — AFFILIATES, JOINT VENTURES, SUBSIDIARIES, AND RELATED ENTITIES

Section 29.1. Separate Legal and Financial Identity

The Corporation may collaborate with nonprofit or for-profit entities but shall maintain separate books, bank accounts, governance records, tax identities, contracts, and assets unless a lawful transaction expressly provides otherwise.

Section 29.2. Affiliated Organizations

The Board may create, acquire, control, or participate in subsidiaries, disregarded entities, fiscal sponsorships, joint ventures, or other affiliates when lawful and reasonably expected to further exempt purposes or protect charitable assets.

Section 29.3. Joint Ventures

Any material joint venture with a taxable entity shall include governance, control, financial, and mission safeguards reasonably designed to preserve charitable purposes and prevent impermissible private benefit.

Section 29.4. For-Profit Relationships

Transactions between the Corporation and a business owned or controlled by a director, officer, founder, family member, or related person shall be treated as related-party transactions under Article XV and shall not involve commingling or undocumented transfers.

Section 29.5. Fiscal Sponsorship

If the Corporation serves as fiscal sponsor or receives sponsorship from another exempt organization, the relationship shall be governed by a written agreement describing charitable purpose, discretion and control, fees, reporting, asset ownership, and termination.

ARTICLE XXX — EMERGENCY GOVERNANCE, BUSINESS CONTINUITY, AND DISASTER AUTHORITY

Section 30.1. Emergency Bylaws Authority

The Board may adopt emergency bylaws or emergency procedures to the extent permitted by the Virginia Nonstock Corporation Act. Emergency provisions become effective only during a qualifying emergency and cease when the emergency ends.

Section 30.2. Emergency Procedures

Emergency procedures may address notice, meeting methods, alternate or substitute decision-makers, temporary quorum procedures, succession, financial access, cybersecurity response, preservation of records, relocation of operations, and continuation of critical charitable services, to the extent legally permitted.

Section 30.3. Continuity Plan

The Corporation shall maintain practical continuity arrangements for critical records, credentials, financial accounts, domains, cloud systems, donor data, tax records, and executive succession. At least one secure backup of critical governance and financial records should be maintained separately from the primary system.

Section 30.4. Good-Faith Emergency Action

Good-faith actions taken under lawful emergency authority shall be documented as soon as reasonably practicable and presented to the Board for confirmation or further direction.

ARTICLE XXXI — AMENDMENTS, INTERPRETATION, STATUTORY CONFORMITY, AND SEVERABILITY

Section 31.1. Amendment of Bylaws

These Bylaws may be amended, restated, repealed, or replaced by the affirmative vote of two-thirds of the directors then in office at a duly called meeting, provided that notice of the proposed amendment or a summary of its substance is delivered at least seven days before the meeting. The Board may waive the seven-day period only by unanimous consent.

Section 31.2. Restrictions on Amendments

No amendment may authorize private inurement, prohibited political campaign intervention, a purpose inconsistent with Section 501(c)(3), distribution of charitable assets contrary to the Articles, or any action inconsistent with controlling law.

Section 31.3. Statutory Conformity

References to statutes, regulations, and tax provisions include amendments, renumberings, successor provisions, and controlling interpretations. If a future change in law grants additional permissible governance flexibility, the Board may adopt that flexibility by resolution or amendment when affirmative adoption is required.

Section 31.4. Automatic Legal Override

If any provision becomes unlawful or unenforceable because of a change in controlling law, that provision shall be automatically limited to the maximum lawful scope without invalidating the remaining Bylaws.

Section 31.5. Severability

If any provision is held invalid or unenforceable, the remaining provisions remain effective unless the invalid provision is essential to the overall governance structure and cannot reasonably be severed.

Section 31.6. Periodic Review

The Governance Committee, Secretary, or another Board designee should review these Bylaws at least every three years and after material changes in law, tax status, organizational structure, or mission.

ARTICLE XXXII — DISSOLUTION AND WINDING UP

Section 32.1. Authorization

Voluntary dissolution shall be authorized in the manner required by the Articles, these Bylaws, and the Virginia Nonstock Corporation Act. Board approval requires at least the vote otherwise required by law and, as an internal governance standard, not less than two-thirds of directors then in office unless a different mandatory rule controls.

Section 32.2. Winding Up

Upon dissolution, the Corporation shall cease ordinary activities except as necessary to wind up, collect and protect assets, discharge liabilities, complete or transfer charitable commitments, preserve records, satisfy donor restrictions, make required filings, and distribute remaining assets.

Section 32.3. Distribution of Assets

Remaining assets shall be distributed exactly as required by the Articles: exclusively for one or more purposes described in Section 501(c)(3), or to the United States or a state or local government for a public purpose, after payment or adequate provision for lawful liabilities.

Section 32.4. No Insider Distribution

No director, officer, founder, donor, employee, or other private person has a right to the Corporation's charitable assets upon dissolution except for lawful debts, reasonable compensation, reimbursement, or other enforceable obligations.

ARTICLE XXXIII — MISCELLANEOUS GOVERNANCE PROVISIONS

Section 33.1. Parliamentary Guidance

Meetings may be conducted using reasonable parliamentary procedure. Robert's Rules of Order Newly Revised may be used as a guide when useful, but it does not override law, the Articles, these Bylaws, or a valid Board rule of procedure.

Section 33.2. Corporate Seal

The Corporation may adopt a corporate seal but is not required to use one unless required by law or a specific transaction.

Section 33.3. Electronic and Counterpart Documents

Corporate documents may be executed in counterparts, including electronic counterparts, each of which is treated as an original and all of which together constitute one instrument to the extent permitted by law.

Section 33.4. Headings

Article and section headings are for convenience and do not limit substantive meaning.

Section 33.5. Pronouns and Number

Words in the singular include the plural when context requires, and gendered terms shall be read inclusively.

Section 33.6. Effective Date

These Bylaws are adopted effective October 1, 2026, subject to valid adoption under applicable law and, if necessary, the effectiveness of the Corporation's legal formation.

APPENDIX A — INITIAL DIRECTORS AND OFFICERS

This schedule records the initial leadership structure and may be updated by Board resolution without amending the operative text of these Bylaws, so long as the update is consistent with the Articles and applicable law.

Name	Initial Office(s)
Kaeleb Savon Heck	President; Chief Executive Officer; Director
Emma Hinabe Heck	Executive Vice President; Chief Operating Officer; Director
Celyne Richell Heck	Treasurer; Chief Financial Officer; Director
Eileen H. Anderson	Secretary; Chief Governance Officer; Director
Christopher Andrew Hall Jr.	Chief Strategy Officer; Director
Firmina Jaictin Hinabe	Chief Programs Officer; Director
Christine Faith Lackey	Chair of the Board; Director

Principal Office: 7263 Mount Chestnut Road, Roanoke, Virginia 24018.

Initial Registered Agent: Kaeleb Savon Heck, at the registered office stated in the Articles.

Primary Corporate Email for general administrative correspondence: business@mrblindbandit.net.

APPENDIX B — CONFLICT-OF-INTEREST POLICY AND ANNUAL DISCLOSURE

1. Purpose. This policy protects the Corporation when it considers a transaction or arrangement that may benefit the private interest of a director, officer, key employee, substantial contributor, family member, or related entity.

2. Duty to Disclose. An interested person shall disclose the existence and material facts of an actual, potential, or perceived conflict before the Corporation takes action on the matter.

3. Determining Whether a Conflict Exists. After disclosure and any requested factual presentation, the interested person shall leave the discussion while Disinterested Directors determine whether a conflict exists.

4. Procedures. If a conflict exists, the Board or committee shall consider reasonable alternatives when practicable, determine whether the proposed arrangement is fair and in the Corporation’s best interests, and approve it only by the affirmative vote of the Disinterested Directors required by law and these Bylaws.

5. Compensation Matters. A person receiving compensation from the Corporation may not vote on that person’s compensation. Compensation decisions should use appropriate comparability information and contemporaneous documentation when practicable.

6. Violations. If the Board has reasonable cause to believe a person failed to disclose a conflict, it shall inform the person, allow an explanation, and take corrective action if warranted.

7. Records. Minutes shall identify the conflict, disclosures, recusals, alternatives considered, comparability data if any, persons voting, and result.

8. Annual Statements. Each director and officer shall annually acknowledge the duty to disclose conflicts and identify material financial, family, employment, ownership, board, vendor, donor, licensing, and other relationships that could affect independent judgment.

9. Periodic Reviews. The Board shall periodically review compensation, related-party arrangements, partnerships, and use of affiliated entities to help ensure consistency with charitable purposes and avoidance of private inurement.

ANNUAL DISCLOSURE FORM

Name: _____

Role(s): _____

Entities in which I or an immediate family member has a material ownership, employment, governance, or financial interest that may interact with the Corporation:

_____

_____

Other relationships or circumstances that could reasonably present an actual, potential, or perceived conflict:

_____

_____

I have received or had access to the Corporation’s conflict-of-interest policy; I agree to disclose relevant conflicts promptly; and the information above is complete to the best of my knowledge.

Electronic or written signature: _____ Date: _____

APPENDIX C — WHISTLEBLOWER AND RECORDS-RETENTION POLICY

A. Whistleblower Channel. Good-faith concerns may be reported to the Chair, Secretary/Chief Governance Officer, Treasurer/Chief Financial Officer, President, or another Board-designated channel. A report involving one of those persons should be directed to another noninvolved director.

B. Anti-Retaliation. No person may be retaliated against for good-faith reporting, participation in an investigation, or refusal to engage in reasonably suspected unlawful conduct.

C. Preservation Hold. No record subject to a subpoena, audit request, investigation, litigation hold, governmental inquiry, donor dispute, insurance claim, or other preservation duty may be destroyed until the hold is formally released.

D. Baseline Retention Schedule. Longer periods control whenever required by law, contract, grant, insurance, tax rule, or litigation hold.

Retention	Records
Permanent	Articles and amendments; Bylaws and amendments; Board and Board-committee minutes and written consents; tax-exemption application and determination; material governance resolutions; annual audited financial statements if any; major intellectual-property ownership records; significant property deeds; dissolution records.
At least 7 years	General ledgers; bank and payment processor statements; invoices; receipts; expense records; donor restriction records; grant files; scholarship files; contracts after expiration; insurance policies after expiration; significant vendor records; tax workpapers; payroll and employment tax support unless a longer period applies.
At least 7 years after separation	Material personnel files, compensation approvals, contractor classification records, and employment agreements, subject to applicable privacy and employment-law requirements.
At least 3 years	Routine administrative correspondence, nonmaterial operational records, superseded drafts, and routine vendor communications unless another category applies.
Secure deletion when no longer needed	Passwords, access tokens, copies of identity documents, background-check materials, and sensitive personal data shall be retained only as long as reasonably necessary or legally required, then securely destroyed or deleted.

APPENDIX D — GIFT, GRANT, AND FINANCIAL-CONTROL PROTOCOL

1. Gifts. Material restricted gifts, noncash gifts with carrying costs, closely held interests, real estate, cryptocurrency, intellectual property, gifts requiring naming rights, and gifts from related persons should receive review appropriate to risk before acceptance.

2. Grants. Each material grant file should identify the charitable purpose, recipient, amount, approval, conflict review, restrictions, payment record, and required reporting. Foreign grants receive additional legal and compliance review appropriate to the recipient and jurisdiction.

3. Payment Controls. The Board shall establish spending and signature thresholds by resolution. Material payments should involve two-person review when practical, and no person should approve a payment to that same person without independent approval.

4. Corporate Cards. Cards and payment accounts shall be issued only to authorized persons, used only for corporate purposes, supported by receipts or equivalent records, and reviewed by someone other than the cardholder when practical.

5. Cash Handling. Cash receipts shall be counted, documented, deposited promptly, and reconciled using dual control when practical.

6. Restricted Funds. Restricted gifts and grants shall be coded and tracked separately enough to demonstrate compliance with restrictions.

7. Fraud Response. Suspected fraud or diversion of assets shall be escalated promptly to disinterested leadership and, when appropriate, insurers, auditors, financial institutions, law enforcement, or regulators as required by law and Board determination.

APPENDIX E — ELECTRONIC GOVERNANCE AND SIGNATURE PROTOCOL

1. Approved Channels. The Corporation may use email, secure cloud storage, electronic-signature platforms, virtual meeting systems, governance portals, encrypted messaging, and other Board-approved systems.

2. Identity. Corporate actions should use accounts or authentication methods reasonably sufficient to identify the acting person. Multi-factor authentication should be used for mission-critical systems whenever reasonably available.

3. Board Consents. A written consent may be signed electronically when legally valid. The Secretary shall preserve the consent and associated authentication or transmission record when practical.

4. Remote Meetings. The meeting platform must permit participating directors to hear one another simultaneously when required by Virginia law. The minutes shall identify remote participation.

5. Digital Minutes. Draft minutes may be circulated electronically. Approval may occur at a meeting or through a lawful written-consent process. The approved version shall be preserved as the official record.

6. Counterparts. Documents may be signed in counterparts. Scanned, electronically signed, or digitally authenticated counterparts may be retained as corporate originals when legally sufficient.

7. Critical Credentials. Administrative control of domains, banking, payment processors, tax accounts, source-code repositories, cloud infrastructure, and app-store or platform accounts should not depend permanently on a single person. Recovery methods and ownership records shall be maintained securely.

APPENDIX F — EXECUTIVE COMPENSATION AND REBUTTABLE-PRESUMPTION PROCEDURE

Purpose. This policy establishes a disciplined process for approving compensation and benefits for officers, directors, key employees, founders, family members, and other persons whose compensation could raise private-inurement or excess-benefit concerns. It is intended to support reasonable compensation, independent decision-making, transparent records, and, when applicable, the rebuttable presumption of reasonableness described in Internal Revenue Code Section 4958 and Treasury Regulation Section 53.4958-6.

F.1. Covered Arrangements

- Salary, wages, consulting fees, bonuses, commissions, severance, deferred compensation, retirement benefits, stipends, housing or travel benefits, fringe benefits, noncash benefits, licensing payments, and any other economic benefit provided in exchange for services.
- New employment or service arrangements, renewals, material changes, discretionary bonuses, and transactions involving the use or transfer of property where a covered person may receive an economic benefit.

F.2. Disinterested Approval

Compensation for the President/Chief Executive Officer, Executive Vice President/Chief Operating Officer, Treasurer/Chief Financial Officer, any other key employee, and any director or officer who is a Related Person shall be approved in advance by the Board or an authorized compensation committee composed solely of directors who do not have a conflict of interest regarding the arrangement. A person whose compensation is being considered, and any director whose family or economic relationship creates a conflict, shall not vote and shall not attempt to influence the decision.

F.3. Comparability Data

Before approval, the authorized body shall obtain and rely on appropriate comparability information reasonably suited to the Corporation’s size, location, budget, mission, responsibilities, qualifications required, time commitment, and complexity. Sources may include compensation surveys, public Form 990 data, written salary studies, comparable nonprofit job postings, independent compensation consultants, and data from similarly situated organizations. When the Corporation has gross receipts below the threshold applicable to the small-organization comparability rule, the Board should seek data from at least three comparable organizations when reasonably available.

F.4. Contemporaneous Documentation

The minutes or written consent shall record the terms approved, approval date, directors present, directors voting, all recusals, the comparability information considered and how it was obtained, and the basis for concluding that compensation is reasonable. The basis shall be documented no later than the later of the next meeting of the approving body or sixty days after final action, and the record shall be reviewed and approved as reasonable, accurate, and complete within a reasonable time thereafter.

F.5. Family Relationships

No spouse, parent, child, sibling, in-law, household member, controlled business associate, or other director with a material personal or financial interest may participate in determining the compensation of the related person. Family relationships do not automatically prohibit service, but compensation decisions involving family members require heightened independence, comparability, recusal, and documentation.

F.6. No Automatic Compensation by Title

Holding an office or Board title does not create a right to compensation. Compensation must correspond to actual services needed by the Corporation, be reasonable in amount, and be separately authorized. Board service is ordinarily uncompensated unless the Board affirmatively approves reasonable Board compensation under applicable law and this policy.

F.7. Annual Review

Compensation for the top management official and other material compensated insiders shall be reviewed at least annually or when there is a material change in duties or compensation. The Board shall consider total compensation from the Corporation and related organizations, not merely base salary.

F.8. Corrective Action

If the Board identifies possible excessive compensation, private inurement, or an excess-benefit transaction, Disinterested Directors shall promptly obtain appropriate tax or legal guidance, consider correction, repayment, modification, reporting, and internal-control improvements, and document the response.

APPENDIX G — GIFT ACCEPTANCE POLICY

Purpose. The Corporation welcomes charitable gifts that advance its mission while protecting the Corporation from assets or restrictions that are unlawful, excessively burdensome, inconsistent with charitable purposes, difficult to administer, or likely to expose the Corporation to unreasonable financial, legal, reputational, or environmental risk.

G.1. Generally Acceptable Gifts

- Cash, checks, ACH or wire transfers, publicly traded securities, ordinary online donations, and other readily liquid assets may ordinarily be accepted within delegated authority.
- In-kind goods or services may be accepted when useful to the Corporation, consistent with mission, and not subject to unreasonable restrictions or carrying costs.

G.2. Gifts Requiring Enhanced Review

- Real estate; closely held or restricted securities; partnership, LLC, or private-company interests; cryptocurrency or other volatile digital assets; vehicles; tangible property with material storage or maintenance costs; intellectual property; royalties; life-insurance interests; planned gifts; bargain sales; gifts involving debt; gifts from Related Persons; and gifts carrying naming, exclusivity, endorsement, refund, or significant use restrictions.

- Gifts that could create unrelated business taxable income, environmental liability, sanctions exposure, privacy obligations, licensing duties, or material administrative burdens.

G.3. Authority to Accept or Decline

Routine gifts may be accepted by authorized officers. Gifts requiring enhanced review must be approved by the Board, a designated committee, or an officer acting within a written Board delegation. The Corporation may decline any gift when acceptance is not in its best charitable interests.

G.4. Donor Restrictions and Independence

The Corporation shall not accept a restriction that requires unlawful conduct, impermissible private benefit, prohibited political campaign intervention, control by the donor over internal governance, or conduct inconsistent with the Articles or mission. Donors may restrict charitable use, but the Corporation retains control over its operations and fiduciary duties.

G.5. Valuation and Tax Advice

The Corporation does not provide donors with legal or tax advice and does not represent the fair market value of noncash gifts except as required by law. Donors are responsible for obtaining independent appraisals when applicable. The Corporation shall complete donor acknowledgment and reporting forms only to the extent required and appropriate.

G.6. Gift Returns

Completed charitable gifts are generally irrevocable. A gift may be returned only when required by law, required by an enforceable restriction, accepted because of material error, or approved by the Board or authorized officers after considering donor intent, tax consequences, accounting treatment, and protection of charitable assets.

APPENDIX H — EXPANDED RECORDS-RETENTION AND DESTRUCTION SCHEDULE

Purpose. This schedule supplements Appendix C. If a law, contract, grant, insurer, audit, investigation, litigation hold, subpoena, tax requirement, or other binding obligation requires longer retention, the longer period controls. Records may be kept electronically if they remain secure, authentic, readable, retrievable, and capable of reproduction.

Record Category	Minimum Retention	Examples / Notes
Corporate governance	Permanent	Articles, amendments, bylaws, Board and Board-committee minutes, written consents, significant governance resolutions, director/officer rosters, merger or dissolution records.

Record Category	Minimum Retention	Examples / Notes
Federal tax exemption	Permanent	Form 1023 or 1023-EZ filing materials, attachments, IRS determination letters, correspondence materially affecting exempt status, Section 501(h) election if made.
Annual tax and information returns	Permanent copy; supporting workpapers at least 7 years	Form 990-series returns, state charitable filings, unrelated business income returns, schedules, extensions, and material supporting workpapers.
Financial statements and ledgers	Permanent for audited financial statements; at least 7 years for ledgers and working statements	General ledger, trial balances, audited or reviewed statements, management financials, reconciliations, journal entries.
Banking and payment records	At least 7 years	Bank statements, canceled checks or images, ACH/wire records, merchant processor records, deposit records, card statements, payment approvals.
Contributions and donor restrictions	At least 7 years after restriction is satisfied; permanent for major endowment or perpetual restrictions	Gift agreements, donor acknowledgments, restriction records, pledge agreements, major donor correspondence affecting use of funds.
Grants and scholarships	At least 7 years after final report or closeout	Applications, award decisions, scoring, conflict reviews, grant agreements, expenditure reports, monitoring, scholarship selection records.
Contracts and leases	At least 7 years after expiration or termination	Vendor, consulting, employment, licensing, sponsorship, facility, cloud-service, insurance, grant, and partnership agreements.
Intellectual property	Permanent while rights exist, plus at least 7 years after expiration or disposition	Assignments, licenses, trademark and copyright registrations, source-code ownership records, releases, domain ownership documentation.

Record Category	Minimum Retention	Examples / Notes
Employment and compensation	At least 7 years after separation or final payment, or longer if law requires	Employment agreements, compensation approvals, comparability data, payroll records, performance records, benefits records, contractor classification records.
Expense reimbursements	At least 7 years	Receipts, mileage logs, travel documentation, accountable-plan substantiation, approvals.
Insurance and claims	Policies at least 7 years after expiration; claim files at least 7 years after closure; permanent for major unresolved or long-tail matters	D&O, general liability, cyber, property, workers compensation, claims, notices, coverage correspondence.
Real property and major assets	Permanent while owned, plus at least 7 years after disposition	Deeds, surveys, title records, environmental reports, appraisals, acquisition/disposition approvals, major equipment records.
Regulatory and litigation matters	Permanent for final orders and material settlements; other records at least 7 years after closure	Government inquiries, subpoenas, investigations, legal opinions, litigation, settlement agreements, compliance remediation.
Cybersecurity and privacy incidents	At least 7 years after closure, or longer if law/insurance requires	Incident reports, breach notices, forensic findings, material access logs preserved for an incident, remediation records.
Routine administrative records	3 years unless needed longer	Routine correspondence, superseded procedures, ordinary scheduling records, duplicate working copies.
Security credentials and sensitive identity data	Only as long as operationally or legally necessary	Passwords, recovery codes, tokens, identity-document copies, background-check data. Securely delete when no longer required and never retain solely for convenience.

H.1. Litigation and Investigation Holds

Whenever litigation, an audit, a governmental inquiry, a subpoena, an insurance claim, an internal investigation, or another preservation duty is pending or reasonably anticipated, ordinary destruction shall stop for potentially relevant records until the Secretary, counsel, or another authorized person releases the hold.

H.2. Secure Destruction

Records eligible for destruction shall be disposed of in a manner appropriate to their sensitivity, including secure deletion, shredding, credential revocation, or vendor-certified destruction when appropriate. Destruction must never be used to conceal wrongdoing, frustrate an investigation, or evade a legal obligation.

APPENDIX I — BOARD INDEPENDENCE AND FAMILY-RELATIONSHIP GOVERNANCE POLICY

Purpose. The Corporation recognizes that family members and founders may provide valuable leadership, while also recognizing that independent oversight is especially important when compensation, contracts, grants, licensing, reimbursements, or other transactions may benefit insiders. This policy establishes safeguards without automatically disqualifying relatives from service.

I.1. Independent Oversight Objective

The Board shall use reasonable efforts to maintain enough Independent Directors to permit meaningful disinterested review of compensation, related-party transactions, major contracts, executive performance, financial controls, and other conflict-sensitive matters. The Corporation shall not represent a director as independent when applicable Form 990 standards or the facts do not support that characterization.

I.2. Family Voting Restrictions

A director shall not vote on compensation, grants, contracts, reimbursements, employment terms, licensing arrangements, or disciplinary matters involving that director or a family member when a material conflict exists. Related directors shall leave deliberation when requested by the Disinterested Directors.

I.3. Independent Approval Where Feasible

Whenever a matter materially benefits the President/Chief Executive Officer, Executive Vice President/Chief Operating Officer, or another officer who is related to a voting director, approval should be obtained from a majority of Disinterested Directors who are not subordinate to or economically dependent on the benefited person.

I.4. Annual Relationship Mapping

As part of the annual conflict disclosure process, directors and key officers shall identify reportable family and business relationships relevant to Form 990 and conflict review. The Secretary or Governance Committee shall maintain a confidential relationship map sufficient to support accurate filings and recusals.

I.5. No Preferential Access to Charitable Benefits

Family relationship to a director, officer, founder, donor, or employee shall not provide preferential eligibility for scholarships, grants, aid, contracts, employment, or program benefits except where a lawful and independently reviewed arrangement provides services needed by the Corporation on reasonable terms.

APPENDIX J — RELATED-PARTY TRANSACTIONS AND EXCESS-BENEFIT SAFEGUARDS

Purpose. This policy supplements Article XV and Appendix B by creating a documented approval procedure for transactions involving insiders, entities they control, or persons whose relationship to a decision-maker could create a material conflict or excess-benefit risk.

J.1. Covered Transactions

- Employment, consulting, vendor, licensing, lease, loan, sale, purchase, sponsorship, grant, scholarship, reimbursement, intellectual-property, real-estate, financing, or other arrangements involving a Related Person.
- Transactions with an entity in which a director, officer, key employee, substantial contributor, or family member has a material ownership, governance, employment, or financial interest.

J.2. Approval Requirements

Before approval, the interested person shall disclose all material facts. The Corporation shall consider alternatives or market information when reasonably available. Only Disinterested Directors may vote. Approval requires a finding that the arrangement is fair, reasonable, mission-consistent, and in the Corporation's best interests, and that it does not confer impermissible private benefit.

J.3. Fair-Market-Value Support

Where money, property, licensing rights, services, or other economic benefits are exchanged, the Corporation shall obtain reasonable evidence of fair market value. Evidence may include bids, appraisals, market quotes, public comparables, compensation surveys, independent professional opinions, or other reliable data appropriate to the transaction.

J.4. No Loans to Insiders Without Specific Review

The Corporation shall not make a loan to a director or officer except where expressly lawful, demonstrably charitable or business-necessary, and approved after specific legal and conflict review. Ordinary travel advances and accountable expense reimbursements are not treated as loans when timely substantiated and reconciled.

J.5. Excess-Benefit Correction

If a transaction is later determined or reasonably suspected to provide an excess benefit, the Corporation shall seek prompt correction, which may include repayment, return of property, cancellation or modification of the arrangement, interest or other correction required by law, and appropriate tax reporting.

APPENDIX K — FORM 990, TAX FILING, AND PUBLIC DISCLOSURE REVIEW POLICY

Purpose. This policy establishes a documented process for Board awareness of annual information returns, tax compliance, public disclosure obligations, and material representations concerning governance, compensation, related organizations, conflicts, and charitable activities.

K.1. Board Review of Form 990

Before Form 990 or a successor annual information return is filed, a complete draft shall be provided to all voting directors or to a Board-authorized committee with enough time for meaningful review when practicable. The Board is not required to prepare the return, but directors should be given an opportunity to ask questions and identify material inaccuracies.

K.2. Governance Questionnaire Accuracy

The Secretary, Treasurer, or preparer shall verify that answers concerning Board independence, family and business relationships, conflict-of-interest practices, whistleblower policy, document retention, compensation-setting process, chapters or affiliates, and public disclosure accurately describe the Corporation's actual practices for the reporting period.

K.3. Material Tax Matters

The Treasurer or authorized tax professional shall promptly inform the Board of material notices, penalties, unrelated business income issues, payroll-tax problems, charitable-registration issues, excise-tax exposure, or facts that could materially affect exempt status.

K.4. Public Inspection

The Corporation shall maintain and provide public access to its exemption application, determination letter, and annual information returns to the extent required by federal law. Donor names and other information exempt from public disclosure shall be protected as permitted or required by law.

K.5. No False Governance Certifications

The Corporation shall not adopt policies merely to answer governance questions affirmatively. Policies shall be implemented in practice, and annual filings shall describe actual procedures rather than aspirational practices that were not followed.

APPENDIX L — EXPENSE REIMBURSEMENT AND ACCOUNTABLE PLAN POLICY

Purpose. The Corporation intends reimbursements and advances for business expenses to satisfy the requirements of an accountable plan to the extent applicable, prevent personal use of charitable assets, and create consistent documentation for directors, officers, employees, volunteers, and contractors.

L.1. Business Connection

Reimbursable expenses must have a bona fide connection to Corporation business or charitable programs, be reasonable in amount, and not constitute a personal expense disguised as a corporate expenditure.

L.2. Substantiation

The person seeking reimbursement shall timely provide receipts or equivalent evidence and a description of business purpose, date, amount, location, participants when relevant, mileage or travel details when applicable, and any other information reasonably required by policy or tax rules.

L.3. Return of Excess Advances

Any advance exceeding properly substantiated expenses shall be returned promptly. Repeated failure to substantiate or return advances may result in suspension of advance privileges, payroll treatment where required, or other corrective action.

L.4. Approval

No person may be the sole approver of that person's own reimbursement. Reimbursements to the President/Chief Executive Officer shall be reviewed by the Treasurer, Chair, or another Disinterested Director designated by the Board. Reimbursements to the Treasurer shall be reviewed by another authorized officer or director.

L.5. Travel and Hospitality

Travel class, lodging, meals, ground transportation, accessibility accommodations, companion or support-person expenses when reasonably necessary for accessibility or safety, and other travel costs shall be reasonable under the circumstances and documented. Personal extensions or upgrades are the traveler's responsibility unless separately approved as reasonable compensation or accommodation.

APPENDIX M — RESTRICTED FUNDS AND DONOR INTENT POLICY

Purpose. The Corporation shall honor lawful donor restrictions and grant conditions while preserving the Board's fiduciary control over charitable assets and avoiding promises that improperly surrender governance authority.

M.1. Acceptance of Restrictions

Only authorized persons may accept a restricted gift or grant. Material restrictions, perpetual restrictions, endowment terms, naming rights, refund rights, or restrictions affecting staffing, governance, vendors, content, or program eligibility require heightened review.

M.2. Accounting and Tracking

Restricted contributions shall be separately identified in the accounting system or subsidiary records so that the Corporation can demonstrate the amount received, permitted uses, expenditures charged, remaining balance, and satisfaction or release of restrictions.

M.3. Donor Intent and Impossibility

If a restriction becomes impossible, impracticable, unlawful, wasteful, or inconsistent with current charitable needs, the Corporation shall seek donor consent, court modification, statutory relief, or another lawful solution rather than simply disregarding the restriction.

M.4. No Donor Control of Governance

A donor may not reserve authority to appoint or remove officers, direct day-to-day operations, approve Board decisions, require prohibited political activity, or otherwise exercise control inconsistent with the Board's fiduciary duties unless a lawful governance arrangement is expressly authorized by the Articles and applicable law.

APPENDIX N — GRANTS, SCHOLARSHIPS, AND CHARITABLE ASSISTANCE POLICY

Purpose. This policy promotes objective, mission-based selection and accountable use of charitable funds when the Corporation provides grants, scholarships, awards, emergency assistance, equipment, services, or other benefits to organizations or individuals.

N.1. Written Criteria

Each material grant or assistance program shall have written or documented eligibility criteria reasonably related to the Corporation's charitable purposes. Criteria may consider disability, educational need, financial need, community impact, artistic or technical merit, geographic area, or other lawful mission-related factors.

N.2. Selection and Conflicts

Selection shall be conducted by persons capable of objective review. A reviewer with a conflict involving an applicant shall disclose the conflict and recuse when appropriate. Grants or scholarships shall never be awarded as disguised compensation, donor benefit, or preferential assistance to insiders.

N.3. Documentation

The Corporation shall maintain applications or nomination materials, evaluation or approval records, conflict disclosures, award terms, payment records, and reports appropriate to the size and nature of the award.

N.4. Organizational Grants

Before a material grant to another organization, the Corporation shall take reasonable steps to confirm the recipient's identity, charitable or program suitability, intended use, and absence of material sanctions or diversion concerns. Additional controls shall be used for foreign grants or grants to non-charitable entities when required by law.

N.5. Scholarships and Individual Assistance

Scholarship and individual-assistance decisions shall use objective or mission-related standards and shall not be earmarked by donors for specific individuals in a manner that defeats the Corporation's discretion and control.

APPENDIX O — FUNDRAISING, SPONSORSHIP, AND CHARITABLE SOLICITATION COMPLIANCE POLICY

Purpose. The Corporation shall conduct fundraising in a truthful, respectful, lawful, and mission-consistent manner and shall maintain required registrations, disclosures, and records for the jurisdictions in which it solicits contributions when applicable.

O.1. Truthful Solicitations

Fundraising statements shall not materially misrepresent tax status, program results, urgency, use of funds, percentage of donations used for a program, relationship with another organization, deductibility, matching gifts, or donor benefits.

O.2. Solicitation Compliance

Before materially expanding fundraising into a new state or jurisdiction, the Corporation shall consider whether charitable-solicitation registration, exemption filings, commercial co-venture rules, professional fundraiser contracts, fundraising disclosures, or local permits apply.

O.3. Professional Fundraisers and Platforms

Material fundraising vendors, donation platforms, commercial co-venturers, and paid solicitors shall be subject to reasonable due diligence, written agreements, fee transparency, data-security review, donor-data protections, and compliance with applicable registration or reporting requirements.

O.4. Sponsorship Versus Advertising

Sponsorship benefits shall be structured and documented with attention to federal tax rules distinguishing qualified sponsorship payments from advertising or other taxable arrangements. Material endorsement, exclusivity, comparative claims, or promotional obligations require review.

O.5. Donor Choice and Privacy

The Corporation shall respect lawful donor communication preferences and shall protect donor personal information consistent with its privacy policies and applicable law.

APPENDIX P — FINANCIAL RESERVES AND LIQUIDITY POLICY

Purpose. A reasonable operating reserve can protect continuity of charitable services, prevent crisis-driven borrowing, and support responsible long-term planning. This policy does not require the Corporation to accumulate funds beyond its charitable needs and does not authorize speculative investment.

P.1. Reserve Objective

As resources permit, the Corporation should work toward an unrestricted operating reserve appropriate to its revenue volatility, fixed costs, grant cycles, program obligations, insurance coverage, technology dependencies, and other risks. The Board may set or revise a target expressed in months of ordinary operating expense or another reasonable measure.

P.2. Use of Reserves

Use of Board-designated reserves should ordinarily require Board approval or approval under a written emergency delegation. Appropriate uses may include revenue disruption, uninsured loss, critical system recovery, temporary cash-flow needs, legal or regulatory emergencies, or strategic mission opportunities consistent with charitable purposes.

P.3. Replenishment

When reserves are used materially, management shall present a reasonable replenishment plan unless the Board determines replenishment is not necessary or practical.

P.4. Restricted Funds Excluded

Donor-restricted, grant-restricted, endowment, or other legally restricted funds shall not be treated as unrestricted operating reserves unless their restrictions permit the proposed use.

APPENDIX Q — ANTI-FRAUD, DIVERSION OF ASSETS, AND INTERNAL INVESTIGATION POLICY

Purpose. The Corporation prohibits fraud, theft, embezzlement, kickbacks, falsified records, unauthorized diversion of charitable assets, undisclosed self-dealing, misuse of payment credentials, and intentional circumvention of internal controls.

Q.1. Duty to Report

Directors, officers, employees, contractors, and volunteers who reasonably suspect material fraud or diversion should report the concern promptly through a whistleblower channel or directly to a Disinterested Director. Reports may be escalated outside ordinary management when management may be involved.

Q.2. Preservation and Access Control

Upon credible suspicion of fraud, the Corporation may preserve records, suspend or narrow access credentials, require dual authorization, secure devices or accounts, freeze nonessential payments, and take other reasonable protective actions without prejudging responsibility.

Q.3. Independent Investigation

Material allegations involving senior officers, directors, or substantial sums shall be investigated under the direction of Disinterested Directors, outside counsel, an accountant, forensic specialist, insurer, or another independent resource when appropriate.

Q.4. Reporting and Correction

Confirmed diversion or material misuse shall be corrected to the extent possible. The Board shall consider restitution, insurance claims, employment or governance action, tax reporting, Form 990 disclosure, donor or grantor notification, law-enforcement referral, and regulatory reporting as required or appropriate.

Q.5. No Retaliation

Good-faith reporting and participation in an investigation are protected under Article XXII and Appendix C. Retaliation is prohibited.

APPENDIX R — ANNUAL BOARD SELF-ASSESSMENT AND GOVERNANCE REVIEW POLICY

Purpose. The Board shall periodically evaluate whether its governance practices are functioning in substance, not merely on paper, and whether policies remain appropriate to the Corporation’s size, mission, family and business relationships, digital operations, and regulatory environment.

R.1. Annual Governance Checklist

- Review director and officer roster, independence status, family and business relationships, conflict disclosures, and recusals.
- Review executive compensation process, comparability data, related-party transactions, and reimbursements involving insiders.
- Confirm required federal, Virginia, charitable-solicitation, payroll, and other material filings are current or validly extended.
- Review Form 990 governance answers, public-disclosure process, donor restrictions, grants, and significant fundraising arrangements.
- Review material cybersecurity, privacy, accessibility, insurance, safeguarding, litigation, fraud, and continuity risks.
- Review whether Board committees and delegations remain appropriate and whether directors are receiving adequate financial and program information.

R.2. Periodic Bylaw Review

At least every three years, and sooner after a significant change in law, tax status, mission, board structure, family relationships, or organizational scale, the Board shall review the Articles, Bylaws, and material governance policies for needed amendments.

R.3. Corrective Governance Plan

If the review identifies a material deficiency, the Board shall assign responsibility, establish a reasonable corrective timeline, and document completion or an informed decision to accept the remaining risk.

R.4. No Guarantee of Exemption

These governance policies are intended to strengthen compliance and accountability but do not independently guarantee recognition or continuation of tax-exempt status. The Corporation’s actual operations must remain consistent with its exempt purposes and governing documents.

APPENDIX S — ADOPTION, RATIFICATION, AND SECRETARY’S CERTIFICATION

INCORPORATOR ADOPTION

The undersigned incorporator adopts the foregoing Bylaws as the initial Bylaws of Mr. Blindbandit Access and Opportunity Foundation Incorporated on September 25, 2026. These Bylaws shall become effective on October 1, 2026, subject to the legal effectiveness of the Corporation's formation if formation has not yet become effective.

Electronic / written signature: Kaeleb Savon Heck

Kaeleb Savon Heck, Incorporator

Date of adoption: September 25, 2026

BOARD RATIFICATION

The undersigned initial directors unanimously ratify and approve these Bylaws on September 25, 2026. The Board confirms that the Bylaws shall become effective on October 1, 2026, subject to the legal effectiveness of the Corporation's formation if formation has not yet become effective.

Director	Electronic / Written Signature	Date
Kaeleb Savon Heck	Kaeleb Savon Heck	September 25, 2026
Emma Hinabe Heck	Emma Hinabe Heck	September 25, 2026
Celyne Richell Heck	Celyne Richell Heck	September 25, 2026
Eileen H. Anderson	Eileen H. Anderson	September 25, 2026
Christopher Andrew Hall Jr.	Christopher Andrew Hall Jr.	September 25, 2026
Firmina Jaictin Hinabe	Firmina Jaictin Hinabe	September 25, 2026
Christine Faith Lackey	Christine Faith Lackey	September 25, 2026

SECRETARY’S CERTIFICATION

I certify that the foregoing is a true and correct copy of the Bylaws of Mr. Blindbandit Access and Opportunity Foundation Incorporated, unanimously ratified by the initial Board on September 25, 2026 and designated to become effective on October 1, 2026, subject to any amendments duly adopted thereafter.

Electronic / written signature: Eileen H. Anderson

Eileen H. Anderson, Secretary / Chief Governance Officer

Date certified: September 25, 2026

Non-operative drafting note: These Bylaws are structured to work with the Corporation’s Virginia Articles of Incorporation and a nonmembership Section 501(c)(3) governance model. Legal effectiveness depends on valid adoption and continued consistency with controlling law and the filed Articles.