ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is Empathy Forward, Incorporated.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

Empathy Forward, Incorporated, encourages science and empathy as the preferred way to understand ourselves, each other, and our universe. As part of this, the corporation will endeavor to support social continuity in the face of social or natural disasters or upheavals.

The specific objectives and purposes of this organization shall be:

a. To support activities that help everyone grow in their understanding of themselves, their empathy and compassion for others, and their scientific understanding of the universe.
b. To promote and support other organizations that make the world a better place for everyone without causing harm to those with less power.
c. To support practices that increase social cohesion while protecting individual identity and agency.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Membership shall consist of the board of directors.

Section 2. Non-voting Membership

The board shall have the authority to establish and define non-voting membership categories.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers

The corporation’s affairs shall be managed by its Board of Directors, which shall have control over and be responsible for managing the corporation’s affairs and property.

Section 2. Number, Tenure, Requirements, and Qualifications

a. The number of Directors shall be fixed from time to time by the Directors. It shall consist of no less than three (3) nor more than fifteen (15), including the following officers: the President, the Vice President, the Secretary, and the Treasurer.
b. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors are duly elected and qualified. A majority vote of the members present and voting must approve all members of the Board of Directors. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present, as provided in Section 6 of this Article.
c. No two members of the Board of Directors related by blood or marriage within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.
d. Each member of the Board of Directors shall hold office for up to a three-year term as submitted by the nominations committee.
e. Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional three-year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (⅓) of all members of the Board of Directors shall expire.

Section 3. Regular and Annual Meetings

An annual meeting of the Board of Directors shall be held each calendar year on a date, time, and location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location as the place for holding any special meeting of the Board called by them.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days before the meeting by telephone, facsimile, electronic methods, or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

The presence, in person or virtually, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have the power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of their requirements as outlined in Section 2 of this Article shall automatically forfeit their seat on the Board. The Secretary shall notify the Director in writing that their seat has been declared vacant, and the Board of Directors may immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

Section 8. Vacancies

Whenever any vacancy occurs in the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors other than reimbursement for reasonable expenses.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

Directors shall not discuss or disclose information about the corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the corporation's purposes, or can reasonably be expected to benefit the corporation. Directors shall use discretion and good business judgment in discussing the affairs of the corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the corporation, including but not limited to accounts on deposit in financial institutions.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 12. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually, but who shall have no duties, voting privileges, or obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein. They shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 13. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 14. Removal

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by a vote of three-quarters (3/4) of the members of the Board of Directors if, in their judgment, the best interest of the corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed

removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these by-laws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

ARTICLE V. OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary, and Treasurer. All officers must be active members of the Board.

Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

a. They shall preside at all meetings of the Executive Committee.
b. They shall have general and active management of the business of the Board of Directors.
c. They shall see that all orders and resolutions of the Board of Directors are brought to the Board of Directors.
d. They shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
e. They shall submit a report of the operations of programs for the fiscal year to the Board of Directors and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
f. They shall be an ex officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 2. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President shall have the following duty:

a. They shall perform other duties as may, from time to time, be determined by the Board of Directors.

Section 3. Secretary

The Secretary shall attend all meetings of the Board of Directors and the Executive Committee, and all meetings of members, and, assisted by a staff member, will act as a clerk thereof. The Secretary shall have the following duties:

a. They shall record all votes and minutes of all proceedings in a book to be kept for that purpose. They, in concert with the President, shall make the arrangements for all meetings of the Board of Directors, including the organization's annual meeting.
b. They shall send notices of all meetings to the members of the Board of Directors and shall take reservations for the meetings.
c. They shall perform all official correspondence from the Board of Directors as may be prescribed by the Board of Directors or the President.

Section 4. Treasurer

The Treasure shall have the following duties:

a. They shall submit for the Finance Committee's approval all expenditures of funds raised by the Board of Directors and proposed capital expenditures (equipment and furniture) by the corporation's staff.
b. They shall present a complete and accurate report of the finances of the corporation and the Endowment Fund at each meeting of the members or at any other time upon request to the Board of Directors.
c. They shall have the right to inspect the funds resting with project groups, including budgets and subsequent audit reports.
d. They shall assist in direct audits of program funds according to funding source guidelines and generally accepted accounting principles.
e. They shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision they shall be.

Section 5. Election of Officers

The Nominating Committee shall submit the names of those persons for the respective offices of the Board of Directors at the meeting before the annual meeting. Nominations shall also be received from the floor after the Nominating Committee's report. The election shall be held at the annual meeting of the Board of Directors. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting.

Section 6. Removal of Officer

The Board of Directors, with the concurrence of 3/4 of the members voting at the meeting, may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard, and notice of such motion of expulsion shall be given to the member in writing twenty (20) days before the meeting at which the motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 7. Vacancies

The Nominating Committee shall also be responsible for nominating persons to fill vacancies between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Board of Directors at least two (2) weeks before the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term of the vacated office.

ARTICLE VI. COMMITTEES

Section 1. Committee Formation

The board may create committees for fundraising, housing, public relations, data collection, or other activities as needed. The board chair appoints all committee chairs.

Section 2. Executive Committee

The officers serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the whole board.

Section 3. Finance Committee

The treasurer is the chair of the Finance Committee, which includes three other board members, or all other board members if the board has fewer than five members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget, and all expenditures must be within the budget. The board or the Executive Committee must approve any significant change in the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The organization's financial records shall be available to the membership and board members. Summaries of the organization’s financial records may be made available to the public.

ARTICLE VII. CORPORATE STAFF

Section 1. Executive Director

The Board of Directors may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the corporation. They shall direct the day-to-day business of the corporation, maintain the

properties of the corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member, or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as may be required by the President or the Board. The Executive Director shall be an ex officio member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote. They shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board of Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

ARTICLE VIII. CONFLICT OF INTEREST AND COMPENSATION

Section 1: Purpose

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

Section 2: Definitions

a. Interested Person

   Any director, principal officer, or member of a committee with a governing board delegated power, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

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

   1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,

2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3(b), a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, they shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
c. Procedures for Addressing the Conflict of Interest
    1. An interested person may make a presentation at the governing board or committee meeting, but, after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
    2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
    3. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
    4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy
    1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
    2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the governing board and all committees with board-delegated powers shall contain the following:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest, in fact, existed.
b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

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

Section 6. Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement that affirms such person:

a. Has received a copy of the conflicts of interest policy,
b. Has read and understands the policy,
c. Has agreed to comply with the policy, and

d. Understands the corporation is charitable and, to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

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

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

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Maryland, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE X. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XI. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail, or at least five days if delivered by mail. Any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of these 13 pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 18th day of August, 2025.

/s/ James Smith
James Smith, President, Secretary, Treasurer

/s/ Alex Dixon
Alexandra Dixon, Vice-President

/s/ Timothy Wilde
Timothy Wilde