

AMENDED AND RESTATED BYLAWS
(the By-Laws”)

OF

ONE PULSE FOUNDATION, INC.
(the “Foundation”)

(As amended through January 26, 2023

ARTICLE 1

Section 1.1. *Adoption of By-Laws:* These By-laws were initially adopted by the Board of Trustees on June 20, 2016 and are hereby amended effective January 26, 2023.

Section 1.2. *Purposes:* The Foundation will have the purposes stated in its *Amended Articles of Incorporation*, as they now exist or are hereinafter amended.

ARTICLE 2

Section 2.1. *No Members:* The Foundation shall not have members and shall not issue membership certificates.

Section 2.2. *No Stock:* The Foundation shall not issue shares of stock.

Section 2.3. *Nonprofit Operations:* The Foundation is a Florida not for profit corporation. No dividend will be paid and no part of the income or assets of this Foundation will be distributed to its Trustees or Officers. However, the Foundation may contract in due course of business with its Officers or Trustees for services rendered to the extent permissible under the Articles of In foundation, under law and under §501(c)(3) of the United States Internal Revenue Code of 1986, as amended (hereinafter “Code”).

Section 2.4. *No Loans to Trustees or Officers:* The Foundation will loan no money to any of its Trustees or Officers, or anyone else.

Section 2.5. *No Vested Rights:* No Trustee or Officer of this Foundation has any vested right, interest, or privilege of, in, or to the rights, property, assets, functions, or affairs of the Foundation.

Section 2.6. *Prohibited Activities:* The Foundation shall not engage in any activity that would jeopardize its status as a Not for Profit Foundation under any applicable law or the Code.

ARTICLE 3

Section 3.1. *Board of Trustees:* The Foundation shall be managed by a governing board, which is herein referred to as the “Board of Trustees”, “Board” or “Trustees”. The Board of Trustees shall be composed of not more than fifteen (15) individuals who shall be elected by the existing Board of Trustees at an annual election meeting.

Section 3.2. *Duties:* The business and affairs of this Foundation and the general policies to be followed by the Foundation shall be the responsibility of the Board of Trustees.

Section 3.3. *Term of Office:* Board of Trustee members shall hold office for an initial three-year term with an option to elect for a second term of three years. After completion of two three-year terms the member will then be assigned by the Executive Committee a one, two, or three-year final term. A Board of Trustee member may serve a maximum of three consecutive terms (regardless of length). After reaching that milestone, a member of the Board of Trustees can roll off the board for one year and be considered for reappointment to the Board of Trustees after that full year off. A Board of Trustees member may vote for himself.

Section 3.4. *Meetings.*

3.4.1. *Annual Meetings:* The annual meeting will be held in July once each year at a time and place to be selected in the discretion of the Board of Trustees.

3.4.2. *Regular Meetings:* The Board shall hold at least four (4) regular meetings (which includes the annual meeting) each year at a date, hour and location as shall be fixed by the Board. Special meetings may be called at any time by the Chairperson of the Board or the Vice Chairperson of the Board, or upon written demand signed by not less than one-third (1/3) of the Board.

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

3.4.5. *Participation of Trustees by Means of Communications Equipment:* Members of the Board of Trustees, or of any committee thereof, shall be deemed present at a meeting of such Board of Trustees or committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

Section 3.5. *Notices.* No notice shall be required for regular meetings for which the time and place have been fixed. Written notice of the time, place and purpose of any special meeting shall be given at least (i) twenty-four (24) hours prior to the meeting, if notice is given to each Trustee personally or by telephone, facsimile, electronic mail or other electronic means, or (ii) seven (7) days prior to the meeting, if notice is mailed to each Trustee at the address of such trustee on file with the Foundation. Any requirements of furnishing a notice shall be waived by

any Trustee who signs a waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such trustee.

Section 3.6. *Quorum.* Except as otherwise provided herein, one-half of the entire Board shall constitute a quorum. A majority of the Trustees present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except as otherwise provided by the laws regulating Florida not-for-profit corporations, and except as herein otherwise provided, the vote of a majority of the trustees present at a meeting duly assembled and quorum being present at the time of such vote shall be the act of the Board. Any one or more members of the Board or any committee may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 3.7. *Vacancies.* Vacancies on the Board of Trustees, whether caused by resignation, removal, death, an increase in the authorized number of trustees or otherwise, may be filled by the affirmative vote of a majority of the remaining trustees, although less than a quorum, or by a sole remaining trustee. Trustees who are appointed to fill vacancies on the Board of Trustees shall hold office until the next annual meeting of the Board and be included within the class of the trustee for whom they have been appointed to replace. Any newly created trusteeships resulting from an increase in the number of trustees on the Board shall be apportioned among the classes to make the classes as nearly as equal in number as possible.

Section 3.8. *Resignation.* Any member of the Board of Trustees may resign at any time by giving written notice to the Chairperson of the Board, the Secretary or the Board of Trustees. Any such resignation shall take effect at the time specified in the written notice, or, if the time is not specified therein, upon its acceptance by the Board of Trustees.

Section 3.9. *Removal.* The other members, by a two-thirds majority vote of such other members at any meeting of the Board of Trustees at which a quorum is present, may remove from office a member of the Board of Trustees, with or without cause, whenever it is deemed in the best interests of the Foundation.

Section 3.10. *Voting.* Every member of the Board of Trustees in good standing shall have the right and be entitled to one (1) vote upon every proposal properly submitted to a vote at any meeting of the Board of Trustees.

Section 3.11. *Compensation.* No compensation of any kind shall be paid to any trustee or any committee member for the performance of his or her duties in such capacity, with the exception of any salaried employee of the Foundation that the Board may elect, such as Chief Executive Officer/Executive Director. The provisions of this section shall not limit reimbursement for out-of-pocket expenses of a trustee or committee member incurred in connection with his or her duties in such capacity.

ARTICLE 4

Section 4.1. *Committees of the Board.* The Board of Trustees, by resolution adopted by a majority of the entire Board, may designate two or more Trustees to constitute one or more committees to serve at the pleasure of the Board (“Board Committees”), each of which, to the extent provided in the resolution designating it, shall have the authority of the Board with the exception of any authority the delegation of which is prohibited by Florida law. Additionally, the Chairperson shall designate from among its members the following Board Committees, in consultation with the Chief Executive Officer or Executive Director:

4.1.1. *Executive Committee.* The Executive Committee shall be chaired by the Board Chairman and shall be comprised of the four Board Officers. The Board chair may appoint up to three additional Trustees. The Executive Committee shall exercise the authority of the Board between meetings of the Board, provided that the Executive Committee shall not act on any matter as to which the full Board has reserved authority. The Executive Committee shall report to the Board at its next scheduled meeting all actions taken by the Executive Committee. The Executive Committee may call a special meeting of the Board as to any issue of major importance to the Board.

4.1.2. *Finance Committee.* The Finance Committee shall also include audit and investment responsibilities (via a sub-committee structure) in addition to general financial responsibilities. The Finance committee shall be responsible for oversight of the foundation’s activities with respect to: preparation of the annual budget; presentation of periodic financial statements; and implementation of general organizational procedures; and shall review all matters affecting the financial condition of the Foundation. Audit responsibilities include overseeing: (i) the soundness, quality and integrity of the Foundation’s financial controls and procedures, (ii) the preparation by the Foundation of its financial statements, (iii) the independent audit firm’s qualifications, independence and performance and (iv) the internal audit function, including the development of an audit plan. Investment responsibilities include overseeing: (i) the investment of monies, securities and other assets of the Foundation, with (ii) the authority to invest and re-invest the same, and (iii) may contract with a bank, trust company, or other qualified investment adviser to carry out investment policies and programs authorized by the Finance Committee in accordance with the procedures and restrictions established by it from time to time and approved by the Board or the Executive Committee. The Finance Committee may delegate to any member of the Finance Committee or the Treasurer authority to act for the Finance Committee in carrying out such investment policies and programs with such bank, trust company, or investment adviser. Each member of the Finance Committee is required to be (or within a reasonable time period, to become) financially literate, as determined by the Board and/or Executive Committee and at least one member of the Finance Committee shall be required to have accounting or related financial management expertise, as determined by the Board and/or Executive Committee. The Finance Committee shall be comprised of at least two (2) independent Trustees, who, in the judgment of the Board and/or Executive Committee, have no material business or family relationship with the Foundation or its senior executives. The Finance Committee shall report regularly to the Board of Trustees.

4.1.3. *Retail Committee.* The Retail Committee shall be chaired by a Trustee of the Board and shall have the responsibility for overseeing and coordinating the overall retail development strategy for the Foundation. The Retail Committee shall help establish a comprehensive retail program including identifying trends, the development of systems and operations, sourcing new product and promoting products to our target audience. The Retail Committee shall assist in aiding the foundation in achieving its goal, through the development of the retail department, to develop a complete retail program that embodies onePULSE Foundation's mission including our promise: We Will Not Let Hate Win. It will also include the development, implementation and management of the onePULSE eCommerce, onsite and offsite event retail sales.

4.1.4 *Planning and Governance.* The Planning and Governance Committee shall be chaired by the Secretary and shall assist the Board of Trustees in developing a rolling, three-year Strategic Plan; identifying individuals qualified to serve as trustees; and by selecting, or recommending that the Board select, the nominees for trusteeships; and reviewing, on a regular basis, the overall corporate governance of the Foundation and recommending improvements when necessary. The Planning and Governance Committee is responsible for managing the nomination process. The Planning and Governance Committee should actively seek and vet appropriate candidates for board directorship and executive directorship on a continual basis. Open and ongoing conversations among the board members can help with identifying emerging leaders within the organization. Trustees shall make nominations to the Planning and Governance Committee during the nomination period. The Planning and Governance Committee shall also assist the Board with respect to determining appropriate executive compensation levels and evaluating compensation and benefit plans, policies, and programs applicable to employees of the Foundation. The Planning and Governance Committee shall have the responsibility for recommending new members and/or replacements as vacancies occur in committee memberships (whether resulting by resignation, death or removal of a committee member or by the increase in the number of committee members permitted under these By-Laws). The Planning and Governance Committee shall report regularly to the Board of Trustees.

4.1.5. *Fund Development.* The Fund Development Committee shall have responsibility for overseeing and coordinating the overall fund-raising efforts of the Foundation, including developing Board contacts; assisting in fund-raising activities; working with staff as they create and implement an endowment strategy; overseeing membership programs; overseeing major event planning efforts; and cultivating new and existing donors of the Foundation. The Fund Development and Marketing Committee shall report regularly to the Board of Trustees.

4.1.6. *Memorial & Museum Design and Construction Committee.* The Memorial & Museum Design and Construction Committee shall serve as an advisory board to the Foundation. Matters under its purview shall include but not be limited to construction, design, acquisition of real property interests and any such other category reasonably related to the design and/or construction of the campus of the memorial, museum and Survivors Walk. The Memorial & Museum Design and Construction Committee shall be engaged with and review matters as determined by and at the discretion of the CEO and board chair. The chair of the committee shall report regularly to the Board of Trustees.

4.1.7. *Program and Education Committee.* The Program and Education Committee shall oversee the distribution of funds raised by the Foundation with a special emphasis on educational programs to promote amity among all segments of society, particularly to include the LGBTQ+ community, as well as overseeing other programming aspects of the Foundation. The Program and Education Committee shall report regularly to the Board of Trustees. Via a subcommittee structure, the Legacy Scholarship Committee has a mission to create academic opportunities that honor the aspirations of the 49 Angels and provide those opportunities to recipients who embody love, hope, unity, courage and unconditional acceptance. This subcommittee will be charged with executing the annual scholarship review and awarding process; as well as ensuring the timely and fair disposition of scholarship funds.

Section 4.2. *Authority of Committees of the Board.* No Committee of the Board shall have authority as to the (a) filling of vacancies in the Board or any committee; (b) amendment or repeal of these By-Laws or adoption of new By-Laws; or (d) amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Section 4.3. *Committees of the Foundation.* Committees, other than Board Committees, shall be committees of the Foundation (“Foundation Committees”). Such Foundation Committees may be elected or appointed in the same manner as officers of the Foundation, but no such committee shall have the authority to bind the Board of Trustees.

Section 4.4. *Committee Procedures.* The Chairperson of the Board shall be, or shall appoint, the chairperson of the Executive Committee and shall appoint from among the members of each Board Committee and Foundation Committee one or more trustees to serve as chairmen of such committee. Unless otherwise provided by resolution of the Board, each Board Committee and Foundation Committee designated by the Board shall adopt its own rules and procedures and shall meet as often as is necessary for the proper conduct of its affairs, at such times and places as may be determined by such rules. Meetings may be called by the chairperson of the committee or by a majority of the members of the entire committee. Each committee shall keep minutes of its proceedings and report thereon to the Board. The Chairperson of the Board shall be an *ex officio* member of each committee, with the right to vote. Members of each committee shall serve at the pleasure of the Board, provided that the members of the Executive Committee shall be appointed in accordance with Section 1(a) of this Article III.

Section 4.5. *Quorum of Committees; Required Vote.* Except as may be permitted by Section 3.4.3. of Article 3, all action of committees shall be taken at meetings. A quorum at a committee meeting shall be one-third of the members of the entire committee. Except as otherwise provided under these By-Laws, the vote of a majority of the members present at a meeting of a committee, assuming quorum is present at the time of such vote, shall be the act of the committee.

Section 4.6. *Executive Advisory Council;* The Board Chairman will also convene an Executive Advisory Council. This group has been established to provide an opportunity for past board trustees, business executives, entertainers, athletes, educators, humanitarian thought leaders, elected officials, members of the Pulse-affected community (i.e., survivors, family members, and first- responders) as well as LGBTQIA+ advocates to participate in the foundation’s fundraising and advocacy efforts without the fiduciary, governance, or time commitments a board role would require. The goal is for the board of trustees and the Executive Advisory Council to form a symbiotic relationship. The advisors use their creativity, connections, influence, and passion to help advise the mission of the foundation while the board of trustees organizes, controls, and directs the

organization for the sole benefit of furthering our mission. Council members would allow the use of their name and image on onePULSE Foundation branding and marketing collateral, including but not limited to: website, annual report, and fundraising brochure.

Section 4.6.1 *Member Nomination & Terms*. All members shall be nominated by a trustee through the Planning & Governance committee in accordance with the bylaws at any time throughout the year. There is no limit to the number of members of this council. Terms for members are defined as a one-year term that can be renewed annually by the Board of Trustees at the final meeting of each year. There are no set term limits. Each member will receive an invitation to renew prior to the annual board meeting.

Section 4.6.2 *Committees, Events & Meetings*. Members are eligible and encouraged to serve on any onePULSE board committee and subcommittee. Members are encouraged to attend one foundation event or meeting per year to stay engaged in mission-related activities and lend the value of their public recognition and expertise.

Section 4.6.3 *Annual Gift*. All members are encouraged, but not required, to make an annual gift to the foundation.

ARTICLE 5

Section 5.1. *Officers. Appointment, Term of Office and Functions*. The principal officers of the Foundation shall be the Chairperson of the Board, one or more Vice-Chairperson of the Board, Chief Executive Officer or Executive Director, Secretary, Treasurer, and such other officers as may be appointed by the Board of Trustees from time to time. Any two or more offices may be held by the same person except the offices of Chief Executive Officer or Executive Director and Secretary. Unless otherwise provided in the resolution of election or appointment, each officer shall hold office until such officer's successor has been appointed and qualified or until such officer's death, resignation or removal. The officers of the Foundation shall each have such powers and duties as are set forth herein and as generally pertain to their respective offices and such powers and duties as from time to time may be conferred upon them by the trustees.

5.1.1. *Chairperson of the Board*. The Chairperson of the Board shall preside over all meetings of the Board and shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe, not inconsistent with these By-Laws. The Chairperson and the Chief Executive Officer or Executive Director shall jointly make the appointments to all committees. The Chairperson shall be, *ex officio*, a member of all committees. In case of a vacancy in the office of Chairperson of the Board, the powers and duties of the Chairperson of the Board shall be exercised by a Vice-Chairperson of the Board, or if there is no Vice-Chairperson, then by a trustee designated by the Board, until such time as a new Chairperson has been appointed by the Board. The Chairperson of the Board, or any person holding a similar position, shall not be an employee of the Foundation.

5.1.2. Vice-Chairperson of the Board. The Vice-Chairperson of the Board shall preside over all meetings of the Board in the absence of the Chairperson and shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe. In case of a vacancy in the office of Chairperson of the Board, the powers and duties of the Chairperson of the Board shall be exercised by a Vice-Chairperson of the Board until the Board or if there is no Vice-Chairperson, then by a trustee designated by the Board, until such time as a new Chairperson has been appointed by the Board. The Vice Chairperson of the Board, or any person holding a similar position, shall not be an employee of the Foundation.

5.1.3. Chief Executive Officer or Executive Director. The Chief Executive Officer/Executive Director shall serve as the Chief Executive Officer/Executive Director of the Foundation and shall have such duties as customarily pertain to the office of Chief Executive Officer. The Chief Executive Officer/Executive Director shall have general management and supervision of the property, business and affairs of the Foundation and over its agents and other officers of the Foundation, may appoint and remove assistant officers and other agents and employees, and may execute and deliver in the name of the Foundation powers of attorney, contracts, bonds and other obligations and instruments. The Chief Executive Officer/Executive Director shall have the right to attend meetings of the Board of Trustees and any committee thereof but shall not have the right to vote on any matters before the Board of Trustees or any committee thereof.

5.1.4. Secretary. The Secretary, or his or her designee, shall attend all meetings of the Board and record all the proceedings of such meetings in a book to be kept for that purpose. The Secretary shall give or cause to be given notice of all special meetings of the Board, shall have custody of the corporate seal of the Foundation with authority to affix the same to any instrument or document requiring it, and, when so affixed, it may be attested by his/her signature, and may sign, on behalf of the Foundation, contracts and other instruments which have been authorized by the Board. The Secretary shall perform such other duties as may from time to time be assigned by the Board of Trustees or the Chief Executive Officer or Executive Director, or as may be provided by these By-Laws.

5.1.5. Treasurer. The Treasurer, or his or her designee, shall have general supervision over the care and custody of the funds and securities of the Foundation, shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Foundation, shall deposit or cause to be deposited all funds and securities of the Foundation in the name and to the credit of the Foundation in such depositories as may be designated by the Trustees, shall disburse the funds of the Foundation as may be ordered by the Board and shall present periodic financial statements to the Board at its regular meetings. The Treasurer shall perform such other duties as may from time to time be assigned by the Board of Trustees or the Chief Executive Officer/Executive Director, or as may be provided by these By-Laws.

5.1.6. Additional Officers. Additional officers shall have such responsibilities, powers and duties as the Board may from time to time prescribe.

Section 5.2. *Terms and Qualifications.* Terms for officers are defined as a three-year term. Board Officers shall be persons who have completed at least their first full term as Board members or have served at least one year in a role of Committee Chair prior to their joining the Board and may serve up to three three-year terms. The Board of Trustees may elect to continue to extend the officers final term based upon extenuating circumstances. The additional term is not to exceed another three-year term.

Section 5.3. *Nominations and Elections.* All officers shall be nominated by the Board of Trustees to the Planning & Governance Committee during the third quarter of every third fiscal year. The Planning and Governance Committee will vet all nominees and present to the full Board of Trustees for a vote. Nominations and elections of these officers should be done in the fourth quarter of every fiscal year with the newly elected persons taking office at the beginning of the new fiscal year.

Section 5.4. *Removal.* Any officer may be removed at any time, with or without cause, by a vote of a majority of the Board of Trustees.

Section 5.5 *Resignations.* Any officer may resign at any time by giving written notice to the Chairperson of the Board, the Secretary, if any, or the Board of Trustees. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Vacancies will be handled in the manner prescribed in these By-Laws for the election or appointment of officers.

Section 5.6 *Vacancies.* A vacancy in any office arising from removal, resignation or any other cause shall be filled for the unexpired portion of the term. If any of the elected officers should for any reason be unable to serve a full three-year term, the office would then be nominated and elected from among the three other officers. If none of the three other officers can or is willing to serve, the Planning and Governance Committee shall accept nominations from among other Board of Trustee members who have served at least one full term to present to the board for a full vote.

Section 5.7 *Compensation.* Compensation for Chief Executive Officer or Executive Director of the Foundation shall be set by the Board of Trustees in its sole discretion. As to all other compensation, the proposed compensation shall be proposed by the Chief Executive Officer or Executive Director, reviewed by Finance and Investment Committee, and recommended to Board as part of the budget.

ARTICLE 6

Section 6.1. *Fiscal Year, Audit and Bookkeeping.*

6.1.1. *Fiscal Year.* The fiscal year of the Foundation shall begin on January 1 of each year.

6.1.2. *Books and Records.* The Foundation shall keep at the office of the Foundation within the State of Florida correct and complete books and records of account and shall keep minutes of the proceedings of the Board of Trustees and/or any committee which the Trustees may appoint, and a

list or record containing the names and addresses of all trustees. Any of the foregoing books, minutes, or lists or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

6.1.3. There shall be presented to the Board, within six (6) months after the end of the Foundation's fiscal year, a report verified by the Chief Executive Officer/Executive Director and Chief Financial Officer, or by a majority of the Trustees, and certified by an independent public or certified public accountants selected by the Board, showing in appropriate detail the financial condition and results of operations of the Foundation for its preceding fiscal year. The annual report of the Board shall be filed with the records of the Foundation.

ARTICLE 7

These By-Laws may be amended, revised, repealed, or rescinded by a majority vote of the Board of Trustees at any meeting of the Board of Trustees.

ARTICLE 8

The Corporate Seal, if any, shall bear the words "onePULSE" and may be amended at any time by unanimous vote of the Board of Trustees.

ARTICLE 9

Section 9.1. *Purpose:* The purpose of the conflicts of interest policy is to protect the Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Trustee of the Foundation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable Foundations.

Section 9.2. Definitions

9.2.1. *Interested Person.* Any trustee, principal officer, or member of a committee with board delegated powers who has a direct or indirect financial interest if the person has, directly or indirectly, through business, investment or family:

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

9.2.2. A compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement, or

9.2.3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or an arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are substantial in nature.

Section 9.3. *Duty to Disclose*: In connection with any actual or possible conflicts of interest an interested person must disclose the existence of his or her financial interest and all related material facts to the trustees and members of committees with board delegated powers considering the proposed transaction or arrangement.

Section 9.4. *Determining Whether a Conflict of Interest Exists*: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the 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 and whether the transaction at issue is fair and in the best interests of the Foundation.

Section 9.5. *Violation of the Conflicts of Interest Policy*: In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her financial interest and all material fact to the trustees and members of the committees with board delegated powers considering the proposed transaction or arrangement.

9.5.1. If the board or committee has reasonable cause to believe that 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 of an opportunity to explain the alleged failure to disclose.

9.5.2. If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 9.6. *Records of Proceedings*: The minutes of the board and all committees with board-delegated powers shall contain:

9.6.1. 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 board's or committee's decision as to whether a conflict of interest in fact existed.

9.6.2. 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 alternative to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 9.7. *Compensation Committees*: A voting member of any committee whose

jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Foundation for services is precluded from voting on matters pertaining to that member's compensation.

Section 9.8. *Annual Statements*: Each trustee, principal officer and member of a committee with board delegated powers shall annually sign a statement which affirms that such person:

9.8.1. has a receipt a copy of the conflicts of interest policy,

9.8.2. has read and understands the policy,

9.8.3. has agreed to comply with the policy, and

9.8.4 understands that the Foundation is a charitable organization and that in order to maintain its federal tax emotion it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE 10

Section 10.1. *Periodic Review*: To ensure that the Foundation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic review shall, at a minimum, include the following subjects:

10.1.1. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.

10.1.2. Whether partnership, joint venture or other business arrangements, conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Foundation's charitable purposes and do not result in inurement or impermissible private benefit.

In concluding the periodic reviews, the Foundation may, but need not, use outside advisors. If outside experts are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

ARTICLE 11

Section 11.1. *Indemnification of Officers, Trustees, Employees and Agents*

11.1.1. Indemnification. Except as otherwise directed by the Board of Trustees, the Foundation, to the fullest extent permitted by Florida law, and subject to the

limitations set forth in §617.0834, *Florida Statutes*, in effect at the time of the adoption of this Article or as such law may be amended from time to time, shall indemnify any person who was or is made a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (including any appeal thereof), whether civil, criminal, administrative or investigative in nature, by reason of the fact that such person is or was a trustee or officer of the Foundation or was serving at the request of the Foundation as a trustee or officer of any other entity of any type or kind, against expenses (including attorneys' fees and disbursements), costs, judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by any such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Foundation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided, however, that the Foundation shall not be obligated to indemnify against amounts paid in settlement unless the Foundation has consented to such settlement. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the Foundation, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his or her conduct was unlawful.

11.1.2. Insurance. The Foundation shall obtain such insurance as the Board of Trustees shall from time to time determine to protect the Foundation against losses caused by the fraudulent or dishonest acts of any trustee, officer or employee, to reimburse the Foundation for any obligation incurred pursuant to the first paragraph of this Article, and to indemnify Trustees and officers under circumstances permitted by law.

ARTICLE 12

Section 12.1. *Whistleblower Policy:* The Foundation shall adopt a whistleblower policy in accordance with applicable law to provide procedures for the reporting of violations or suspected violations of laws or corporate policies, and protect from retaliation persons who report suspected improper conduct.

Approved and enacted on this ~~21st day of April 11, 2022~~ day of January 26, 2023, in Orlando, Orange County, Florida.

onePULSE Foundation, Inc.

By _____
exSecretary