

BYLAWS OF THE BLUE ATLAS PROJECT

State of Ohio

ARTICLE I: NAME OF THE ORGANIZATION

The name of this non-profit organization is THE BLUE ATLAS PROJECT. This organization is organized in accordance with the Ohio Revised Code 1702 Nonprofit Corporation Law. The organization has not been formed for the purposes of making profit or obtaining personal financial gain. The assets and income of this organization shall not be distributed to or for the benefit of the trustees, directors, or any other officers. The assets and income shall only be used to promote non-profit purposes as described below. Nothing contained herein shall be deemed to prohibit the payment of a modest and reasonable compensation to employees and contractors for services provided for the benefit of the organization. This organization shall not carry on any activities not permitted to be carried out by a non-profit organization exempt from federal income tax. This organization is not empowered in any way, to engage, otherwise than as an insubstantial part of said activities, in any activities that in themselves are not in furtherance of one or more exempt purposes. The organization shall not endorse any candidate or contribute to or work for or otherwise support or oppose any candidate for public office. This organization has been created exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

ARTICLE II. CHARITABLE PURPOSE

Charitable Purpose. The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future Federal tax law ("Section 501(c)(3)"). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws.

The specific purposes of the Corporation are to support community self-development in regions suffering from economic hardships, whether brought about by disaster or man-made. Blue Atlas (BA) is chiefly dedicated to working in disaster-stricken areas to provide infrastructure for systems contributing to food security, resiliency and economic independence. We study the preexisting challenges to farming in each location, before introducing tailored solutions designed to overcome the specific obstacles faced by these vulnerable communities. We respond to needs, create culturally aware approaches, and empower community members to control their own futures. We believe in the healing power of nutrition and connection to one's own food source. We believe each individual, family, and community deserve access to locally grown, inexpensive, nutritious food. The primary benefits of supporting food security through hands-on training post-disaster are immediate access to locally grown food and reducing dependence on aid and expensive imports. Secondary benefits include economic stimulus by keeping more money circulating locally, capacity building, the production of nutrient-dense food, and creation of livelihoods.

ARTICLE III. MEMBERSHIP

Membership to The Blue Atlas Project is limited to the members of the Board of Directors and those appointed by the Founder.

ARTICLE IV. MEETING OF MEMBERS

1. Annual Meetings. An annual meeting shall be held once every calendar year for the purposes of electing directors and transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors.

2. The following orders of business shall be addressed during the annual meeting unless decided otherwise by the Board of Directors via written notice (electronic or mail):

a. Election of new directors

b. Reviewing the annual report

c. Reconciling the balance sheet

d. Any other transaction of such other business as may be properly brought before the meeting

3. Meetings may be called by the president, the vice-president, or any two directors.

Meetings may be held at any place within or without the state or Ohio, including by means of authorized electronic communications, (zoom, etc). Participation in a meeting pursuant to this provision constitutes presence at that meeting.

Notice of the place, if any, and time of each meeting of the directors shall be given to each board member either by personal delivery or by mail, by overnight delivery service, or by means of authorized electronic communications at least two weeks before the meeting. That notice need not specify the purposes of the meeting.

Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at that meeting.

Unless it falls on a holiday or otherwise is designated by the Board of Directors via written notice, the Directors shall meet for their annual meeting on the 2nd Monday of June each year. If this date falls on a holiday, the Board shall select an alternate date and send written notice at least two weeks in advance of the meeting.

4. Notice. Ohio law requires notice of a meeting to be not less than ten and no more than sixty days prior to the meeting. The following amount of written notice of all regular meetings shall be provided under this section or as otherwise required by law: 2 weeks. The following amount of written notice of all special meetings shall be provided under this section or as otherwise required by law: 10 days. The notice shall include the date, hour, and location of the meeting and, if for a special meeting, the purpose of the meeting. Such notice shall be mailed or transmitted via electronics means, to all directors of record at the physical address or email address shown on the corporate books, at least 2 weeks prior to

the meeting. Such notice shall be deemed effective when sent by ordinary U.S. mail, properly addressed, with paid postage, or when transmitted via electronic means.

5. Quorum. A quorum of the Directors shall be the following: 51%. In the absence of a quorum, a majority of the directors may delay and reschedule the meeting to another time without further notice. If a quorum is represented at a rescheduled meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in a representation of less than a quorum. A quorum for filling a vacancy in the board is represented by the majority of the remaining board.

6. Informal Actions. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, set forth the action so taken, is signed by the Directors with respect to the subject matter of the vote.

ARTICLE V. BOARD OF DIRECTORS

7. Role of Directors. The Board of Directors shall be responsible for having the authority of managing the affairs of the Nonprofit directly and/or by delegation.

8. Number of Directors. The organization shall be managed by a Board of Directors consisting of a minimum of 3 to a maximum of 7 Directors.

9. Election and Term of Office. The Directors shall be elected by a majority vote at the annual meeting. Each Director shall serve a 2 year term, or until and unless a successor has been elected and qualified.

10. Quorum. A quorum of the Directors shall be the following: 51%.

11. Regular Meetings. The Board of Directors shall meet immediately after their election for the purpose of electing its new officers, appointing new committee chairpersons, and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

12. Special Meetings. Special meetings may be requested by any member of the Board of Directors.

A special meeting may be requested by providing 10 day written notice by United States mail, effective when mailed or by electronic means. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communication in a manner pursuant to which all members can read and/or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

13. Procedures. The vote of a majority of the Directors present at a properly called meeting as dictated by these Bylaws at which a quorum is present shall be the act of the Board of Directors unless the vote

of a greater number is required by law or by these Bylaws for a particular resolution. A Director of the organization who is present at a meeting at the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records. The minutes will include, names of all members present, resolutions proposed and voted upon, and any Director abstentions or objections to resolutions.

14. Vacancies and Removals. The Board of Directors shall have the power to remove an Officer or agent of the organization by way of a majority vote, excluding the officer to be removed. A Director shall be subjected to removal by this means, with or without cause. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other reason, may be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall serve the remaining term of their predecessor or until a successor has been elected and qualified. If all Directors resign or are removed, any Officer shall hold a special meeting for the purpose of electing a new Director or Board of Directors.

15. Resignation. If a Director wishes to resign from their directorial position, they shall do so in the following manner: A director may resign after providing written notice to the Board or by giving verbal notice at a Board meeting with a Quorum present. Such resignation shall be documented in the minutes of the first meeting following the resignation, and the remaining board members shall work diligently to find a replacement.

ARTICLE VI. DIRECTORS

16. Number of Directors. The Directors of the organization shall be the following: (1) a President; (2) a Treasurer; (3) a Secretary. Two or more offices may be held by one person. The President may not concurrently serve in another position. A Vice-President will be appointed when the directors meet or exceed 5.

17. Roles. The Directors shall have the following responsibilities in their roles:

President/Chairperson -- The President shall be the chief executive officer and shall preside over all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board of Directors, sign all corporate documents unless they delegate that responsibility to another Officer, and direct the process of the creation and implementation of resolutions.

Vice President(s) -- The Vice President(s) shall be responsible for performing the duties of the President in the President's absence and assist the President with the performance of their duties.

Secretary -- The Secretary shall provide notice of any and all meetings to the Board of Directors, keep an updated list of the membership of the Board of Directors, keep and organize minutes for all regular and special meetings, and certify and arrange the official records of the organization.

Treasurer/CFO -- The Treasurer shall be responsible for conducting the organization's financial affairs as directed by the Board of Directors and shall prepare and present reports regarding corporate finances as

required, but no less often than at the annual meeting of the Board of Directors.

18. Election and Term of Office. The Officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a term of 2 years.

ARTICLE VII. BOOKS AND RECORDS

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

ARTICLE VIII. EXECUTION OF INSTRUMENTS

20. Instruments. All instruments that are executed on behalf of the organization which are acknowledged, and which affect an interest in real estate shall be executed by the President or another Director. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President. Notwithstanding the previous provisions in this document, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated this responsibility by a resolution of the Board of Directors.

ARTICLE IX. AMENDING BYLAWS OR ARTICLES

21. Amendment Procedure. The Bylaws and Articles may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The full text of the proposed change shall be distributed to all board members at least fourteen (14) days before the meeting where the change is to be voted on.

ARTICLE X. DISSOLUTION

22. Dissolution Procedure. The organization may be dissolved only with the authorization of the Board of Directors given a special meeting called for that express purpose and with the subsequent approval of a supermajority (2/3rds) vote of the members.

23. Liabilities. All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provisions shall be made, therefore.

24. Distribution of Assets. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

ARTICLE XI. CONFLICT OF INTEREST

25. Conflict of Interest Policy. A conflict of interest arises when a director, officer or key person, or that

person's relative or business (a) stands to gain a financial benefit from an action the Corporation takes or a transaction into which the Corporation enters; or (b) has another interest that impairs, or could be seen to impair, the independence or objectivity of the director, officer or key person in discharging their duties to the Corporation. The Board shall draft and adopt an adequate of conflict of interest policy at its first annual board meeting, subsequent to the selection of a complete board of directors and election of officers for the first 2-year term. Such policy shall be executed by all directors and officers.

CERTIFICATION

I, Kali L Kirkendall, President of THE BLUE ATLAS PROJECT certify that the foregoing is a true and correct copy of the Bylaws of the above-named organization, duly adopted by the Initial Board of Directors on 20 October 2021.

Kali L Kirkendall

President



the Blue Atlas Project