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Keystone Logic Foundation Bylaws

ARTICLE 1: NAME & OFFICES

Section 1.1 Name: The name of this corporation is Keystone Logic Foundation.

Section 1.2 Principal Office: The principal office for the transaction of business shall be located at such place **within or without the State of California** as the Board shall from time to time determine.

Section 1.3 Other Offices: The corporation may also have offices at such other places, within or without the State of California, as the Board may from time to time designate. The corporation shall comply with all requirements for foreign qualification in any state where it conducts substantial activities, including but not limited to the State of North Carolina, the State of New Jersey, and the State of Delaware.

ARTICLE 2: PURPOSES

Section 2.1 General Purpose: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California for charitable and educational purposes.

Section 2.2 Specific Purpose: The specific purpose of this corporation is to provide educational support and technical literacy to transitioning high school seniors and young adults, specifically through AI-enhanced scholarship navigation, career readiness training, and community-based mentorship.

ARTICLE 3: DIRECTORS (THE BOARD)

Section 3.1 Powers: The business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Section 3.2 Number of Directors: The Board shall consist of at least [3] but no more than [15] directors.

Section 3.3 Terms of Office: Directors shall serve for a term of [2] years. Terms shall be staggered so that approximately half the Board is up for election each year.

Section 3.4 Quorum: A majority of the directors currently in office shall constitute a quorum for the transaction of business.

Section 3.5 Meetings by Remote Communication: Members of the Board may participate in a meeting through use of conference telephone, electronic video screen

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communication, or electronic transmission. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all directors participating can hear one another.

Section 3.6 Advisory Committees: The Board may, by resolution, establish one or more advisory committees (such as a "North Carolina Advisory Committee") to provide regional oversight, community networking, and support for local initiatives. Advisory committees shall not have the power to bind the corporation legally but may make recommendations to the Board.

ARTICLE 4: OFFICERS

Section 4.1 Required Officers: The corporation shall have a President (or Board Chair), a Secretary, and a Treasurer (or Chief Financial Officer).

Section 4.2 Duties of the President: The President is the general manager of the corporation and shall supervise, direct, and control the corporation's activities and officers.

Section 4.3 Duties of the Secretary: The Secretary shall keep a book of minutes of all meetings and maintain the articles of incorporation and bylaws.

Section 4.4 Duties of the Treasurer: The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the corporation. The Treasurer shall ensure that funds restricted to specific geographical regions (e.g., North Carolina-specific grants) are tracked and managed separately.

ARTICLE 5: IRS COMPLIANCE

Section 5.1 Private Inurement: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, or officers, except for reasonable compensation for services rendered.

Section 5.2 Dissolution: Upon the dissolution of this corporation, its assets remaining after payment of all debts shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and has established its tax-exempt status under Section 501(c)(3).

Dated: __May 15_, 2026

Signature: Signed by: Tyon McRae 788E9ED22C18430...

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Keystone Logic Foundation Conflict of Interest Policy

ARTICLE 1: PURPOSE

The purpose of this conflict of interest policy is to protect **Keystone Logic Foundation'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 Foundation.

ARTICLE 2: DEFINITIONS

2.1 Interested Person: Any director, principal officer, or member of a committee with governing board-delegated powers who has a direct or indirect financial interest.

2.2 Financial Interest: A person has a financial interest if the person has, directly or indirectly:

- An ownership or investment interest in any entity with which the Foundation has a transaction.
- A compensation arrangement with the Foundation or with any entity/individual with which the Foundation has a transaction.

ARTICLE 3: PROCEDURES

3.1 Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors.

3.2 Determining Whether a Conflict Exists: After disclosure and any discussion with the interested person, they shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon.

3.3 Procedures for Addressing the Conflict:

- The Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction.
- The Board shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction from a person or entity that would not give rise to a conflict of interest.

ARTICLE 4: RECORDS OF PROCEEDINGS

The minutes of the Board shall contain:

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- The names of the persons who disclosed or otherwise were found to have a financial interest.
- The names of the persons who were present for discussions and votes relating to the transaction.
- The content of the discussion, including any alternatives to the proposed transaction.

Date: Signed by: Tyson McRae 788E9ED22C18430...

Signature: 5/17/2026

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Keystone Logic Foundation: Governance Policies

1. Whistleblower Policy

Purpose: To encourage board members, officers, and volunteers to report suspected fraudulent or dishonest conduct.

- **Reporting:** Individuals should report concerns to the Board President or Secretary. If both are involved, reports go to the Treasurer.
- **No Retaliation:** No person who in good faith reports a violation shall suffer harassment, retaliation, or adverse consequences.
- **Confidentiality:** Reports will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

2. Document Retention & Destruction Policy

Purpose: To ensure legal compliance and the preservation of vital records.

Document Type	Retention Period
Articles of Incorporation / Bylaws	Permanently
IRS Determination Letter (501c3)	Permanently
Board Meeting Minutes	Permanently
Financial Statements / Audits	7 Years
Bank Statements / Canceled Checks	7 Years
Gift Records / Grant Agreements	7 Years after completion
General Correspondence	3 Years

3. Gift Acceptance Policy

Purpose: To vet donations and ensure they align with the AI Literacy mission.

Hardware Standards:

- Processors: Apple M1/M2 or Intel i5/i7 (8th Gen or newer).
- RAM: Minimum 8GB (16GB preferred for AI workloads).
- Condition: Working order with chargers; no bio-hazardous or non-functional e-waste.

Gift Acceptance Criteria:

- **Conflict of Interest:** Gifts will not be accepted if they create an unethical conflict of interest for board members.
- **Mission Alignment:** The Foundation reserves the right to decline any gift that is too restrictive or inconsistent with our focus on youth AI education.

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These policies were reviewed and adopted by the Board of Directors on May 15, 2026.

Signature: Signed by: Tyon McRae 788E9ED22C18430...