

BYLAWS OF CONCORDIA HUMANA CORPORATION

October 4, 2015

This document, and the policies it references, are to be made public via Concordia Humana's website.

Part I: Mission and Scope of the Organization

- A. Concordia Humana's mission is to work to provide relief to those adversely affected by social injustices and catastrophic disasters, to partner with charitable organizations to address social injustices and their causes, and to promote awareness of social injustices and catastrophic disasters and their effects.
- B. Concordia Humana's activities are strictly limited to fundraising, managing the activities of its chapters, holding and licensing intellectual property, and performing projects in service of its mission, including distributing funds to charitable partner organizations where appropriate for a particular project. Concordia Humana may undertake other activities consistent with its mission subject to the approval of the Board of Directors.

Part II: Structure

- A. Board of Directors
 - 1. The Board of Directors shall serve without pay. Each board member shall be responsible for managing and reporting on the activities of one or more assigned functional areas, including but not limited to operations, finance, development, media, and general management of the above. Board members will be responsible for all activities within their functional area.
 - 2. Board members shall serve until they choose to resign or are removed by a unanimous vote of the remainder of the board.
 - 3. Vacancies shall be filled by the board as absences arise by majority vote of the board on candidates nominated by current board members.
 - 4. Board members may be dismissed from the board by the remainder of the board for any reason, including but not limited to excessive absences, failure to complete job responsibilities, and behavior detrimental to the reputation of Concordia Humana. If a board member is to be removed from the board, formal charges must be presented before the entire board and an opportunity given for a response from the board member before any vote to remove.
- B. Chapters

1. Concordia Humana may allow chapters to carry out its mission by conducting fundraising for projects on its behalf.
2. Each chapter, upon forming, shall present the Board of Directors with a copy of all constituting documents and the chapter agreement specific to its corresponding project. The chapter shall become a part of its project and Concordia Humana upon completion of the appropriate form by the respective representatives of the chapter and the Board of Directors.
3. Chapters are required to observe the decisions of the Board in all matters that relate to entities beyond the chapter, including but not limited to other chapters and projects, the Board, and beneficiaries of the operations.

Part III: Procedures

A. Meetings of the Board

1. Meetings shall be held as scheduled by a majority of the board. At the time the meeting is scheduled, a chair and secretary for that meeting shall be appointed and notification sent to all board members' Concordia Humana electronic mail accounts. Meetings must be scheduled at least forty-eight hours in advance of their planned time, unless otherwise approved by the board.
2. There shall be two rotating "officer" titles: chair and secretary. The secretary will be responsible for creating the agenda for the meeting, taking detailed minutes during the meeting, and distributing the minutes to the board within a week of the meeting. The chair shall preside at the meeting, particularly ensuring that discussion proceeds according to the agenda and that all topics on the agenda are discussed. The meeting shall not commence until called to order by the chair and shall not adjourn until adjourned by the chair.

B. Votes of the Board

1. Quorum
 - a. A majority of board members constitutes a quorum for normal operational motions.
 - b. For votes on the expenditure of resources, the vote of all members with authority to approve, jointly or singly, the amount in question shall constitute a quorum.
2. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
3. Passage of a motion requires a simple majority, except as otherwise noted.

C. Conflict of Interest

1. For all actions which fall beyond the routine and established scope of Concordia Humana's activities, or those of any chapter to which a member of the Board has extraordinary connection, and for

requests for resources made by any chapter to which a member of the Board has extraordinary connection, all members of Concordia Humana shall abide by the policies set forth in the Concordia Humana Conflict of Interest Policy, which shall be considered a part of and in equal force to this document.

2. In situations not governed by the Concordia Humana Conflict of Interest Policy, but where any member of the board has a financial, personal, or social interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, that member will offer to the Board to voluntarily excuse him/herself and will, upon the Board's decision, vacate his or her seat and refrain from discussion and voting on said item.

D. Intellectual Property

1. Concordia Humana Corporation may license its copyrights and trademarks to organizations identifying themselves as chapters of Concordia Humana projects at no cost under terms approved by the Board of Directors.

E. Financial Policies

1. Concordia Humana's fiscal year runs from September 1st to August 31st of the following year.
2. The fiscal year is divided into four fiscal quarters, beginning on September 1st, December 1st, March 1st, and June 1st, with each quarter ending the day before the successive quarter begins.
3. The CFO shall conduct financial operations in accordance with Concordia Humana's Financial Policies, which are incorporated here and bear the full force of these bylaws. These policies must at a minimum require annual reporting of Concordia Humana's financial position to the board and public and ensure transparency by enforcing appropriate separation of duties, including the ability of all board members to examine all of Concordia Humana's financial transactions.

F. Administrative Policies

1. Concordia Humana projects are established by a majority vote of the board. Each project has one or more project directors, who work directly with the board to support their project.
2. Each project is responsible for establishing its own base of chapters and its own chapter agreement. The Board of Directors must approve chapter agreements before being signed by any chapter.
3. Each project must name a specific purpose related to the mission of Concordia Humana, which may include donations to one or more beneficiary organizations or direct purchases by Concordia Humana. Beneficiary organizations located in the United States

must have evidence of 501(c)(3) status in the form of a determination letter from the Internal Revenue Service. Beneficiary organizations located outside the United States must meet the standards for 501(c)(3) status under the Internal Revenue Code.

4. Each project's chapter agreement must, at a minimum, contain language requiring that chapters:
 - a. Only use Concordia Humana's intellectual property when appropriate for fundraising.
 - b. Deliver all funds raised to Concordia Humana.
 - c. Be subject to financial and operational sanction should the agreement be violated.
5. Projects shall be established by approval of a proposal to the Board that includes the following:
 - a. A complete description of the method proposed to raise funds.
 - b. Board-approved beneficiary organizations and list of proposed project expenditures.
 - c. A project director responsible for the resources used by the project and accountable to the Board. This director will be held to the same standards of behavior as the members of the Board.
6. Alternately, a project may in extraordinary circumstances of immediate need be designated a "direct-action project" (henceforth a DAP). DAPs are not required to submit funds raised to Concordia Humana for distribution, but face strict requirements in accounting and operations, specifically:
 - a. DAPs must be established by existing chapters of projects of Concordia Humana.
 - b. DAPs must only be allowed to use Concordia Humana intellectual property on a short-term basis, at most one fiscal quarter. At the end of the fiscal quarter in which the DAP was approved, the project director(s) must either apply for and receive approval for status as a traditional project or cease all activities.
 - c. DAPs must immediately remit direct payment of funds associated with an event to their approved beneficiary organization(s). Proof of this remittance in the form of a tax-exempt receipt from the beneficiary organization must be provided within 90 days of the donation to Concordia Humana.
 - d. DAPs may deduct funds from event revenue to cover expenses if and only if the income can be supported by both a dated receipt and a signed statement asserting that the item was used only for the event. The total deducted may

be no more than 10% of the total sale income without Board approval.

- e. All funds not deducted are required to be remitted to the beneficiary organization.
7. DAPs are required to observe all other requirements of III:F (Procedures/Administrative Policies), with the exception of III:F:4:b (that they must deliver all revenue to Concordia Humana).
8. In the event of any documentation error or omission, intentional or otherwise, in the activities of a DAP, the Board has the option to enact punitive measures including but not limited to termination of operations for the DAP and the sponsoring chapter, as well as financial penalties levied against the program director.

Part IV: Amendments

- A. These bylaws may be amended at any time by a majority vote of the board.
- B. The Board may adopt corporate policies (e.g. Conflict of Interest, Records Retention and Information Transmission) at any time by simple majority vote. Those policies are incorporated in and bear the full force of these bylaws, provided they do not conflict with provisions of these bylaws. In the event of a conflict between the bylaws and a policy, the bylaws prevail.