# BYLAWS

# OF

# FOURTH MAN FOUNDATION

## Article I

## General Provisions

1.1 The name of this corporation shall be **Fourth Man Foundation**. (the "Corporation").

1.2 The registered office of the Corporation in the state of Kansas is 2205 Washington Street Great Bend, Ks 67530

1.3 The principal office of the corporation shall be located in the State of Kansas, or such other location as the Board of Directors may determine.

1.4 The fiscal year of the Corporation shall end on December 31 of each year.

## Article II

## Purpose

2.1 Not-for-Profit Purpose. The corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

2.2 General Purpose. The purpose of the organization is to:

- Support and equip leaders in accessing faith-based and religious leadership events
- Provide financial and strategic support to other nonprofit organizations
- Promote leadership development grounded in biblical and Christ-centered principles
- Engage in charitable giving and educational initiatives that advance religious and community leadership

## Article III

## <u>Powers of the Corporation</u>

3.1 General Powers. Except as otherwise limited by the Articles of Incorporation, this Corporation shall and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

## Article IV

## <u>Membership</u>

4.1 Membership of Corporation. This Corporation shall be composed of a single member which will be Gen 1 Agency, LLC.

## Article V

## <u>Management</u>

5.1 Management. Management of the business and affairs of the Corporation shall be exclusively vested in and conducted by its Board of Directors and its officers.

## Article VI

## <u>Officers & Directors</u>

6.1 Designated Officers. Officers of the Corporation shall be chosen by the Board of Directors of the Corporation and shall include:

- Chairman of the Board
- Vice Chairman of the Board
- Secretary
- Treasurer

6.2 Term and Election. Officers shall be elected annually by the Board of Directors by majority vote of the board during fourth quarter board meeting.

6.3 Duties. Unless otherwise determined by the Board of Directors, duties of each officer shall be as follows:

- **President:** Provides overall leadership and presides over meetings
- **Vice President:** Assists Chair and presides in absence of Chair
- **Secretary:** Maintains records, minutes, and official documentation
- **Treasurer:** Oversees financial management and reporting

6.5 Removal of Officer. An officer may be removed by a majority vote of the Board when in the best interest of the organization.

6.6 Number. The Board shall consist of no fewer than 4 and no more than 7 directors.

6.7 Qualifications. Directors shall be selected from residents US States who accept in principle the purpose of this Corporation and are deemed qualified to participate in the attainment of its objectives and the management of its business.

6.8 Terms. Directors shall serve staggered terms of 1 and 2 years and may be re-elected.

6.9 Removal of a Director. A director may be removed by a majority vote of the Board when in the best interest of the organization.

6.10 Resignation. Any Director of the Corporation may resign by providing written notice with the Secretary of the Corporation, and such resignation shall become effective when so filed unless some subsequent effective date is set forth in the resignation, and approved by the majority vote of the Board of Directors.

6.11 Vacancies shall be filled by majority vote of the remaining Board of Directors.

## Article VII

## <u>Meetings of the Board of Directors</u>

7.1 Regular Meetings. Regular meetings shall be held periodically at such specified times as are deemed necessary by the Board of Directors at a place designated by the Directors.

7.2 Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board or by any two Directors as deemed necessary. Business to be transacted shall be limited to the specified matters in the notice given.

7.3 Electronic Means. Members of the Board of Directors, or any committee thereof, may participate in a meeting of such Board or committee by means of conference telephone or similar electronic communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

7.4 Quorum. A majority of the total number of members of the Board of Directors shall be necessary to constitute a quorum at all meetings of the Board for the transaction of business except as otherwise provide by law.

7.5 Procedural Rules. All meetings of the Directors and any committees thereof shall be conducted in a manner consistent with any procedural rules contained in these Bylaws. In the absence of such rules, the Board shall endeavor to follow the most recent edition of Robert's Rules of Order in the conduct of such meetings.

7.6 Voting. Each director shall have one vote. Decisions are made by majority vote unless otherwise specified.

## Article VIII

## Committees

8.1 Committees. The Directors may designate one or more committees, each committee to consist of such individuals as determined by the Director. Committees serve at the discretion of the Board.

## Article IX

## Conflict of Interest

9.1 Conflict of Interest. Directors and officers must disclose any potential conflict of interest. Any director, officer, or member with a financial or personal interest in a matter before the Corporation must disclose the conflict to the Board. The interested person shall not participate in discussion or voting on the matter, except to provide requested information. The Board may approve the transaction or arrangement only if it determines it is fair and in the best interests of the Corporation.

## Article X

## Compensation

10.1 Compensation. Directors shall not receive compensation for serving on the Board, but may be reimbursed for reasonable expenses.

## Article XI

## Dissolution

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or to a federal, state, or local government for a public purpose.

No part of the assets shall be distributed to any private individual or shareholder.

## Article XII

## Amendments

12.1 Amendments. The Articles of Incorporation or the Bylaws may be amended by: (1) the Directors meeting, considering the proposed amendment, declaring the advisability of the amendment, and setting a date, time and place of a meeting to consider the amendment; and (2) upon approval by a majority vote of the Board of Directors represented at a meeting at which a quorum is represented, following written notice to each Director given not less than 15 nor more than 30 days before said meeting, which notice shall set forth the proposed amendment and indicate that the Board of Directors has, declared it to be advisable to present such amendment, and which notice shall give the date, time, and place of the meeting.

ADOPTED by the Members as of the 12th day of May, 2026.

The undersigned, acting as the Incorporator and authorized representative of the Corporation, hereby adopts the foregoing Bylaws as the official Bylaws of **Fourth Man Foundation.**

Alice J Chrest

Alice J Chrest
Incorporator / Authorized Representative

On behalf of Gen 1 Agency, LLC