



COMMONWEALTH OF KENTUCKY

NON-PROFIT BYLAWS

Article I. Name Of Organization

The name of the Corporation is Anointed Works Non-Profit L.L.C.

Article II. Corporate Purpose

Section 1. Non-Profit Purpose

This corporation is organized exclusively for Christian practice, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

Anointed Works (AW) is the parent of Unaligned Academy® (UA). AW sponsors Christian and non-Christian creators who have talents, such as artists, music artists/composers, writers, movie directors, devs (developers), etc. AW also offers free sponsorship for creators we choose to represent and at no point will creators be required to pay AW for this service. AW primarily specializes in exposes evil in demonic, secular works, such as Western films, cartoons, Japanese anime/manga, Chinese manhua/donghua, Korean manhwa/hanguk aeni or guksan, fantasy books in general and lyrics of songs. AW purifies demonic secular content, rejects the teachings of devils, then our devs and writers create Christian anime (mainly Japanese style) with moral, ethical messages for our targeted audiences.

Where AW uses Christian allegories to witness to people, UA provides seekers (students) the teaching of the original Hebrew manuscripts of the whole Book (Bible), which consists of 266 books. UA's ordained ministers and the staff instruct seekers with their knowledge to inspire others

to learn more about the whole truth behind Yeshua Christ, the Book's entire doctrine and the holy lifestyle a Christian must have in order to be saved and stay saved.

The specific objectives and purpose of this organization shall be:

- 1) To provide free sponsorship for creators.
- 2) To purify and create Christian content for our targeted audiences. In order to deliver high quality for eBooks, artwork or digital artwork for Corporation, we will use designer websites such as Canva, VistaPrint, Printify and SimplyStamps to help further our objectives and tasks for various departments within the Corporation.
- 3) To use holy instruction for seekers of UA, provide Christian consoling to seekers, mentor and guide seekers struggling with spiritual warfare or issues with Christian doctrine.
- 4) To allow our Christian content to be viewed or downloaded for free,
- 5) To support/donate to Christian organizations or with individuals who align with the true doctrine of the Book.

Article III. Membership

Section 1. Eligibility For Account Membership

Application for voting membership shall be open to registered workers or people online or offline that supports the purpose statement in Article II, Section 2. Membership is granted after a job application has been approve or if a individual completion and receipt of a membership application with *no* annual dues. All memberships shall be granted upon a majority vote of the CEO Board.

Section 2. Annual Dues

The amount required for annual dues shall be \$0.00 each year unless a majority vote of the members at an annual meeting of the full membership want to change the fee. Continued membership is not based on annual fees. It is based on integrity, honesty and living a true Godly, holy lifestyle. If any board member sees a member our organization violating policies, the doctrine of the bible and creating a disturbance among the board or the organization in general, that board member can and will be removed from the CEO Board.

Section 3. Rights Of Members

Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections. This will not apply to AW's organization at this time, but we reserve this right if we decide to integrate this method in the future. If this happens, the CEO Board will cast a vote to initiate Section 3's rights. Any other method is invalid and cannot be considered unless the President herself makes a change and declares that change before her committee.

Section 4. Resignation & Termination

Any member may resign by filing a written resignation and mailing it to the physical address or our email. Resignation shall not relieve a member of unpaid dues (unpaid dues does not apply at this time) or other charges previously accrued. Member must pay what is owned, even after resignation or termination. A member can have their contracts terminated by a majority vote, or the Approval Authority can terminate a member if he/she believes the member has behaved poorly, violated their contracts or has shown conduct that the Approval Authority deems unprofessional.

Section 5. Non-Voting Membership

The CEO Board shall have the authority to establish and define non-voting categories of membership.

Article IV. Meetings Of Members

Section 1. Regular Meetings

Regular meetings of the members shall be held quarterly at a time and place designated by the Chairman/Chairwoman. If the Chairman/Chairwoman cannot conduct the meetings, then the Organizer must do so, but if the Organizer cannot do it, the President will be required to oversee the meeting in the Organizer's place. As a non-profit organization, AW must hold at least (1) meeting each year. Some states require more, but we are required to hold (1) quarterly meeting per year.

Section 2. Annual Meetings

An annual meeting of the members shall take place in the month of the President, the Vice President or Approval Authority's choosing on any day at 8:00 PM at location of which will be designated by any member of the CEO Board, such as the Chair or Vice President. At the annual meeting the members have the right to elect Directors for Unaligned Academy®, RO's for the Responsible Office, workers for the organization, receive reports on the activities of the association and determine the direction of the association for the coming year. This also includes goals for the organization and the projects that AW creates. Strategy is key, so the annual meetings need to be professional, productive, helpful and sincere by all members. This is also the place to discuss any issues, conflictions and resolve them in a respectful, kind manner. If a member or worker has a severe issue with the organization, the annual meeting is the place to bring up such concerns.

Section 3. Special Meetings

Special meetings may be called by the Chairman/Chairwoman, the Executive Committee or a simple majority of the CEO Board. A petition signed by (5%) of voting members and staff members may also call a special meeting.

Section 4. Notice of Meetings

Printed notice of each meeting shall be given to each voting member and staff member by verified mail/electronic mail, not less than two weeks prior to the meeting.

Section 5. Quorum

A quorum for a meeting of the members shall consist of at least twenty percent (20)% of the active membership for the CEO Board and staff of AW.

Section 6. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. If a voting or staff member fails to appear at the meeting they cannot vote afterwards unless the Secretary calls the board and asks for permission. Permission can be granted from any member of the board. If the Secretary does not have a board member's permission, then they cannot let the pending member's vote be counted in the calculation.

Article V. Boards

Section 1. General Powers

The affairs of the Corporation shall be managed by its CEO Board. The CEO Board shall have control of and be responsible for the management of the affairs and property of the Corporation, as well as the website where the organization exists.

Section 2. Number, Tenure, Requirements, & Qualifications

The number of Directors shall be fixed from time-to-time by the Directors, but shall consist of no less than (3) nor more than (15) including the following officers:

- 1) CEO/President
- 2) CFO/Treasurer
- 3) Chairman/Chairwoman
- 4) Secretary
- 5) Vice CEO/Vice President

The members of the CEO Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the CEO Board, CEO Board, Responsible Office and Advisory Council must be approved by a majority vote of the members present and voting. No vote on new members of the CEO Board, CEO Board, Responsible Office or Advisory Council, shall be held unless a quorum of the CEO Board is present as provided in Section 6 of this Article.

No two members of the CEO Board related by blood or marriage within the second degree of consanguinity or affinity may serve on the CEO Board at the same time.

Each member of the CEO Board shall be a member of the Corporation whose membership dues are paid in full (if fees apply) and shall hold office for up to a 3-year term as submitted by the Nominations Committee.

Newly elected members of the CEO Board who have not served before shall serve initial 1-year terms. At the conclusion of the initial 1-year term, members of the CEO Board/CEO Board may serve additional 3-year terms. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately (1/3) of all members of the CEO Board/CEO Board shall expire.

Each member of the CEO Board/Board Of Trustees shall attend at least nine (2) monthly meetings of the board per year.

Each member of the CEO Board/Board Of Trustees shall donate at least \$100.00/120.00 to the organization annually, all or part of which may come from donations board members are given, or the second jobs some of the board members have and received by the CFO/Treasurer of the

Corporation. No contribution credit shall be given for in-kind donations. Provided, however, that the \$100 cash requirement for any member who joins after the beginning of the fiscal year for his or her initial one-year term shall be prorated accordingly.

Section 3. Regular Meetings & Annual Meetings

An annual meeting of the CEO Board for AW and the Board Of Trustees for UA shall be held at a 8:00 PM on December 10th of each calendar year at an offline location or a remote meeting online designated by the Executive Committee's Organizer or the CEO. Notice of these meetings shall be sent to all members no less than ten (5) days prior to the meeting date.

Section 4. Special Meetings

Special meetings of the CEO Board/CEO Board may be called by or at the request of the President or any two members of the CEO Board/CEO Board. The person or persons authorized to call special meetings of the CEO Board/CEO Board may fix any location, as the place for holding any special meetings of the board called by them.

Section 5. Notice

Notice of any special meeting of the CEO Board shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver

of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular meeting of the CEO Board/CEO Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Quorum

The presence, in person of a majority of current members of the CEO Board/CEO Board shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the CEO Board present at a meeting at which a quorum is present shall be the act of the CEO Board/CEO Board, unless the act of a greater number is required by law or by these Bylaws.

Section 7. Forfeiture

Any member of the CEO Board/Board Of Trustees who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by June 1st shall automatically forfeit his or her seat on the board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant and the CEO Board/Board Of Trustees may forthwith immediately proceed to fill the vacancy. Members of the CEO Board who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these Bylaws.

Section 8. Vacancies

Whenever any vacancy occurs in the CEO Board/CEO Board it shall be filled without undue delay by a majority vote of the remaining members of the CEO Board/CEO Board at a regular meeting. Vacancies may be created and filled according to specific methods approved by the CEO Board.

Section 9. Compensation

Members of the CEO Board for AW or members of the Board Of Trustees for UA and the Corporation's workers *shall not* receive any compensation for their services. Everyone who is approved and hired will be given a VAP (Volunteer Agreement Plan) Contract by default. FAP (Freelance Agreement Plan) Contracts are reserved for *freelance workers only*. FAPs are limited to (2) per year. VAP contracts will have what is known as a “voucher” agreement, which allows the worker to receive a set amount of payment based on their hourly rates. If a freelance worker violates the conditions of their FAP contract, does not perform well, becomes inactive for any reason and doesn't inform us, fails to produce the work ethic they promised, their FAP contract will be terminated and they will not receive their pay and he/she will be dismissed from the Corporation.

If a worker violates the conditions of their VAP contract, does not perform well, becomes inactive for any reason and doesn't inform us, fails to produce food work ethics, disrespect their bosses, a member of the CEO Board/Board Of Trustees and overall, becomes problematic, their VAP contract will be terminated and he/she will be dismissed from the Corporation.

The only personnel allowed to execute this penalty is the Approval Authority and their decision to do this can be done with or without a written notice or verbal notice to the worker or the freelance worker.

Section 10. Informal Action By Officers

Any action required by law to be taken at a meeting of the CEO Board or any action which may be taken at a meeting of Officers, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Officers following notice of the intended action to all members of the CEO Board.

Section 11. Confidentiality

Officers shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know or the disclosure of such information is in furtherance of the Corporations' purposes or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers, the purposes and functions of the Corporation, including, but not limited to accounts on deposit in financial institutions. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the CEO Board/Board Of Trustees.

Section 12. Advisory Council

An Advisory Council may be created for AW or UA if their Boards feel that they need one. Members for a Advisory Council shall be elected by the members of the CEO Board or the Borad Of Trustees. Advisory Councils member shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the board. Advisory Council members may attend said meetings at the invitation of a member of the CEO Board/CEO Board. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the receive an official and version.

Advisory Council will comply with the confidentiality policy set forth herein and shall sign a Confidentiality Business Agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

Section 13. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President/CEO by reference to [Robert's Rules Of Order](#).

Section 14. Removal

Any member of the CEO Board/Board Of Trustees or members of the Advisory Council may be removed with or without cause at any time, by vote of three-quarters (3/4) of the members of the CEO Board/Board Of Trustees if in their judgment the best interest of the Corporation would be served thereby. Each member of the CEO Board/Board Of Trustees must receive written notice of the proposed removal at least (10) days in advance of the proposed action. An officer who has been removed as a member of the CEO Board/Board Of Trustees shall automatically be removed from office. Members of the CEO Board/Board Of Trustees who are removed for failure to meet the minimum requirements in Section 2 of this Article in these Bylaws automatically forfeit their positions on the board pursuant to Section 7 of this Article and are not entitled to the removal procedure outlined in Section 14 of this Article.

Article VI. Officers

The officers of AW's CEO Board and officers of UA's Board Of Trustees shall be the President/CEO/Approval Authority, Vice President/Vice CEO, Secretary and CFO/Treasurer, Headmaster, Head Minister, Director. All officers must have the status of active members of the board.

Section 1. President/CEO/Approval Authority

The President shall preside at all meetings of the membership. The President/CEO/Approval Authority shall have the following duties:

- He/She shall preside at all meetings of the Executive Committee.
- He/She shall have general and active management of the business of this Advisory Board.
- He/She shall see that all orders and resolutions of the Advisory Board are brought to the Advisory Board.
- He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- He/She shall submit a report of the operations of the program for the fiscal year to the Advisory Board and members at their annual meetings and from time to time, shall report to the board all matters that may affect this program.

- He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President/CEO Approval Authority.

Section 2. Vice-President/Vice CEO

The Vice President/Vice CEO shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice President/Vice CEO duties are:

- He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Advisory Board.

Section 3. Secretary

The Secretary shall attend all meetings of the Advisory Board and of the Executive Committee and all meetings of members and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

- He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President/CEO/Approval Authority shall make the arrangements for all meetings of the Advisory Board, including the annual meeting of the organization.
- Assisted by a staff member, he/she shall send notices of all meetings to the members of the Advisory Board and shall take reservations for the meetings.
- He/She shall perform all official correspondence from the Advisory Board as may be prescribed by the Advisory Board or the President/CEO/Approval Authority.

Section 4. Treasurer/CFO

The Treasury's duties shall be:

- He/She shall submit approval of all expenditures of funds raised by the Advisory Council, proposed capital expenditures (equipment and furniture), by the staff of the agency.
- He/She shall present a complete and accurate report of the donations raised by this Advisory Council at each meeting of the members or at any other time upon request to the Advisory Council.
- He/She shall have the right of inspection of the donation funds within the organization. Budgets and subsequent audit reports.
- It will be the duty of the Treasurer/CFO to assist in direct audits of the donation funds of according to funding source guidelines and generally accepted accounting principles.
- He/She shall perform such other duties as may be prescribed by the Advisory Board or the President/CEO/Approval Authority under whose supervision he/she shall be.

Section 5. Election Of Officers

The Responsible Office shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Advisory Council. Nominations shall also be received from the floor after the report of the Responsible Office. The election shall be held at the annual meeting of the Advisory Council. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting.

Officers of the Executive Committee shall be eligible to succeed themselves in their respective offices for two (2) terms only.

Section 6. Removal Of Officer

The Advisory Council with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the CEO Board/CEO Board and elect a successor for the unexpired term. No officer of the CEO Board/CEO Board shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the board for such expulsion.

Section 7. Vacancies

The Responsible Office shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Advisory Council at least (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

Article VII. Committees

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board Chairman/Chairwoman appoints all committee chairs.

Section 2. Executive Committee

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles Of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the CEO Board/CEO Board in the intervals between meetings of the CEO Board/CEO Bord and is subject to the direction and control of the full board.

Section 3. Finance Committee

The Treasurer/CFO is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, processing donations and the annual budget with staff and other board members. The board must approve the budget departments want to spend through the Finance Committee and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures and pending income. The

financial records of the organization are public information and shall be made available to the membership, board members and the public.

Article VIII. Corporate Staff

Section 1: Executive Director/Organizer

The CEO Board/Board Of Trustees shall hire an Executive Director/Organizer who shall serve at the will of the board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation and shall be able to hire, discharge and make sure staff and board members are fulfilling the conditions and terms of their contracts. The Executive Director/Organizer may perform additional duties directed by the Executive Committee or the CEO Board/Board Of Trustees. No worker, student of UA, Instructor of UA, officers of any branch of committees, the Responsible Office and its RO's may individually instruct the Executive Director/Organizer or override his/her authority. The Executive Director/Organizer shall make such reports at the board and Executive Committee meetings as shall be required by the President/CEO/Approval Authority or the board. The Executive Director/Organizer shall be an ad-hoc member of *all* committees. The Executive Director/Organizer may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the CEO Board/Board Of Trustees or Advisory Council. The Executive Director/Organizer may be hired at any meeting of the CEO Board/Board Of Trustees by a majority vote and shall serve until removed by the CEO Board/CEO Board upon an affirmative

vote of three-quarters (3/4) of the members present at any meeting of the CEO Board/Board Of Trustees. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director/Organization, who shall remain a worker terminable at will, as provided in this Section.

Article IX. Conflict of Interest & Compensation

Section 1: Purpose

The purpose of the **Conflict Of Interest Policy** is to protect our Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or board member or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

Section 2: Definitions

Interested Person

- Any officer or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- ARH, Kentucky River Medical Center, Juniper Health – for hospitals that complete Schedule C: If a person is an interested person with respect to any entity in the health care system of which the organization is a part, he or she is an interested person with respect to all entities in the health care system.

Financial Interest

- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family.
- An ownership or investment interest in any entity with which the organization has a transaction or arrangement.
- A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement.
- A potential ownership or investment interest in, or compensation arrangement. with, any entity or individual with which the organization is negotiating a transaction or arrangement.

- Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

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 and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

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/she shall leave the governing 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.

Procedures For Addressing the Conflict of Interest

- An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

Violations Of The Conflicts Of Interest Policy

- If the governing board or committee has reasonable cause to believe 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 an opportunity to explain the alleged failure to disclose.
- If after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records Of Proceedings

- The minutes of the governing board and all committees with board delegated powers shall contain 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 governing boards or committee's decision as to whether a conflict of interest in fact existed.

- 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 alternatives to the proposed transaction or arrangement and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

- A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation. This rule does not apply to AW's boards, members, or committees.
- A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
- No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- ARH, Kentucky River Medical Center, Juniper Health – for hospitals that complete Schedule C.
- Physicians who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters. No physician, either individually or collectively, is prohibited from providing information to any committee regarding physician compensation.

Section 6. Annual Statements

Each member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- Has received a copy of the Conflicts Of Interest Policy.
- Has read and understands the policy.
- Has agreed to comply with the policy.
- Understands the Organization is non-profit under 501(c)(3) and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the organization operates in a manner consistent with non-profit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- Whether partnerships, joint ventures and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further non-profit purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use Of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article X. Conflict of Interest: Secular Works

Section 1: Purpose

The purpose of the **Conflict Of Interest: Secular Works Policy** is to protect our Corporation's interest when it is competing with our Western and Eastern rivals in the animation and gaming marketing avenues. This policy will outline what workers, freelance worker CEO Board/Board Of Trustees members must be aware of while they are employed with the Corporation. This policy binds the individual until they are no longer employed with the Corporation. This means workers, freelance workers and Board members are expected make good, moral decisions on the clock and in their own lives. Workers, freelancers or Board members caught doing the opposite of what this policy states will face suspension or termination if he/she does not respect the moral code of the policy while employed with the Corporation.

Section 2: Know Who You Represent

No Exemption For Christians

- Christian worker/freelance/Board member *shall not* promote, advertise or endorse secular, demonic works of our rivals. Walt Disney, Cartoon Network, Nickelodeon, Marvel, DC Comics, TV Toyoko, J.C. Staff, Bandai, Shoujen Jump, Blizzard, Activision, Rare, EA, Bioware, Zenimax Studios, Microsoft, Apple, etc. are just a few companies who produce content that violates the holy doctrine of the Book. Their fictional characters and messages support abortion, rape, theft, nudity, porn, sexual immoralities of all kinds, gore, fornication, idolatry, magic, witchcraft, talking to spirits or ancestors, contacting the dead or talking to the dead, contacting devils and making “contracts”, sleeping with the evil spirits, tattoos, drunkenness, fornication, demonic doctrines of Hell, false mythologies and corrupted theologies.
- Christian workers/freelance workers/Boad members *shall never* entertain secular works during business hours or after business hours when they are around other people, such as family members, church members or friends. They are only allowed to “observe” content for the sake of purifying it, not for pleasure and entertainment.
- Christian workers/freelance workers Board members should do their best to never expose their children, godchildren, adopted children, etc. to our rivals’ secular works if it is in their power to do so. By allowing expose he/she is letting the enemy in a child’s mind and the child, who is easily influenced, will associate our rivals’ secular works as “good” or “safe” when it is bad and supporting of Lucifer and his campaign. To avoid this conflict of interest, we make it mandatory that our people research the TV show, movie, animation, cartoon or

lyrics of a song and see if our rivals' secular content violates Book scripture before letting a child engage with it. If our rivals' content is safe for a child to hear or see that's great, but if our rival's content is not safe for a child to hear or see, then we require the Christian workers/freelance workers/Board Members to act accordingly and shield the child from the evil if it is in their power to do so.

- Christian workers/freelance workers/Board member shall not encourage others to watch TV shows, movies, animations, cartoons, listen to music or read books/comics of our rivals that promote demonic themes. In fact, they must resist and be against it and not entertain such pleasures of the flesh. AW and UA uphold the holiness lifestyles Yahweh-Jehovah commands *all saved people* to do by default. To not demonstrate these basic Old Testament and New Testament disciplines is damaging to the Corporation, its moral code and damaging to our reputation.

Exemptions For Non-Christians

Non-Christian workers or freelance workers (non-Christian workers can never be officers or delegated Board authority) are exempt from the binding conditions for Christians when off the clock, but during hours of operation, he/she cannot promote, praise or endorse our rivals' secular works or sin and sinful lifestyles in general. When employed with the Corporation, non-Christian workers and freelance workers will still be subject to our Corporation's policies until they depart. This Conflict Of Interest Policy: Secular Works strictly binds non-Christian workers from promoting and suggesting our rivals' secular works into our own works. It also prohibits non-Christian workers or freelance workers from trying to defend our rivals for what they do. This is

holy organization that stands on the truth of Hashem-Adoni and Elohim alone. We will not tolerate praise or suggestions from non-Christan workers or freelance workers at any time while they are employed with the Corporation, as it is a direct violation of the policy and will not be tolerated.

Article XI. Indemnification

Section 1. General

To the full extent authorized under the laws of the District of Eastern Kentucky, the Corporation shall indemnify any: director, officer, employee, agent, or former member, director, officer, employee, agent of the corporation, any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents and persons is referred to in this Article individually as an "indemnatee"), against expenses actually and necessarily incurred by such indemnatee in connection with the defense of any action, suit, or proceeding in which that indemnatee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnatee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnatee may be entitled under any bylaw, agreement, resolution of the CEO Board/CEO Board or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the CEO Board/Board Of Trustees, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, worker, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

Article XII. Books & Records

The Corporation will keep records of bank account statements, online transcripts, transactions, donations and logs of annual meetings virtually, physically or both of the proceedings for AW or UA.

Article XIII. Amendments

Section 1. Articles Of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the CEO Board, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

AW's CEO Board and UA's Board Of Trustees may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each member within the time and the manner provided for the giving of notice of meetings of members.

Adoption Of Bylaws

We, the undersigned, are all of the initial directors or incorporators of this corporation and we consent to and hereby do, adopt the foregoing Bylaws, consisting of the 30 preceding pages, as the Bylaws of this corporation. Adopted and approved by the CEO Board and the Board Trustees on this 2nd day of February, 2020.

Rachel Renee Wilson

Rachel Renee Wilson

2/5/2020

Printed Name, President

Signature, President

Date

Rebecca Ann Barnett

Rebecca Ann Barnett

2/5/2020

ATTEST: Printed Name,
Organizer

Signature, Organizer

Date

Whitney Nicole Taylor

Whitney Nicole Taylor

2/5/2020

ATTEST: Printed Name,
Chairwoman

Signature, Chairwoman

Date