Bylaws of You Discover Math Inc.

General

Section 1. Name

The name of the Organization is: You Discover Math Inc (the "Organization").

Section 2. Purpose and Powers

a) The Organization is a not-for-profit corporation that is organized and operated to engage in any lawful act for a nonprofit corporation. The Organization's mission is to make engaging math learning opportunities accessible for all students.

b) Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, neither the Board of Directors nor the Organization shall have the power or authority to do any act that will prevent the Organization from being an organization described in the Internal Revenue Code (the "Code") §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or corresponding provisions of any subsequent federal tax laws. The Organization shall be and hereby is empowered to acquire and own personal property, equipment, intellectual property and land for use for corporate purposes.

Section 3. Annual Meeting

The annual meeting of the Organization shall be at a time and place set forth by resolution of the Board of Directors.

Section 4. Fiscal Year

The fiscal year of the Organization shall begin on July 1 and end on June 30.

Article II: Members

The Organization shall have no members.

Article III: Board of Directors

Section 1. Powers of the Board of Directors

Except as otherwise required by law, as provided in the Articles of Incorporation and these Bylaws, all details of the operation and management of the Organization and its affairs and property are vested in the Board of Directors (the "Board").

Section 2. Number and Term

The Board shall consist of no fewer than three (3) individuals (the "Directors") who shall serve for three-year staggered terms, or until a qualified successor has been duly appointed. In order to achieve the staggered terms described in the preceding sentence, the initial Board shall consist of one Director or group of Directors appointed to an initial one-year term, one Director or group of Directors appointed to an initial two-year term, and one Director or group of Directors appointed to an initial three-year term. Each Director shall hold office commencing on the day of his or her appointment until the expiration of his or her term or, if earlier, the date of his or her resignation, death, or removal from office. Directors may serve up to two consecutive terms before taking at least one year off as a Director. Following the end of that year, the individual may become a Director again if elected pursuant to Art. III, Section 3, below.

Section 3. Election of Directors and Vacancies

The Directors shall be elected at the duly held annual meeting, or, in the event of a vacancy, at a meeting called for the purpose of electing Directors. A majority vote of the Directors present at such meeting shall be sufficient for election of a Director or filling a vacancy. A Director who has resigned but not yet vacated office may vote in the election of his or her successor.

Section 4. Meetings of the Board

Regular Meetings. The Board shall hold regular meetings, as fixed by these Bylaws or by resolution of the Board, for the purpose of transacting business that may come before the Board. These regular meetings shall be held at least quarterly. The Annual Meeting shall count as one of the quarterly meetings. Regular meetings of the Board may be held without notice of the date, time, place, or purpose of the meeting. Meetings of the Board, including the Annual Meeting, will generally be held at the principal office of the Organization and/or by videoconference, but may be held elsewhere either inside or outside the State of Texas, as set forth by resolution of the Board.

Special Meetings. In addition to regular meetings, a special meeting of the Board may be called by mail or email by two (2) Directors or by the President, for any lawful purpose upon two (2) days' notice, or upon ten (10) days' notice if the purpose of the special meeting pertains to addition or removal of Directors or Officers or pertains to bylaws amendments. A special meeting shall be held at such date, time, and place as is specified in the call of the meeting. Notice of the date, time, and place of each special meeting shall be sent by the Secretary of the Organization, or by the person or persons calling the meeting, to each Director. The notice shall describe the purpose of the special meeting.

Means of Communication. The Means of Communication for all meetings of the Board shall be in such forum(s) that reasonably accommodate all Directors, either in person, and/or via telephone, and/or via videoconference (such as Microsoft Teams / Zoom), such that all Directors may simultaneously hear each other during the meeting. Proxies are only allowed at any meeting at the discretion of the President, but shall be allowed for all Directors if allowed at all.

General Order of Business for Meetings.

a) The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Organization may adopt. At the discretion of the President and especially while the size of the Board is small, strict adherence to Robert's Rules may be suspended and simpler, less formal procedure may be permitted, provided that less formal procedures uphold Robert's Rules' main principles: that one topic is discussed at a time, and that everyone has an opportunity to comment on the topic under consideration. Any Board member may "raise a question of order" and call on the President to clarify or revert to Roberts' Rules format if there arises any concern with a less formal parliamentary procedure.

b) The Board shall adopt a Standard Order of Business (template) and an Agenda for all Regular Meetings. The President or the delegate of the President shall propose the specific agenda items to be covered at each Regular Meeting, working in good faith with all Board members to prioritize items..

c) Minutes must be recorded for all meetings, and approved by vote of the Board.

Section 5. Quorum and Approval of Actions

A majority of Directors in office when action is taken shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law, the Articles, or these Bylaws.

Section 6. Board Action by Means Other Than Meeting

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent describing the action is signed by each Director and the written consent is included in the minutes or filed with the corporate records. The Board may adopt procedures to allow Directors to sign a written consent by electronic means. Action taken under this section is effective when the last Director signs the consent unless the consent specifies a prior or subsequent effective date.

Section 7. Attendance

Attendance at Board meetings shall be a matter of record. Directors are expected to attend all Board meetings unless excused by the President. The unexcused absence of a Director from two (2) consecutive meetings of the Board shall be deemed as tendering a resignation as provided in Section 8 below. The Board may accept such resignation by Board action at any succeeding meeting provided, however, that if the Director attends one or more meetings of the Board before the Board takes action to accept the resignation, the Director's attendance shall be deemed to void the resignation.

Section 8. Resignation and Removal of Directors

Resignation. A Director may resign at any time by providing written notice to the Board. The Director's resignation shall be effective immediately upon receipt unless a subsequent effective date is specified in the written notice. A Director shall be deemed to have tendered his or her resignation as the result of two (2) consecutive, unexcused absences from regular or special meetings of the Board as described in more detail in Art. III, Section 7, above.

Removal. A Director may be removed by majority vote of the Board at a duly called meeting or by a majority of the Directors, with cause, at any regular or special meeting of the Board, provided that written notice of the proposed removal is mailed or emailed to the Director at least ten days prior to the meeting at which the removal will be proposed. Voting to remove a Director may only be conducted in person or by videoconference.

Section 9. Committees

a) Standing as well as ad hoc or temporary committees shall be established by the Board from time to time as necessary to further the purposes of the Organization, and shall be accountable to the Board. There shall be at least one Director on each committee. The fact that an individual is on a committee does not mean that individual is entitled to become a Director.

b) Committees shall not: (1) Authorize distributions; (2) Approve or recommend to members action required to be approved by members under this article, if applicable; (3) Fill vacancies on the Board of Directors or on a committee; or (4) Adopt, amend, or repeal bylaws.

c) Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of these Bylaws, concerning meetings and actions of directors, with such changes as are necessary to substitute the committee and its members for the Board and the Directors.

Section 10. Qualifications

Each Director shall be an individual who

- shares a genuine interest in the Organization's mission; and
- has at least one (1) year of experience in some form of activity relevant to the achievement of the Organization's mission. In general, a person should have volunteered with, or otherwise collaborated with You Discover Math in a favorable manner for at least a six (6) month time period before becoming a Director. This requirement may be waived at the discretion of the Board of Directors.

The phrases "activity relevant to the achievement of the Organization's mission" and "in a favorable manner" may be interpreted based on the judgment of the Board of Directors.

Each Director shall also fulfill any other standards or qualifications as may be required by applicable law.

Article IV: Officers

Section 1. Officers of the Organization

The Officers of the Organization shall be the President, Vice-President, if elected, Secretary, and Treasurer, and such other Officers as the Board may otherwise elect. A person may simultaneously hold more than one (1) officer role, with the following exceptions:

- the President and Secretary may not be the same person; and,
- the President and Vice-President (if elected) may not be the same person.

Section 2. Powers of Officers

The duties of the Officers shall include all duties imposed by law, adhering to the bylaws (including, for emphasis, article 6 section 2 conflict of interest policy), and:

a) The President shall preside at all meetings of the Board, or, arrange for a different leader to preside (or act as the facilitator) at Leadership Team meetings, according to policies which the Leadership Team may adopt. The President shall appoint committees and direct the operation of the Board in conformance with the Articles of Incorporation, Bylaws and resolutions of the Board. When there is no Operational Leadership Executive role filled, the President shall also be primarily responsible for all day-to-day operations. The President shall demonstrate leadership by guiding the entire Board of Directors to uphold their responsibilities, for example, by proposing and implementing organization-wide policies, and by participating effectively in all aspects of organizational governance. The President shall lead the Board of Directors to become a self-sustaining and effective team of people who recruit and develop their own successors. The President shall be responsible to maintain a Board President Role Manual. The President shall be primarily responsible to recruit and develop successor candidates for the Board President role. The outgoing Board President shall work in parallel with the incoming Board President to ensure a smooth hand-over for this vital officer role. The President shall be a Director.

b) If a Vice-President is elected, the Vice-President shall assume all the duties of the President in the event of his/her absence or disability and perform such other functions as assigned by the President. If a Vice President is elected, the Vice President may become the next Board President, but there is no implication that the person elected Vice President is automatically the next year's Board President. The Vice-President shall be a Director.

c) The Secretary shall be the custodian of all papers, books, and records of the Organization other than books of account and financial records. The Secretary shall keep an accurate record of the proceedings of the meetings of the Board and ensure that minutes and records are kept for each committee of the Board. The secretary shall send out minutes of Board meetings in timely fashion after each meeting for review by Board members. The Secretary shall authenticate records of the Organization as necessary. The Secretary shall also ensure that corporate records and other information as required by state or local law are adequately maintained in conformance with such laws and be responsible for the filing of annual reports as required. The Secretary shall perform the duties usual to such position, serve as the President where there is no Vice-President and the President is absent, and such other duties as the Board of Directors or the President may prescribe. The Secretary shall be responsible to maintain a Board Secretary Role Manual. The Secretary shall be primarily responsible for recruiting and developing their own successor candidates for the Board Secretary role. The outgoing Board Secretary shall work in parallel with the incoming Board Secretary to ensure a smooth hand-over for this vital officer role. The Secretary shall be a Director.

d) The Treasurer shall receive and safely keep all funds of the Organization, make approved disbursements, and maintain an accurate accounting of all financial transactions. All notes, securities, and other assets coming into the possession of the Organization shall be received, accounted for, and placed in safekeeping as the Treasurer may from time to time prescribe. The Treasurer shall furnish, whenever required by the Board or the President, a statement of the financial condition of the Organization and shall perform the duties usual to position and such other duties as the Board or President may prescribe. The Treasurer shall be responsible for maintaining a Board Treasurer Role Manual. The Treasurer shall be primarily responsible to recruit and develop their own successor candidates for the Board Treasurer role. The outgoing Treasurer shall work in parallel with the incoming Board Treasurer to ensure a smooth hand-over for this vital officer role. The Treasurer shall be a Director. The Board of Directors may select a person for an Operational Leadership Executive role such as a Chief Operating Officer (COO) or Executive Director (ED), to be primarily responsible for day-to-day operations.

- The operational executive role may be a Director role, or may not be a Director role.
    - If the person in the operational leadership executive role is a Director, then the role title "Executive Director" shall be used.
    - If the person in the operational leadership executive role is NOT a Director, then the role title "Chief Operating Officer" shall be used instead of "Executive Director".
- The ED or COO shall collaborate with the entire Board of Directors and other key teammates to lead the entire organization. The ED should participate regularly among the leaders of all areas of the organization—including with program leadership as well as supporting committees. The ED should work together with the Board President and with the full Leadership Team to recommend and implement effective policies, procedures, and ways of working for the organization.
- The ED or COO should be able to depend upon members of the Board of Directors to communicate very clearly which responsibilities they commit to take ownership of, and, to uphold each of the responsibilities to which they have committed. Typically, the ED may focus mainly on operational and management duties including program leadership, while the Board of Directors may focus mainly on governance, fiscal oversight, and general support responsibilities. However, the ED and the Board of Directors may decide among themselves which responsibilities will be owned by each teammate, so that the organization's leaders collectively provide the best possible support for pursuing the organization's charitable mission.
- The ED or COO may be an unpaid volunteer, or may be a paid staff person. If the ED or COO is a paid staff person (whether hourly or salary, part time or full time), they must be recused from the Board of Directors' discussions and votes on all matters pertaining the ED's or COO's performance review or compensation.
- Whether the ED or COO is paid or unpaid, the ED or COO should generally participate alongside the rest of the Leadership Team as a deeply valued partner in influencing the organization's strategy.

Section 3. Appointment of Officers

The Board shall elect the Officers at the annual meeting. Those Officers shall serve a one year term or until a successor has been duly elected and qualified. Officers may, at the discretion of the Board, serve multiple consecutive terms.

Section 4. Removal or Resignation of Officers

An Officer may be removed by majority vote of the Board, with cause, at any regular or special meeting of the Board, provided that written or email notice of the proposed removal is sent to the Officer at least ten days prior to the meeting at which the removal will be proposed. Officers may resign by providing written notice to the President and/or Secretary of the Board. Any vacancy that occurs in any office shall be filled by the Board, and the person appointed to fill the vacancy shall hold such office until the expiration of the term vacated.

Article V: Indemnification

Section 1. Indemnification

The Organization shall indemnify each current and former Director of the Board and each of the Organization's Officers and former Officers for the defense of civil and criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these Bylaws to the contrary, in a manner and to the full extent permitted by applicable law as may from time to time be in effect.

The Organization shall indemnify each current and former Director of the Board and Officers and former Officers from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal thereof, imposed upon or asserted against him or her by reason of being or having been such a Director or Officer and acting within the scope of his or her official duties, except where such Officer or Director is adjudged, in a final non-appealable order, decision or holding, to be liable for negligence or misconduct in the performance of a duty which directly gave rise to the action or proceeding.

This indemnification shall apply to all judgments, fines, amounts in settlement, and reasonable expenses described above as incurred whenever arising and the right of indemnification in these Bylaws shall be in addition to any and all rights to which any current or former Director or Officer of the Organization might otherwise be entitled and these provisions shall neither impair not adversely affect these rights.

Section 2. Purchase of Insurance

The Board is authorized and empowered to purchase insurance covering the Organization's liabilities and obligations under this Article V and insurance protecting the Organization's Directors, Officers, employees, agents, and/or other persons.

Article VI: Provisions for Regulation and Conduct of the Affairs of the Organization

Section 1. Distribution of Property Upon the Dissolution of Organization

If the Organization is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more organizations that have been selected by the Board pursuant to the applicable provision in the Articles of Incorporation. Any property not so transferred shall be disposed of by the Circuit or Superior Court of the county in which the registered office of the Organization is then located, exclusively for such tax-exempt purposes or to such tax-exempt organizations as such Court shall determine.

Section 2. Conflict of Interest

Directors and Officers shall abide by the Conflict of Interest Policy adopted by the Board. The Conflict of Interest Policy shall provide that Directors, Officers and employees shall carry out their respective duties in a fashion that avoids actual, potential, or perceived conflicts of interest. Directors will not be compensated for their service on the Board. Some Directors may be employed by the Organization to work on projects of the Organization for which they will be compensated. Any Director receiving compensation as an employee or independent contractor of the Organization must abstain from voting on matters directly related to that compensation.

Section 3. Notice

a) All notices sent by the Organization, the Board, individual Directors, or any combination thereof shall be sent pursuant to the procedures detailed herein.

b) Oral notice shall include communications via phone call, voicemail, in person, webcam, or any other similar means of communication.

c) Oral notice shall be effective when communicated.

d) Written notice shall include communications via mail or other similar delivery method, electronic mail, fax, or other electronic means capable of verification.

e) Written notice shall be effective at the earliest of the following: (a) when received; (b) five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Organization; (c) on the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (d) on the date sent by electronic mail, text, fax, or other similar means if sent using the correct information listed in the most current records of the Organization and such did not bounce as undeliverable or fail to send.

Article VII: Contracts, Checks, Loans, Deposits, and Gifts

Section 1. Contracts

The Board may authorize one (1) or more Officers, agents, or employees of the Organization to enter into any contract or execute any instrument on its behalf. The authorization may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent, or employee shall have any power to bind the Organization or to render it liable for any purpose or amount.

Section 2. Checks

All checks, drafts, or other orders for the payment of money by the Organization shall be signed by the person or persons the Board may from time to time designate by resolution. The designation may be general or confined to specific instances.

Section 3. Loans

Unless authorized by the Board, no loan shall be made by or contracted for on behalf of the Organization and no evidence of indebtedness shall be issued in its name. The authorization may be general or confined to specific instances.

Section 4. Deposits

All funds of the Organization shall be deposited to its credit in the bank(s) or other depositaries as the Board may designate. The designation may be general or confined to specific instances.

Section 5. Gifts

The Board may accept on behalf of the Organization any gift, grant, bequest, devise, or other contribution for the purposes of the Organization on such terms and conditions as the Board shall determine.

Article VIII: Amendments to the Bylaws or Articles of Incorporation

These Bylaws and the Articles may be amended, by a two-thirds (2/3) vote, at any duly called meeting of the Board.