


PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATION

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Pennsylvania Department of State

<input type="checkbox"/> Return document by mail to: Jordan Chapman Name 1808 S. Etting St, Address Philadelphia PA 19145 City State Zip Code <input type="checkbox"/> Return document by email to: _____	Articles of Incorporation-NonProfit (15 Pa.C.S.) (rev. 2/2017)  5306
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Read all instructions prior to completing. This form may be submitted online at <https://www.corporations.pa.gov/>.

Fee: \$125.00 I qualify for a veteran/reservist-owned small business fee exemption (see instructions)

Check one: Domestic Nonprofit Corporation (§ 5306) Nonprofit Cooperative Corporation (§ 7102B)

In compliance with the requirements of the applicable provisions (relating to articles of incorporation or cooperative corporations generally), the undersigned, desiring to incorporate a nonprofit/nonprofit cooperation corporation, hereby state(s) that:

1. The name of the corporation is:
The Black Science Coalition and Institute Inc

2. Complete part (a) or (b) – not both:
(a) The address of this corporation’s current registered office in this Commonwealth is: *(post office box alone is not acceptable)*
6027 Chester Ave, Philadelphia PA 19142 Philadelphia
Number and Street City State Zip County
(b) The name of this corporation’s commercial registered office provider and the county of venue is:
c/o:
Name of Commercial Registered Office Provider County

3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes.
The Black Science Coalition and Institute seeks to foster scientific interest, research, knowledge, and innovation in black and historically underrepresented communities, in hopes of pushing the boundaries for all people and scientific discovery.

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. Check and complete one: The corporation is organized on a non-stock basis.
 The corporation is organized on a stock share basis and the aggregate number of shares authorized is:

6. For unincorporated association incorporating as a nonprofit corporation only. Check if applicable:

 X The incorporators constitute a majority of the members of the committee authorized to incorporate such association by the requisite vote required by the organic law of the association for the amendment of such organic law.

7. For Nonprofit Corporation Only:

Check one: *The corporation shall have no members.*

 X *The corporation shall have members.*

8. For Nonprofit Cooperative Corporation Only:

Check one of the following:

 The corporation is a cooperative corporation and the common bond of membership among its members is:

 The corporation is a cooperative corporation and the common bond of membership among its shareholders is :

9. The name(s) and address(es) of each incorporator(s) is (are) (all incorporators must sign below):

Name	Address
Jordan T Chapman	1808 S. Etting St. , Philadelphia , Philadelphia , PA , United States , 19145
Kahlil Small	1620 S. 24th Street , Philadelphia , Philadelphia , PA , United States , 19145
Kylia Chandler	2247 Cantrell Street , Philadelphia , Philadelphia , PA , United States , 19145
Taylor Spencer	2553 Stone Road , Ann Arbor , Out Of State , MI , United States , 48105

10. The specified effective date, if any, is:

02/20/2019 12:00 PM
month day year hour, if any

11. Additional provisions of the articles, if any, attach an 8½ x 11 sheet.

**IN TESTIMONY WHEREOF, the incorporator(s)
has/have signed these Articles of Incorporation this**
19 _____ day of February _____, 2019 _____.

Jordan T Chapman

Signature

Kahlil Small

Signature

Kylia Chandler

Signature

Taylor Spencer

Signature

BSCI Bylaws

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is The Black Science Coalition and Institute

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, 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. Vision

To become a premier scientific organization for aspiring and established black and underrepresented scientist in support of pushing the boundaries for all people and scientific discovery.

Section 3. Mission

The Black Science Coalition and Institute (BSCI) seeks to foster scientific interest, research, knowledge and innovation in black and historically underrepresented communities.

The specific objectives and purpose of this organization shall be:

- a. Community outreach and education on scientific topics, research and opportunities
- b. To provide professional workshops, meetings and conferences
- c. encourage historically underrepresented communities to pursue careers in the sciences
- d. Support underrepresented communities in their scientific education, careers and research
- e. Advance scientific discovery, research, scholarship, and interest.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Any individuals who supports the objectives of the Institute and is willing to advance the overall mission and vision and contribute to the objectives is qualified for membership. Members shall be able to hold elective positions in the Institute and shall have the right:

- A. to vote for the president-elect, other members of the board of directors, council members and potential CEOs
- B. to vote on the recall of elective members of the board of directors
- C. to vote on amendments to the Constitution and to propose amendments to the Constitution and Bylaws by petition

Section 2. George Washington Carver Society

A member who is deemed to have made important contributions to the advancement of science and BSCI's mission and/or vision may be elected a George Washington Carver Society

Section 3. Advisory Board

The Advisory Board may be elected to advise the board of directors on possible courses of action to further the institute's vision and mission. The retiring president (chair-of-the-board) shall be the chair of the advisory board.

A member of the advisory council can hold no other position during the term.

Section 4. Section Chairs

The Institute shall be organized into Sections of which section chairs shall be elected to represent the interest of each section

Section 5. Officers

Elected officers shall consist of the president-elect, the president, treasurer, secretary

ARTICLE IV. Council

Section 1. Purpose

To further the objectives of the Institute, the Council shall establish general policies governing all program of the Institute. Its powers and responsibilities shall be

- Review all programs of the Institute, including meetings and publications, and to propose actions to the Board of Directors
- appoint and supervise committees and commissions to aid the Council in the discharge of its responsibilities and to terminate such committees and commissions as necessary
- Provide organization of the Black Science Coalition and Institute Sections
- Elect Carver Socialites from members of the Institute
- Propose to Members of the Institute the recall of elective members of the Board of Directors

- Adopt resolutions and statements on matters affecting the Institute
- Propose amendments to the Bylaws and thus the ratification or rejection of such amendments

Section 2. Council Membership

The Council shall consist of (a) the members of the Board of Directors, (b) delegates of the Carver Society Members, (c) delegates of the Advisory Board, (d) Officers, (e) Section Chairs

Section 3. Special Meetings

Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

Section 4 Notice of Meetings

Printed notice of each meeting shall be given to each voting member, by viable communication methods, 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.

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.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

To further the objectives of the Institute and the general principles established by the Council, the Board of Director shall conduct the affairs of the Institute. Its power and responsibilities shall be:

- Hold and administer the property and funds of the Institute
- Appoint and supervise committees to aid the Board in overseeing of its responsibilities and to terminate these committees if necessary
- To determine the privileges of, and the dues and fees to be paid by, Members, Carver Society, Advisory Board

Section 2. Number, Tenure, Requirements, and Qualifications

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

The members of the Board of Directors 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 Board of Directors and Advisory Council must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, or Advisory Board, shall be held unless a quorum of the Board of Directors is present.

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

Each member of the Board of Directors shall be a member of the Institute whose membership dues are paid in full and shall hold office for up to a three-year term as submitted by the nominations committee.

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

Each member of the Board of Directors shall attend at least one (1) meeting each year.

Each member of the Board of Directors shall donate at least fifty cash dollars (\$50) annually. This annual fee shall be outside of the membership fee that all members of the Institute must pay. 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 and Annual Meetings

An annual meeting of the Board of Directors shall be held at any time, day and location designated by the Executive Committee of the Board of Directors. The Board of Directors may provide by resolution the time and place, for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Section 4. Special Meetings

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

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting in person, telephone, by 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 Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 6. Quorum

The presence, in person of most current members of the Board of Directors 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 Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 7. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 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 Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all 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 by-laws.

Section 8. Vacancies

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

Section 9. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors. In any case, where this be considered all eligible voting members of the Institute will be required to vote on this decision, as well as staff. A vote of ninety-five (95) % will be required to overturn this rule if in favor of compensation. If in favor of no compensation for the board the vote shall only be five (5) %.

Section 10. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, 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 Directors following notice of the intended action to all members of the Board of Directors.

Section 11. Confidentiality

Directors shall not discuss or disclose information about the Institute 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 Institute's purposes or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Institute with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the Institute, 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 Board of Directors.

Section 12. Advisory Board

An Advisory Board may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Board members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Board shall possess the desire to serve the community and support the work of the Institute by providing expertise and professional knowledge. Members of the Advisory Board shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Board. Board Members and Directors will automatically transition into the Advisory Board after the terms. They will be allowed to seat on the Advisory Board for a period of three years after their terms on the Advisory Board, if they so choose. After three years the Advisory Board will reevaluate individuals and determine if their time should be extended. If their time is not extended, then that individual will no longer serve on the Advisory Board. If the individual chooses to step down from the Advisory Board then their desires shall be granted. If at any time an advisory board member would like to resign, they will be required to submit a letter of resignation to both the Advisory Board and the Board of Directors with a desired date. Both shall accept the resignation. Members who have been voted out by the board will not be eligible for the Advisory Board.

Section 13. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 14. Removal.

Any member of the Board of Directors 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 Board of Directors if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors 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 this Board shall be the President, Secretary and Treasurer. All officers must have the status of active members of the Board.

Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. He/She shall preside at all meetings of the Executive Committee.
- b. He/She shall have general and active management of the business of this Advisory Board.
- c. He/She shall see that all orders and resolutions of the Advisory Board are brought to the Advisory Board.
- d. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- e. 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.
- f. 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.

Section 2. 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:

- a. 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 shall make the arrangements for all meetings of the Advisory Board, including the annual meeting of the organization.
- b. 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.
- c. He/She shall perform all official correspondence from the Advisory Board as may be prescribed by the Advisory Board or the President.

Section 3. Treasurer

The Treasures duties shall be:

- a. He/She shall submit for the Finance and Fund Development Committee approval of all expenditures of funds raised by the Advisory Board, proposed capital expenditures (equipment and furniture), by the staff of the agency.
- b. He/She shall present a complete and accurate report of the finances raised by this Advisory Board and the Paul Smith Memorial Fund at each meeting of the members, or at any other time upon request to the Advisory Board.
- c. He/She shall have the right of inspection of the funds resting with the Big Brother/Big Sister Program including budgets and subsequent audit reports.
- d. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- e. He/She shall perform such other duties as may be prescribed by the Advisory Board or the President under whose supervision he/she shall be.

Section 4. Election of Officers

The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Advisory Board. Nominations shall also be received from the floor after the report of the Nominating Committee. The election shall be held at the annual meeting of the Advisory Board. 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 5. Removal of Officer

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

Section 6. Vacancies

The Nominating Committee 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 Board at least two (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. SECTIONS

Section 1. Authority to establish sections rest in The Council as established in Article IV. Sections shall be those that represent scientific fields, scientific interest and special areas of interest related to members. The section on Native American Scientist and Hispanic Scientist shall be permanent member sections.

1. Section on Native American Scientist
2. Section on Hispanic Scientist
3. Section on Mathematics
4. Section on Biological Sciences
5. Section on Chemistry
6. Section on Physics
7. Section on Engineering
8. Section on Anthropology
9. Section on Geosciences and Geography
10. Section on Education
11. Section on General Science and Engineering Interest
12. Section on Psychology
13. Section on Societal Impacts, Human and Civil Rights
14. Section Industrial Science and Technology
15. Section on Science Policy and Law

ARTICLE VIII. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair 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 board of directors in the intervals between meetings of the board of directors and is subject to the direction and control of the full board.

Section 3. Finance Committee

The treasurer 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, and the annual budget with staff and other board members. The board must approve the budget 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 IX. CORPORATE STAFF

Section 1: Executive Director

The Board of Directors may hire an Executive Director 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 direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

ARTICLE X. Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect Institute'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 Institute 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 nonprofit and charitable organizations.

Section 2: Definitions

a. Interested Person

Any director, principal 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.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. 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

- a. 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 and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. 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.
- c. Procedures for Addressing the Conflict of Interest
 1. 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.
 2. 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.
 3. After exercising due diligence, the governing board or committee shall determine whether the Institute 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

4. 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 Institute'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.
- d. Violations of the Conflicts of Interest Policy
 1. 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.
 2. 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:

- a. The 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.
- b. 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. 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.
- b. 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.
- c. 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.

Section 6. Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable 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 charitable 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:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. 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 charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
- c. Periodic Reviews will occur every two years at minimum.

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 XI. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the Pennsylvania, the Institute shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the Institute'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 "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee 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 indemnitee 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 indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, 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 Board of Directors, 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 Institute may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, 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 AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XIII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, 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 or five day if electronically. As required by the Articles, any amendment to Article II, 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

The Board of Directors 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 director within the time and the manner provided for the giving of notice of meetings of directors.

Article XIV. Official Statements

Section 1. General

The Institute shall not be responsible for statements or opinions advanced by any of its officers or presented in any publication or in discussions at meetings of the Institute or its Sections, committees, or councils, except for those authorized by the Board or by the Council.

Section 2. Discrimination Policy

The Institute is committed to increasing the diversity of scientist across all fields. While the Institute's main mission is to foster and encourage scientific knowledge and pursuit in black and underrepresented communities, all individuals who shares the Institutes views in its mission, which includes "pushing the boundaries for all people and scientific discovery" are eligible for participation at all Institute sanctioned functions, events and meetings no matter an individual's race, sex, creed, age, sexual orientation, national origin, religion, or disability.

Article XV. Tax Exemption

Section 1. The Black Science Coalition and Institute (BSCI) is a nonprofit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. If in any one year the Institute is found to be a private foundation, then and in that event, its income for each such taxable year shall be distributed at such time and in such manner as not to subject the foundation to tax under Section 4942 of the Internal Revenue Code, and the foundation shall not engage in any act of self-dealing [as defined in Section 4941(d) of the Internal Revenue Code], and shall not retain any excess business holdings [as defined in Section 4943(c) of the Internal Revenue Code], and shall not make

any investments in such manner as to subject the foundation to tax under Section 4944 of the Internal Revenue Code, and shall not make any taxable expenditures [as defined in Section 4945(d) of the Internal Revenue Code].

Article XVI. Dissolution

Section 1. In the event of dissolution or termination of the Institute, the Board shall, after the payment of all of the liabilities of the Institute, dispose of all of the assets of the Institute exclusively for the objectives of the Institute, in such manner, or to such organization or organizations organized exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Institute is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.