

BYLAWS OF THE HENDERSON CASTLE FOUNDATION

Revision: February 8, 2026

Table of Contents

- Article I – Name and Purpose
- Article II – Offices
- Article III – Board of Directors
- Article IV – Officers
- Article V – Committees
- Article VI – Online & Remote Participation and Voting
- Article VII – Financial Administration
- Article VIII – Dual Control for Withdrawal of Funds
- Article IX – Conflict of Interest
- Article X – Records & Minutes
- Article XI – Whistleblower Policy
- Article XII – Document Retention & Destruction Policy
- Article XIII – Amendments
- Article XIV – Dissolution

Article I – Name and Purpose

- The name of the organization is Henderson Castle Foundation.
- The Foundation is organized exclusively for charitable, educational, and historical preservation purposes under Section 501(c)(3) of the Internal Revenue Code.

Article II – Offices

- The Foundation's principal office shall be in the State of Michigan.
- Additional offices may be established by resolution of the Board of Directors.

Article III – Board of Directors

- The Board of Directors shall govern the Foundation and exercise all fiduciary responsibilities.
- The Board shall consist of three officers and up to four directors.
- Officers and Directors shall serve three-year terms and may be re-elected.
- The Board shall meet at least twice each calendar year.
- A majority of directors shall constitute a quorum for the transaction of business.

Board Roster:

Officer 1: Francois Moyet, President Term Ends: February 9, 2029

Officer 2: Claire Moyet, Treasurer Term Ends: February 9, 2028

Officer 3: Mathilde Moyet, Secretary Term Ends: February 9, 2027

Director 4: Andrea Toliver, Director Term Ends: February 9, 2029

Director 5: Vacant

Director 6: Vacant

Director 7: Vacant

Article IV – Officers

- The officers of the Foundation shall include a President/Chair, Secretary, and Treasurer.
- Officers/Directors shall be elected annually by the Board.
- The President/Chair shall preside over meetings; the Secretary shall maintain records and minutes; the Treasurer shall oversee financial administration.

Article V – Committees

- The Board may establish standing or special committees as necessary to carry out the work of the Foundation.
- All committees shall report to and remain subject to oversight by the Board.

Article VI – Online & Remote Participation and Voting

- Directors may participate in meetings via telephone, video conference, or other electronic means.
- Participation by remote communication shall constitute presence in person.
- Online or electronic voting is permitted when the identity of the voting director can be verified and votes are recorded.
- Actions may be taken without a meeting through unanimous written or electronic consent, consistent with Michigan law.

Article VII – Financial Administration

- The fiscal year of the Foundation shall be January 1 – December 31.
- All funds shall be used solely to further the mission and exempt purposes of the Foundation.

Article VIII – Dual Control for Withdrawal of Funds

- No withdrawal, transfer, or disbursement of funds may occur without approval from two authorized officers.
- Authorized officers include the President/Chair, Treasurer, Secretary, and any Board-designated officer.
- Dual authorization may consist of physical signatures or documented digital approvals.
- No single officer may unilaterally withdraw, transfer, or disburse funds without the discretion of the board.
- The Treasurer shall report all withdrawals and transfers to the Board at each regular meeting.
- The Board shall review financial controls at least annually.

Article IX – Conflict of Interest

- Directors, officers, and key volunteers must disclose any actual or potential conflicts of interest.
- Individuals with a conflict shall abstain from discussion and voting on related matters.

Article X – Records & Minutes

- The Foundation shall maintain accurate and complete records, including financial records and meeting minutes.
- Records shall be kept at the Foundation's principal office or in a secure electronic repository.

Article XI – Whistleblower Policy

- The Foundation encourages directors, officers, employees, and volunteers to report in good faith any suspected violations of law, unethical behavior, or improper conduct.
- Retaliation against any individual who reports concerns in good faith is strictly prohibited.
- Reports shall be reviewed confidentially by the Board or a Board-designated committee.

Article XII – Document Retention & Destruction Policy

- The Foundation shall maintain required documents in compliance with federal and state law.
- Financial records, minutes, and governing documents shall be retained permanently.
- Routine correspondence and administrative documents shall be retained for no less than seven (7) years.
- Documents may be destroyed only with Board approval and in accordance with legal requirements.

Article XIII – Amendments

- These bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors.
- Notice of proposed amendments shall be provided in accordance with Board policy.

Article XIV – Dissolution

- Upon dissolution of the Foundation, assets shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3), or to a qualifying governmental entity for a public purpose.

Adoption

These bylaws were revised by the Board of Directors of the Henderson Castle Foundation on February 8, 2026.

President/Chair: Francois Moyet Date: 02/08/26

Secretary: Mathilde Moyet Date: 02/08/26