

## Minutes of the Board of Directors Working Session

**Date:** January 4, 2025 to January 6, 2025

**Time:** Commenced on **January 4, 2025** at **6:46 PM** and adjourned on **January 6, 2025** at **00:40**

**Location:** Virtual Meeting Platform

### Meeting Purpose

The Board convened to perform a working session dedicated to editing and reviewing multiple iterations of the revised bylaws, including the **Witches Circle Governance Components** approved as **Article 8** in the final meeting of 2024. This session addressed persistent issues with document certification, signing, and logistical constraints affecting compliance and publication timelines.

The revised bylaws are integral to the organization's structural integrity, operational compliance, and ability to scale its mission. However, the delayed access to essential assets stored in Salt Lake City and pending litigation involving the Shadow Sovereign as an individual against public storage entities have imposed critical obstacles to fiscal and security standards necessary for the Umbral Thread's continuity.

### Attendance

The following individuals were present:

- **Chairperson (Shadow Sovereign):** Brandon Michael Jeanpierre
- **Vice Chairperson (Eclipsarch):** Brandon Jeanpierre
- **President (The Black Crown):** Brandon Jeanpierre
- **Vice President (Obsidian Regent):** Brandon Jeanpierre
- **Treasurer (Sentinel of Tribute):** Brandon Jeanpierre
- **Secretary (Keeper of the Codex):** Brandon Jeanpierre

### Call to Order

The session was called to order at **6:46 PM** by the Chairperson, Mr. Jeanpierre, who presided over the proceedings.

### Discussion and Activities

#### 1. Editing and Reviewing the Bylaws

- Successive iterations of the revised bylaws were reviewed for thematic alignment, compliance, and operational integrity, with particular emphasis on:
  - **Article 8:** Witches Circle Governance, its integration into the broader bylaws, and its scalability implications.
  - Security and compliance standards derived from the NIST framework, which remain compromised pending resolution of the storage asset dispute.
- Persistent technical issues with Adobe Sign certification were noted, requiring a temporary resolution to release the document signed without certification. This compromise is necessary to

ensure operational continuity while pending re-certification and sealing upon relocation to Milwaukee.

## 2. Context of Litigation and Strategic Considerations

- The Chairperson briefed the Board on the current lawsuit filed on **January 3, 2025**, by the Shadow Sovereign against public storage entities in Salt Lake City.
  - **Damages Claimed:** \$9.96 million, reflecting the impact of compromised fiscal and compliance integrity on the organization's mission, roadmap, and scalability.
  - **Impact Assessment:** With \$1 making or breaking the organization's ability to initiate this project, the assessed damages align with the exponential loss incurred from delayed access to critical assets. Projections indicate potential losses of \$20M-\$800M annually due to operational disruption.
  - **Urgency:** A resolution within the two-week window (mid-January) is critical to recover, execute the updated governance plan, and prevent further negative impact on global beneficiaries.

## 3. Resolutions Passed

### Resolution 1:

The revised bylaws, inclusive of Article 8, shall be accepted for publication in their current state, despite not meeting full security and compliance standards.

### Resolution 2:

The bylaws will be re-signed and re-certified with corporate seals upon resolution of the litigation and relocation of assets to Milwaukee.

### Resolution 3:

Pending resolution of the lawsuit, the bylaws will be submitted as an exhibit to strengthen the Shadow Sovereign's motion for a default judgment, supporting the damages claim by illustrating the tangible impact on fiscal and operational integrity.

## Adjournment

The meeting adjourned on **1/6/25** at **00:40**, with unanimous agreement to proceed with the resolutions and finalize the revised bylaws for immediate publication.

## Minutes Prepared By

**Brandon Jeanpierre**

**Keeper of the Codex, Brandon Michael Jeanpierre Corporation**

DATE: \_\_\_\_\_

SIGNATURE: *Brandon Jeanpierre*