



BYLAWS OF WASHKON FOUNDATION INC

(the "Corporation")

The Bylaws of this Corporation shall be consistent with the Nebraska Nonprofit Corporation Act and all federal laws and regulations respective thereof.

THE ORGANIZATION

Corporation Name

1. The name of this Corporation shall be Washkon Foundation Inc. The business of the Corporation may also be conducted as Washkon Foundation.

Name Change

2. The Corporation may, at its pleasure, change its name by vote of a majority of the Board of Directors. Any such name change shall be done by filing notice of the use of an assumed name by the Corporation or by amendment to the Bylaws of the Corporation and the Articles of Incorporation with the State.

Nonprofit Purpose

3. This corporation is organized exclusively for charitable, religious, 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.

No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of this organization shall be the carrying on propaganda, or otherwise attempting to influence legislation, and this organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, 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.

Upon the dissolution of this corporation, assets remaining shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the organization 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.

Specific Purpose

4. The business activity for said organization is as follows: To enrich the lives of all persons seeking spiritual practices, teachings, and healing rooted in the indigenous (Native American) cultural heritage and traditions. It is a communal based organization incorporating universal teachings and lifestyle for uplifting individuals and to bringing reverence to life through the practice of a lifestyle rooted in cultural heritage, traditions, principles, core values, and ceremonial practices of indigenous peoples (Native Americans). The Washkon Foundation is a self-sustaining spiritual indigenous-community centric organization that is open to all who come to be uplifted through esoteric spiritual practices, kindness, compassion, grace, and nobility through the indigenous practices, teachings, and ceremonies. This organization is also established to provide awareness education to the public as to the preservation and propagation of indigenous peoples' cultures, heritage, spiritual practices, languages, and traditions.
5. The specific objectives and purpose of this organization shall be:
 - a. Providing training on regalia building, drumming, drum building, singing, dancing, outdoors skills, cooking, sports, and other cultural heritage preservation skills;
 - b. provide a free-for-service venue for spiritual practices such as sweats, coming of age ceremonies, Pow Wows, storytelling, and much more.

BOARD OF DIRECTORS

General Powers

6. The business and affairs of the Corporation will be managed by or under the direction of the Board.

Number, Tenure and Quorum

7. The Board will consist of no less than two (2) members, each of whom will be a natural person. Each Director will hold office until that Director's successor is elected and qualified or until that Director's earlier resignation or removal. Any Director may resign at any time upon notice given in writing or by electronic transmission to the Corporation. In order to transact business at a meeting of the Directors, a quorum of a majority of the total number of Directors eligible to vote will be required. The vote of the majority of the Directors present at a meeting at which a quorum is present will be the act of the Board.

Regular Meetings

8. By resolution, the Board may provide the time and place, either within or without the State of Nebraska, for the holding of regular meetings without any notice other than that resolution.

Special Meetings

9. Special meetings of the Board may be called by or at the request of the Chairman of the Board, President or by a majority of the Directors. The person or persons calling that special meeting of

the Board may fix any date, time or place, either within or without the State of Nebraska, to be the date, time and place for holding that special meeting.

Notice

10. Reasonable written notice of the date, time, and place of a special meeting of the Board will be given prior to the date set for that meeting. The written notice can be given personally, by mail, by private carrier, by telegraph, by telephone facsimile, or by any other manner as permitted by the Nebraska Statutes, Chapter 21, Section 2001, et seq. The notice will be given by the Secretary or one of the persons authorized to call Directors' meetings.
11. If written notice is mailed, correctly addressed to a Director's address as provided in the Corporation's current records, the notice will be deemed to have been given to that Director at the time of mailing. If written notice is sent by private carrier or if the written notice is sent by United States mail, postage prepaid and by registered or certified mail, return receipt requested, the notice will be deemed to have been given to a Director on the date shown on the return receipt. Otherwise notice is effective when received by a Director.
12. Notice of any Directors' meeting may be waived by a Director before or after the date and time of the meeting. The waiver must be in writing, must be signed by a Director, and must be delivered to the Corporation for inclusion in the minutes or filing with the corporate records. The attendance of a Director at a meeting of the Board will constitute a waiver of notice of that 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 convened.

Action by Directors Without a Meeting

13. Any action to be taken at any meeting of the Board or of any committee of the Board may be taken without a meeting if all members of the Board or committee, as the case may be, consent to it in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board, or committee. This filing will be in paper form if the minutes are maintained in paper form and will be in electronic form if the minutes are maintained in electronic form.

Remote Communication Meetings

14. Remote communication means any electronic communication including conference telephone, video conference, or any other method or forum currently available or developed in the future by which Directors not present in the same physical location may simultaneously communicate with each other.

15. A meeting of the Board may be held by any means of remote communication by which all persons authorized to vote or take other action at the meeting can hear each other during the meeting and each person has a reasonable opportunity to participate. This remote participation in a meeting will constitute presence in person at the meeting.

Vacancies and Newly Created Directorships

16. When vacancies or newly created directorships resulting from any increase in the authorized number of Directors occur, a majority of the Directors then in office, although less than a quorum, or a sole remaining Director will have the power to appoint new Directors to fill this vacancy or vacancies. Each new Director so chosen will hold office until the next annual meeting of the Board.
17. When one or more Directors resign from the Board and the resignation is to become effective at a future date, a majority of the Directors then in office, including those who have so resigned, will have the power to appoint new Directors to fill this vacancy or vacancies. The appointments of these new Directors will take effect when the resignation or resignations are to become effective, and each new Director so chosen will hold office until the next annual meeting of the Board.

Removal

18. Any Director may be removed, with or without cause, by a majority of the Board then entitled to vote at an election of Directors at a special meeting of the Board called for that purpose.

Organization

19. Meetings of the Board will be presided over by the Chairman of the Board, or in the Chairman of Board's absence by a Director chosen at the meeting. The Secretary will act as secretary of the meeting, but in the absence of the Secretary, the person presiding at the meeting may appoint any person to act as secretary of the meeting.

Compensation

20. The Board will, by resolution, fix the fees and other compensation for the Directors for their services as Directors, including their services as members of committees of the Board. In the interim, no Board member shall be paid for their services.

Presumption of Assent

21. A Director of the Corporation who is present at a meeting of the Board will be presumed to have assented to an action taken on any corporate matter at the meeting unless:

- a. The Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting;
- b. The Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or
- c. The Director delivers written notice of the Director's dissent or abstention to the presiding officer of the meeting before the adjournment of the meeting or to the Corporation within a reasonable time after adjournment of the meeting.

22. Any right to dissent or abstain from the action will not apply to a Director who voted in favor of that action.

Parliamentary Procedure

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

COMMITTEES

Appointment

24. The Board may designate one or more committees, each committee to consist of one or more of the Directors of the Corporation. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.
25. In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not that member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any absent or disqualified member.
26. The committee or committees, to the extent provided in the resolution of the Board will have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. No such committee will have the power or authority in reference to the following matters:

- d. Adopting, amending or repealing any Bylaw of the Corporation.

Tenure

27. Each member of a committee will serve at the pleasure of the Board.

Meetings and Notice

28. The method by which Directors' meetings may be called and the notice requirements for these meetings as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Quorum

29. The requirements for a quorum for the Board as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Action Without a Meeting

30. The requirements and procedures for actions without a meeting for the Board as set out in these Bylaws will apply to any committee designated by the Board as appropriate.

Resignation and Removal

31. Any member of a committee may be removed at any time, with or without cause, by a resolution adopted by a majority of the full Board. Any member of a committee may resign from the committee at any time by giving written notice to the Chair of the Board of the Corporation, and unless otherwise specified in the notice, the acceptance of this resignation will not be necessary to make it effective.

Vacancies

32. Any vacancy in a committee may be filled by a resolution adopted by a majority of the full Board.

Committee Rules of Procedure

33. A committee will elect a presiding officer from its members and may fix its own rules of procedure provided they are not inconsistent with these Bylaws. A committee will keep regular minutes of its proceedings, and report those minutes to the Board at the first subsequent meeting of the Board.

OFFICERS

Appointment of Officers

34. The officers of the Corporation will consist of the chairman of the board (the "Chairman of the Board"), the president (the "President"), the treasurer (the "Treasurer"), the Secretary, and any other

Officers and assistant officers as determined in these Bylaws or the Articles of Incorporation or by the Board.

The Chair of the Board

35. The Chairman of the Board shall preside at all meetings of the membership. The Chairman of the Board shall ensure that the Board is operating effectively and following through on its duties, and he/she shall have the following duties:

- He/She shall preside over all meetings of the organization;
- He/She shall have general and active management of the organization;
- 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 manage all financial matters of the business and approve all fiscal budgets and expenditures;
- He/She shall be an ex-officio member of all standing committees; and
- He/She shall oversee all legal compliance and tax matters of the business.

President

36. The President shall manage the day-to-day public-facing actions of the Corporation and such other duties as may, from time to time, be determined by the Board. He/she shall have the following duties:

- He/She shall work in partnership with the Chairman of the Board;
- He/She shall oversee all fundraising activities of the business;
- He/She shall oversee all training and outreach initiatives of the business; and
- He/She shall oversee all community initiatives and appearances of the business.

37. The Officers will be appointed by the Board at the first meeting of the Directors or as soon after the first meeting of the Directors as possible, if Officers have not already been appointed. Any appointee may hold one or more offices.

Term of Office

38. Each Officer will hold office until a successor is duly appointed and qualified or until the Officer's death or until the Officer resigns or is removed as provided in these Bylaws.

The founding Board Members, Joshua Lively and Gabriel Barea, may serve in perpetuity in their respective Board/officer positions until such time they choose to resign their

positions.

Removal

39. Any Officer or agent appointed by the Board or by the Incorporators may be removed by the Board at any time with or without cause, provided, however, any contractual rights of that person, if any, will not be prejudiced by the removal.

Vacancies

40. The Board may fill a vacancy in any office because of death, resignation, removal, disqualification, or otherwise.

Delegation of Authority

41. The Board reserves the authority to delegate the powers of any Officer to any other Officer or agent, notwithstanding any provision in these Bylaws.

LOANS, CHECKS, DEPOSITS, CONTRACTS

Loans

42. Without authorization by a resolution of the Board, the Corporation is prohibited from making or accepting loans in its name, or issuing evidences of indebtedness in its name. The authorization of the Board for the Corporation to perform these acts can be general or specific.

Checks, Drafts, Notes

43. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation must be signed by the Chairman of the Board or a designated Officer or Officers, agent or agents of the Corporation and in a manner as will from time to time be determined by resolution of the Board.

Deposits

44. All funds of the Corporation not otherwise used will be deposited to the credit of the Corporation in banks, trust companies, or other depositories designated by the Board.

Fiscal Year End

45. The fiscal year end of the Corporation is December 31st.

Voting Securities Held by the Corporation

46. An Officer or agent designated by the Board will, with full power and authority attend, act, and vote, on behalf of the Corporation, at any meeting of security holders or interest holders of other corporations or entities in which the Corporation may hold securities or interests. At that meeting,

the delegated agent will have and execute any and all rights and powers incidental to the ownership of the securities or interests that the Corporation holds.

Contracts

47. The Board may give authority to any Officer or agent, to make any contract or execute and deliver any instrument in the name of the Corporation and on its behalf, and that authority may be general or specific.

Loans to Employees and Officers

48. The Corporation may lend money to, or guaranty any obligation of, or otherwise assist, any Officer or employee of the Corporation or of its subsidiary, including any Officer or employee who is a Director of the Corporation or any subsidiary of the Corporation, whenever, in the opinion of the Directors, the loan, guaranty or assistance may reasonably be expected to benefit the Corporation. The loan, guaranty or other assistance may be with or without interest, and may be unsecured, or secured in such manner as the Board will approve, including, without limitation, a pledge of shares of the Corporation. Nothing contained in this section is to be construed so as to deny, limit or restrict the powers of guaranty or warranty of the Corporation at common law or under any applicable statute.

CONFLICT OF INTEREST

Purpose

49. The purpose of the conflict of interest policy is to protect this tax-exempt Corporation'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 Corporation 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.

Definitions

50. 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 (the "Interested Person").
51. A person has a financial interest (the "Financial Interest") if the person has, directly or indirectly, through business, investment, or family:
- e. An ownership or investment interest in any entity with which the Corporation has a

transaction or arrangement;

- f. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- g. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation 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. 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.

Procedures

52. 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.

53. 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, the Interested Person 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.

54. Procedures for Addressing the Conflict of Interest

- h. An Interested Person may make a presentation at the governing Board or committee meeting, but after the presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- i. The Chair of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- j. After exercising due diligence, the governing Board or committee shall determine whether the Corporation 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.
- k. 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 Corporation'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.

55. Violations of the Conflicts of Interest Policy

- l. 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.
- m. 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.

Records of Proceedings

56. The minutes of the governing Board and all committees with Board delegated powers shall contain:

- n. 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 Board's or committee's decision as to whether a conflict of interest in fact existed.
- o. 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.

Compensation

57. A voting member of the governing Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
58. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
59. No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statements

60. Each Director, principal Officer and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:
- p. Has received a copy of the conflicts of interest policy;
 - q. Has read and understands the policy;
 - r. Has agreed to comply with the policy; and
 - s. Understands the Corporation 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.

Periodic Reviews

61. To ensure the Corporation 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:
- t. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - u. Whether partnerships, joint ventures, and arrangements with management organizations

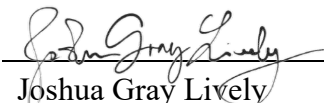


conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Use of Outside Experts

62. When conducting the periodic reviews, the Corporation 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.

The Bylaws have been duly adopted by the Corporation on this **24th day of May, 2024**.


Joshua Gray Lively
Chairman of the Board
Washkon Foundation, Inc.