

LET'S QUEST!

Let's Quest Inc. Bylaws

Effective 1/23/2024

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ARTICLE I NAME

The name of the Corporation shall be: Let's Quest Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address

14851 State Road 52
Unit 107 PMB# 132
Hudson, Florida 34699-4061

ARTICLE III PURPOSE

The enhancement of educational institutions through the donation of materials and resources to support after school Tabletop Roleplaying Game (TTRPG) programs.

The purpose for which the corporation is organized is: Said corporation is organized exclusively for charitable and educational 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.

ARTICLE IV - MEMBERSHIP

No Membership Classes

- A. The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

Non-Voting Affiliates

- B. The board of directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The board, a designated committee of the board, or any duly elected officer in accordance with board policy. Shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition, and media coverage at fundraising activities, clinics, seminars, or other events, or at the corporation website. Affiliates have no voting rights and are not members of the corporation.

Dues

- C. Any dues for affiliates shall be determined by the board of directors.

ARTICLE V BOARD OF DIRECTORS

I. Number of Directors

- A. Let's Quest Inc. shall have a board of directors consisting of at least three (3) and no more than five (5) directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

II. Powers

- A. All corporate powers shall be exercised by or under the authority of the board and the affairs of Let's Quest Inc shall be managed under direction of the inaugural board of directors.

III. Terms

- A. All directors shall be elected to serve a two-year term; however, the term may be extended until a successor has been elected.

- B. Director terms shall be staggered in so that approximately half of the number of directors will end their terms in any given year. With the expectation of the inaugural board of directors.
- C. Directors may serve terms in succession
- D. The term of office shall be considered to begin January 1 and end December 31 of the year in office, unless the term is extended until such a time as a successor has been elected.

IV. Qualifications and Election of Directors

- A. In order to be eligible to serve on the board of directors, the individual must be at least 18 years of age. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election to replace those who have fulfilled their term of office shall take place in January of each year.

V. Removal of Directors

- A. A director may be removed by a two-thirds (2/3) vote of the board of directors then in office.

VI. Board of Directors Meetings

- A. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon seven (7) days' notice by electronic mail, first-class mail, or forty-eight (48) hours' notice delivered personally or by telephone. If sent by mail or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

VII. Manner of Acting

A. Quorum

- 1. A majority of directors in attendance shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

B. Majority Vote

- 1. Except as otherwise required by law or by the Articles of Incorporation or Bylaws, the act of the majority of the directors present at a meeting at which quorum is present shall be the act of the board.

C. Hung Votes

- 1. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the chair, vice-chair, or treasurer in that order shall have the power to swing the vote based on their discretion.

D. Compensation and Board Member Services

- 1. Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities.
- 2. Directors are not restricted from received remuneration for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

ARTICLE VI EARNINGS

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.

ARTICLE VII DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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.

ARTICLE VIII - ADMINISTRATION

I. Books and Records

A. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all action taken by the board of directors without a meeting, and a record of all actions taken by agent(s) of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws and amended to date.

II. Fiscal Year

A. The fiscal year of the corporation shall be from January 1 to December 31 of each year.

III. Contracts and Other Writings

A. Except as otherwise provided by resolution of the board or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other persons whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

IV. Checks, drafts, and Payment

A. All checks, drafts, or other orders of payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer(s) or agent(s) of the corporation.

V. Deposits

A. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the board may select.

VI. Loans

A. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in the name unless authorized by resolution of the board. Such authority may be general or limited to specific instances.

VII. Indemnification

A. Mandatory Indemnification

1. The corporation shall indemnify a director or former director who was wholly successful on the merits or otherwise in the defense of any proceeding to which they were a party because they were or are a director of the corporation against reasonable expenses incurred by them in connection with the proceedings.
- B. Permissible Indemnification
1. The corporation shall indemnify a director or former director made a party to proceeding, because they were or are a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify them has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by the law.
- C. Advance for Expenses
1. Expenses 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, as authorized by the board of directors in the specific case, upon receipt of both:
 - a) A written affirmation from the director, officer, employee, or agent of his or her good faith belief that they are entitled to indemnification as authorized in this article.
 - b) An undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it shall be ultimately determined that he or she is entitled to be indemnified by the corporation in these Bylaws.
- D. Indemnification of Officers, Agenda, and Employees
1. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director.

ARTICLE IX - DOCUMENT RETENTION

1. Policy

- a. Records should not be kept if they are no longer needed for the operation of the corporation or required by law. Unnecessary records should be eliminated from the files. This will reduce ever-growing storage costs and enhance the ability to find pertinent records.
- b. From time to time, the corporation may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting general document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

2. **Exception for Litigation Relevant Documents**

- a. The corporation expects all officers, directors, employees, and agents to fully comply with any published records retention or destruction policies and schedules provided that the following is taken into account:
 - i. If you believe, or the corporation informs you, that corporate records are relevant to litigation or potential litigation then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

3. **Minimum Retention Periods for Specific Categories**

- a. Corporate Documents
 - i. Corporate records include the corporation's Articles of Incorporation, Bylaws, IRS Form 1023, and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the IRS Form 1023 be available for public inspection upon request.
- b. Tax Records
 - i. Tax Records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing.
- c. Employment Records/Personnel Records
 - i. State and federal statutes require corporations to keep certain recruitment, employment, and personnel information. The corporation should also keep personnel files that reflect the performance reviews and any complaints brought against the corporation or the individuals under applicable state and federal statutes. The corporation should also keep the employee's personnel file, all final memoranda, and correspondence reflecting the performance reviews and action taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.
- d. Board and Board Meeting Materials
 - i. Meeting minutes should be retained in perpetuity. A clean copy of all other Board materials should be kept for no less than three years.
- e. Press Release/Public Filings
 - i. The corporation should retain permanent copies of all press releases and public filed documents under the theory that the corporation should have its own coupe to test the accuracy of any document a member of the public can theoretically produce against the corporation.
- f. Legal Files
 - i. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be retained for ten years.
- g. Marketing and Sales Documents
 - i. The corporation should keep copies of marketing and sales documents for the same period of time it keeps other corporate files under general document retention policies. Exceptions to this policy should be made for any sales invoices, contracts, leases, licenses, and other legal documentation. These

documents should be retained for at least three years beyond the life of the agreement.

- h. Development, Intellectual Property, and Trade Secrets
 - i. Development documents are often subject to intellectual property protection. The documents detailing the development process are often also of value to the corporation and are protected as trade secret where the corporation both:
 - 1. Derives independent economic value from the secrecy of the information.
 - 2. Has taken affirmative steps to keep the information confidential.
 - ii. The corporation should retain all documents designated as trade secret for at least the lifetime of the trade secret.
- i. Contracts
 - i. Final execution copies of all contracts entered into by the corporation should be retained for at least three years beyond the life of the contract.
- j. Correspondence
 - i. Unless the correspondence falls under another category noted here, they should be retained following the general document retention policies.
- k. Banking and Accounting
 - i. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips, and checks should be kept for three years. Any inventories of products, materials, and supplies, and any invoices, should be kept for seven years.
- l. Insurance
 - i. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
- m. Audit Records
 - i. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

ARTICLE X - TRANSPARENCY AND ACCOUNTABILITY

1. Corporate Filings

- a. The corporation shall provide its IRS forms, bylaws, conflict of interest policy, and financial statements to the general public for inspection, free of charge. These shall be made available on the corporation's website and be available for download.

2. Board Minutes

- a. All board minutes shall be open to the public once accepted by the board, except where the board passed a motion to make any specific portion confidential.

ARTICLE XI - CODES OF ETHICS & WHISTLEBLOWER POLICY

1. Policy

- a. The corporation requires and encourages all members of the corporation to observe and practice high standards of business and personal ethos in the conduct of their duties and responsibilities. This includes practicing honesty and integrity in fulfilling their responsibilities and complying with all applicable laws and regulation.

2. **Reporting Violations**

- a. If any member of the corporation reasonably believes that some policy, practice, or activity of the corporation is in violation of the law, a written complaint to a member of the board must be filed so long that that member is not the party in violation.
- b. A complaint of believed violation may be submitted anonymously.

3. **Retaliation**

- a. No member of the corporation shall retaliate against any other member, who in good faith, has raised a complaint against a practice of the corporation or individual in furtherance of the corporation's goals.
- b. The corporation itself shall not retaliate against any other member, who in good faith, has raised a complaint against a practice of the corporation or individual in furtherance of the corporation's goals.

4. **Investigation**

- a. The receiving board member shall notify the sender, if possible, of receipt within five business days. All reports shall be promptly investigated with due diligence by the board or board appointed agents and appropriate action shall be taken if warranted.

ARTICLE XII - AMENDMENTS

1. **Articles of Incorporation**


- a. Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

2. **Bylaws**

- a. These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the board of directors then in office at a meeting of the board, provided:
 - i. That the result of the vote does not cause the corporation to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.
 - ii. That an amendment does not affect the voting rights of the directors. An amendment that does affect the voting rights of directors requires a ratification by two-thirds (2/3) vote of the board of directors and must occur at a scheduled board meeting.
- b. All amendments must be consistent with the Articles of Incorporation.

Certificate of Adoption of Bylaws

I do hereby certify that the above stated Bylaws of Let's Quest were approved by the Let's Quest board of directors on — and constituted a complete coupe of the bylaws of the corporation.


John Frederick Johnson II,
Let's Quest Chair

1/23/2024

Date