

# BYLAWS OF THE GEODE FOUNDATION, INC.

## A Florida Nonprofit Corporation

### Article I - Name and Purpose

#### Section 1: Name

The name of this corporation is **The Geode Foundation, Inc.**

#### Section 2: Purpose

This corporation is organized exclusively for charitable, educational, religious, literary, or scientific purposes as defined in **Section 501(c)(3) of the Internal Revenue Code.**

**The purpose of this organization is to promote economic opportunity for all and community development by increasing innovation of, awareness of and access to decentralized applications, decentralized autonomous organizations and other on-chain activities that lead to better economic outcomes and more active and connected communities.**

### Article II - Membership

This corporation **shall not have members.** The management and affairs of the corporation shall be under the direction of the **Board of Directors.**

### Article III - Board of Directors

#### Section 1: General Powers

The affairs of the corporation shall be managed by its **Board of Directors**, which shall have **full control** over the organization's policies, finances, and programs.

#### Section 2: Number and Qualifications

- The Board shall consist of **at least three (3) directors**, but the number may be changed by amendment of these bylaws.
- Directors must be at least **18 years old.**

### Section 3: Term of Office

Each director shall serve a term of **two (2)** years and may be re-elected for additional terms.

### Section 4: Meetings

- The Board shall meet **at least once per year** at a time and place determined by the Board.
- Special meetings may be called by the **President or any two (2) Directors**.
- Notice of meetings shall be given **at least 7 days in advance**.

### Section 5: Quorum and Voting

A **majority of Directors** shall constitute a quorum for conducting business. Decisions shall be made by a **majority vote of those present**.

### Section 6: Removal and Vacancies

- A Director may be removed **by a two-thirds (2/3) vote** of the Board if they act contrary to the organization's mission.
- Vacancies shall be filled by a **majority vote of the remaining Directors**.

## Article IV - Officers

### Section 1: Officers and Duties

The officers of the corporation shall be:

1. **President** - Leads the organization, presides over meetings, and ensures compliance with bylaws.
2. **Vice President** - Assists the President and acts in their absence.
3. **Secretary** - Keeps meeting minutes and maintains records.
4. **Treasurer** - Manages finances, maintains accounts, and reports on financial status.

### Section 2: Election and Term

- Officers shall be elected by the Board at the **annual meeting** and serve for a term of **two (2)** years.

- Officers may serve consecutive terms.

### **Section 3: Removal and Vacancies**

- Any officer may be removed by a **majority vote** of the Board.
- Vacancies shall be filled by the Board.

## **Article V - Committees**

The Board may establish committees as needed, such as but not limited to:

- **Finance Committee** - Oversees budgets and fundraising.
- **Program Committee** - Develops and evaluates programs.

## **Article VI - Financial Management**

### **Section 1: Fiscal Year**

The corporation's **fiscal year** shall begin on **January 1** and end on **December 31**..

### **Section 2: Funds & Banking**

- The Treasurer shall maintain the corporation's funds in a **board-approved financial institution, centralized exchange, or other board-approved locations**.
- No funds shall be disbursed without approval by the **Board or an authorized officer**.

### **Section 3: Compensation**

Directors and officers shall may receive reasonable fair market value compensation for their service and may be reimbursed for reasonable and relevant expenses.

## **Article VII - Conflict of Interest Policy**

### **Section 1: General Policy**

Any Director, officer, or employee must disclose any **conflict of interest** involving the nonprofit and shall **not participate in related decisions**.

**Section 2: Procedures**

- If a conflict exists, the person must **disclose it** and **leave the meeting** while the matter is discussed.
- The Board shall determine if a conflict exists and take appropriate action.

**Article VIII - Dissolution Clause**

Upon dissolution, all remaining assets shall be distributed for **one or more exempt purposes** within the meaning of **Section 501(c)(3)** of the Internal Revenue Code, or to a **government entity for a public purpose**. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes.

**Article IX - Amendments**

These bylaws may be **amended or repealed** by a **two-thirds (2/3) vote** of the Board at a duly called meeting.

**Adopted by the Board on:** February 9th, 2025

**Signed:**

  
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Amy Kathryn Messegee, **President**

  
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Thomas Messegee, **Secretary**