

ARTICLE I - PURPOSE, SCOPE, AND ORGANIZATION

Section 1.01 - Purpose

The purpose of this Corporation is to provide educational programs, services, and materials to the public, and to conduct research and development in the field of education. The Corporation shall operate exclusively for educational purposes within the meaning of Section 170(b)(1)(D) of the Internal Revenue Code. We believe higher education is the key to a better future for the individual and the community. We are committed to providing access to a quality education for all.

BYLAWS

OF

OPEN DOORS

EDUCATION INITIATIVE

A Nonprofit Corporation

Adopted: 3/24/2026

Last Amended: 3/24/2026

Section 1.02 - Principal Office

The principal office of this Corporation shall be located in the County of [County Name], State of [State Name].

Section 1.03 - Fiscal Year

The fiscal year of this Corporation shall be the calendar year ending on December 31st of each year. The Corporation shall maintain accurate records of its financial affairs and shall prepare and file with the Internal Revenue Service a true and correct copy of its annual financial statements.

Section 1.04 - Board of Directors

The Board of Directors of this Corporation shall consist of a minimum of three (3) members and a maximum of nine (9) members. The Board shall elect one or more officers and may elect one or more committees. The Board shall have the authority to manage and control the Corporation and to carry out its purposes.

Section 1.05 - Officers

The Board of Directors shall elect one or more officers, including a President, Vice President, Secretary, and Treasurer. The officers shall hold office for a term of one (1) year and shall be eligible for re-election. The officers shall exercise the powers and perform the duties assigned to them by the Board.

ARTICLE I – NAME, PURPOSE, AND ORGANIZATION

Section 1.01 – Name

The name of this organization is Open Doors Education Initiative (hereinafter, the "Corporation"). The organization is a nonprofit corporation organized under the laws of the State of Texas.

Section 1.02 – Purpose

Open Doors Education Initiative (ODEI) is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. We believe higher education is both a personal and a collective good — a route to career success for the individual, and the cornerstone of an informed, engaged society. We exist to ensure that access to it is never a matter of privilege.

ODEI's mission is to provide resources to talented students without the means to fulfill their higher education goals — investing in individuals, and in the informed, opportunity-driven society we all benefit from.

Section 1.03 – Limitations

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 Corporation's exempt purposes.

The Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 1.04 – Principal Office

The principal office of the Corporation shall be located in Harris County, Texas. The Board of Directors may change the principal office from time to time by resolution.

ARTICLE II – BOARD OF DIRECTORS

Section 2.01 – General Powers

The affairs of the Corporation shall be managed by its Board of Directors (the "Board"). The Board shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2.02 – Number of Directors

The Board shall consist of not fewer than Five (5) and not more than Nine (9) directors. The exact number of directors shall be fixed from time to time by resolution of the Board. A majority shall constitute a quorum.

Section 2.03 – Qualifications

Directors shall be at least 18 years of age. A majority of directors at all times shall be "independent directors" as defined herein.

Section 2.04 – Independence of Directors

For purposes of these Bylaws, a director shall be considered "independent" if he or she: (a) is not related to another board member by blood, marriage, or domestic partnership within the second degree of consanguinity or affinity (b) Is not, and has not been within the past three (3) years, an employee of the Corporation or a related organization; (c) does not have a family member who is, or has been within the past three (3) years an employee of the Corporation or a related organization; (d) has not received, and does not have a family member who has received, more than \$10,000 in direct compensation from the Corporation or a related organization in any of the past three (3) years (other than reimbursement for reasonable expenses or reasonable compensation for service as a director); (e) is not a current employee of, and does not have a substantial financial interest in, any entity that has made payments to or received payments from the Corporation exceeding the greater of \$25,000 or 2% of the entity's consolidated gross revenues in any of the past three (3) years; and (e) does not have any other material relationship with the Corporation that would compromise the director's independence of judgment.

Section 2.05 – Compensation of Directors

Directors shall serve WITHOUT COMPENSATION for their services as directors. Directors shall not receive any salary, fee, or other form of compensation from the Corporation solely by virtue of their position as a director. However, directors may be reimbursed for actual and reasonable out-of-pocket expenses incurred in the performance of their duties, provided that such reimbursement is approved by the Board and properly documented.

Nothing herein shall be construed to preclude a director from serving the Corporation in any other capacity (e.g., as a paid officer, employee, or contractor) and receiving reasonable compensation for such services, provided that any such arrangement is approved in accordance with the Conflict of Interest Policy set forth herein.

Section 2.06 – Terms of Office

Directors shall serve staggered terms of Three (3) years, except in the initial year where the staggered terms will be classified as such:

Class A- 2 Directors (the Chair and the Secretary) will serve 3 years for their first term

Class B- 2 Directors will serve 2 years for their first term

Class C- 1 Director will serve 1 year for their first term.

Directors may be re-elected for up to Three (3) terms, after which they can only serve on the board again after one (1) year of absence.

Section 2.07 – Election of Directors

Except for the initial Board, directors shall be elected by vote of the existing Board at any regular or special meeting of the Board at which a quorum is present.

Section 2.08 – Vacancies

Vacancies on the Board shall be filled by vote of a majority of the remaining directors, even though less than a quorum, or by a sole remaining director. A director elected to fill a vacancy shall hold office for the remainder of the unexpired term of the director he or she is replacing.

Section 2.09 – Removal of Directors

A director may be removed from office, with or without cause, by a two-thirds (2/3) vote of the full Board at any meeting at which a quorum is present, provided that the director subject to removal has been given written notice of the proposed removal at least ten (10) days prior to such meeting and an opportunity to be heard.

Section 2.10 – Resignation

Any director may resign at any time by giving written notice to the Chairperson or Secretary of the Corporation. Such resignation shall take effect at the time specified therein, or if no time is specified, upon receipt.

ARTICLE III – MEETINGS OF THE BOARD

Section 3.01 – Regular Meetings

The Board shall hold at least two (2) regular meetings per year at such time and place as the Board may designate. The Secretary shall provide written notice of the time and place of each regular meeting to all directors at least seven (7) days in advance.

Section 3.02 – Special Meetings

Special meetings of the Board may be called by the Chairperson, the Executive Director, or any two (2) directors. Notice of a special meeting shall be given to each director at least three (3) days in advance and shall state the purpose of the meeting.

Section 3.03 – Notice

Notice may be given in writing by mail, email, or hand delivery. A director may waive notice in writing before or after a meeting. Attendance at a meeting constitutes waiver of notice unless the director attends solely to object to the transaction of business.

Section 3.04 – Quorum and Voting

A majority of the total number of directors then in office shall constitute a quorum for the transaction of business. Unless otherwise specified in these Bylaws, the act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board. If a quorum shall not be present at any meeting, the directors present may adjourn the meeting.

Section 3.05 – Action by Written Consent

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all directors then in office consent thereto in writing or by electronic transmission. Such written consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote at a duly called and held meeting. Written consents shall set forth the action taken and shall be signed (physically or electronically) by each consenting director. The date of the action shall be the date on which the last director signs the consent.

Section 3.06 – Telephone and Electronic Meetings

Directors may participate in a meeting of the Board by means of telephone conference call, video conference, or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

Section 3.07 – Minutes and Contemporaneous Recording

The Secretary, or a designee, shall prepare and maintain accurate minutes of all Board meetings. Minutes shall be prepared contemporaneously with or as promptly as practicable following each meeting, and in no event later than thirty (30) days after the meeting. Minutes shall include: (a) the date, time, and place of the meeting; (b) a list of directors present and absent; (c) whether a quorum was present; (d) a summary of all matters discussed; (e) the text of all resolutions considered, whether adopted or rejected; (f) the vote count on each resolution; (g) any abstentions or recusals, including the reason therefor; and (h) the time of adjournment.

Draft minutes shall be circulated to all directors within thirty (30) days of each meeting for review and comment. Minutes shall be approved at the next subsequent meeting of the Board. Approved minutes shall be maintained in the permanent records of the Corporation and shall be available for inspection upon reasonable request.

Written consents in lieu of meeting shall be filed and maintained with the minutes as part of the Corporation's official records.

ARTICLE IV – OFFICERS

Section 4.01 – Officers

The officers of the Corporation shall be a Chairperson, a Secretary, and a Treasurer. The Board may, by resolution, create additional officer positions as needed. The position of Chairperson and Secretary may not be held by the same person. Officers must be members of the Board of Directors unless otherwise specified by the Board.

Section 4.02 – Election and Term

Officers shall be elected by the Board at its annual meeting for a term of one (1) year and may be re-elected. Officers shall hold office until their successors are duly elected and qualified or until earlier resignation or removal.

Section 4.03 – Removal and Resignation

Any officer may be removed from office, with or without cause, by a two-thirds (2/3) vote of the full Board. Any officer may resign at any time by giving written notice to the Chairperson or Secretary.

Section 4.04 – Duties of Officers

Chairperson: The Chairperson shall preside at all meetings of the Board, shall have general supervision of the affairs of the Corporation, and shall perform such other duties as may be assigned by the Board.

Secretary: The Secretary shall keep the minutes of all meetings of the Board and committees, shall give proper notice of all meetings, shall maintain the official corporate records, shall be custodian of the corporate seal, and shall perform such other duties as assigned by the Board.

Treasurer: The Treasurer shall have custody of all corporate funds and financial records, shall keep full and accurate financial records and books of account, shall present financial reports at Board meetings, shall prepare and file any tax returns, and shall perform such other duties as assigned by the Board.

ARTICLE V – EXECUTIVE DIRECTOR

Section 5.01 – Appointment

The Board may hire an Executive Director. The Executive Director shall be responsible for the day-to-day management and operations of the Corporation, subject to the oversight and direction of the Board. The Executive Director may be a person that sits on the board. The Executive Director shall be responsible for establishing programs consistent with the purpose and mission of the Corporation and enlisting volunteers or staff to assist with executing these responsibilities. The Executive Director shall present an annual budget to the board for approval and be given discretion to collect donations and make payments on behalf of the organization authorized by the approved budget.

Section 5.02 – Compensation

The compensation of the Executive Director, if any, shall be set by the Board of Directors, and shall be reasonable and not excessive, consistent with the requirements of Section 501(c)(3) of the Code and the excess benefit transaction rules of Section 4958 of the Code. The Board shall conduct and document a comparability analysis in setting or approving the compensation of the Executive Director. Until such time as the board votes to compensate the Executive Director or other staff, the compensation for all volunteers shall be zero (0\$). However, the Executive Director and other staff may be reimbursed for actual and reasonable out-of-pocket expenses incurred in the performance of their duties, provided that such expense is approved by the Board and properly documented.

ARTICLE VI – COMMITTEES

Section 6.01 – Standing and Ad Hoc Committees

The Board may establish standing committees or ad hoc committees as it deems appropriate. Each committee shall include at least one (1) director of ODEI and shall operate pursuant to a written charter or resolution adopted by the Board setting forth the committee's purpose, authority, and membership.

Section 6.02 – Executive Committee

The Board may designate an Executive Committee consisting of the Chairperson, Vice Chairperson, Secretary, and Treasurer. The Executive Committee may act on behalf of the Board between Board meetings on routine matters, subject to any limitations imposed by the Board or applicable law. Actions taken by the Executive Committee shall be reported to the full Board at its next meeting.

Section 6.03 – Audit Committee

The Board may maintain an Audit Committee consisting of not fewer than three (3) independent directors, none of whom shall be officers or employees of the Corporation. The Audit Committee shall be responsible for overseeing the Corporation's financial reporting process, the audit of the Corporation's financial statements, and the Corporation's internal controls. The Audit Committee shall review and approve the Corporation's annual IRS Form 990 prior to filing.

Section 6.04 – Compensation Committee

The Board may maintain a Compensation Committee consisting of independent directors for the purpose of reviewing and approving the compensation of all officers, the Executive Director, and

any other "disqualified persons" as defined in Section 4958 of the Code. The Compensation Committee shall conduct a comparability analysis and document its deliberations as required for the rebuttable presumption of reasonableness under applicable Treasury Regulations.

ARTICLE VII – CONFLICT OF INTEREST AND EXCESS BENEFIT TRANSACTIONS

Definitions:

Section 7.01- Interested Person

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.

Section 7.02- Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization 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 Board or appropriate committee decides that a conflict of interest exists, in accordance with this policy.

Procedures:

Section 7.03 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.

Section 7.04 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.

Section 7.05- Procedures for Addressing the Conflict of Interest

If a conflict of interest is determined to exist, the Board or committee shall:

- An Interested Person may make a presentation at the governing board or committee meeting, but after the presentation, they shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- After exercising due diligence, the governing board or committee shall determine whether the Organization 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.
- 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 Organization'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.

Section 7.06- Violations of the Conflicts of Interest Policy

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.

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.

Section 7.07- Records of Proceedings

The minutes of the governing board and all committees with board-delegated powers shall contain:

- 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.
- 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.

Section 7.08- Compensation

A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 7.09-Annual Statements

Each director, principal officer, and member of a committee with governing board-delegated powers shall annually sign a statement which affirms that such person:

- Has received a copy of the Conflict of Interest Policy;
- Has read and understands the policy;
- Has agreed to comply with the policy; and
- Understands that the Organization is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7.10-Periodic Reviews

To ensure that the Organization operates in a manner consistent with its 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:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization'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.

Section 7.11- Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization 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 that periodic reviews are conducted.

ARTICLE VIII – WHISTLEBLOWER PROTECTION POLICY

Section 8.01- Purpose

Open Doors Education Initiative is committed to the highest standards of ethical conduct, legal compliance, and financial integrity. This Whistleblower Protection Policy (the "Policy") establishes a formal process by which employees, volunteers, board members, contractors, and vendors may report concerns about suspected illegal activity, fraud, financial misconduct, or violations of the Organization's policies—without fear of retaliation.

This Policy is intended to comply with applicable federal and state nonprofit laws, including protections required under the Sarbanes-Oxley Act (for organizations with federal funding), the IRS Form 990 governance best practices, and any applicable state whistleblower statutes.

Section 8.02- Scope

This Policy applies to all of the following individuals associated with the Organization (collectively, "Covered Persons"):

- Full-time and part-time employees
- Temporary workers and contractors
- Board of Directors members and officers
- Volunteers
- Vendors and service providers with a material relationship to the Organization

Section 8.03- Reportable Concerns

Covered Persons are encouraged to report any good-faith concern about conduct that may constitute:

a. Financial Misconduct

- Fraud, theft, embezzlement, or misappropriation of Organization funds or property
- Falsification or manipulation of financial records, invoices, or expense reports
- Unauthorized use of the Organization's credit, funds, or assets
- Acceptance of kickbacks, bribes, or undisclosed conflicts of interest

b. Legal and Regulatory Violations

- Violations of federal, state, or local law applicable to nonprofit operations
- Failure to comply with donor restrictions or grant requirements
- Tax fraud or improper filing of IRS Form 990 disclosures
- Violations of employment law, including wage and hour or anti-discrimination laws

c. Governance and Policy Violations

- Breach of fiduciary duty by board members or officers
- Undisclosed conflicts of interest or self-dealing transactions
- Violations of the Organization's Code of Ethics or other internal policies
- Destruction or alteration of records related to an investigation

d. Safety and Operational Concerns

- Workplace health and safety violations
- Threats to public safety within the Organization's mall or facilities
- Discriminatory or harassing conduct not otherwise addressed through HR channels

Section 8.04- How to Make a Report

The Organization provides multiple channels for reporting concerns to ensure accessibility and, where requested, anonymity:

a. Preferred Reporting Channels

- Direct report to the Executive Director (if the concern does not involve the Executive Director)
- Report to the Board Chair or Audit/Finance Committee Chair
- Written report submitted in a sealed envelope marked "Confidential – Whistleblower Report" addressed to the Board Chair
- Anonymous written submission deposited in the designated secure drop box located at [LOCATION] in the Organization's administrative offices

b. External Reporting- Nothing in this Policy prohibits a Covered Person from reporting concerns directly to external authorities, including:

- The Internal Revenue Service (IRS)
- State attorney general's office or charitable registration authority

- The Occupational Safety and Health Administration (OSHA)
- Law enforcement agencies

Covered Persons who report externally are still protected under this Policy and applicable law.

Section 8.05- Confidentiality

The Organization will make every reasonable effort to protect the confidentiality of the reporting Covered Person to the extent permitted by law. Reports will be disclosed only to those individuals who have a need to know to conduct a proper investigation.

Completely anonymous reports will be accepted and investigated to the extent practicable. Covered Persons should understand, however, that anonymous reports may limit the Organization's ability to investigate or follow up fully.

Any Covered Person who receives a whistleblower report must maintain strict confidentiality and may not disclose the identity of the reporter or the substance of the report except as authorized by the Board Chair, Audit Committee, or legal counsel.

Section 8.06- Non-Retaliation

The Organization strictly prohibits retaliation against any Covered Person who, in good faith:

- Reports a concern under this Policy
- Cooperates with or participates in an investigation
- Testifies or provides information to regulators or law enforcement
- Refuses to participate in an activity the Covered Person reasonably believes is unlawful

"Retaliation" includes, but is not limited to: termination, demotion, suspension, reduction in hours or compensation, negative performance evaluations, harassment, exclusion from meetings or activities, or any other adverse action taken because of protected whistleblower activity.

Any Covered Person found to have engaged in retaliation will be subject to disciplinary action, up to and including termination of employment, removal from the board, or termination of contract.

Covered Persons who believe they have experienced retaliation should report it immediately to the Board Chair or, if the Board Chair is implicated, to legal counsel.

Section 8.07- Investigation Procedures

Upon receipt of a report, the Organization will take the following steps:

- a. **Initial Review-** The recipient of the report will notify the Board Chair (or designee) within five (5) business days, unless the Board Chair is the subject of the report,

in which case the matter will be referred to the Audit/Finance Committee Chair or outside legal counsel.

- b. Designation of Investigator- The Board Chair or Audit Committee will designate an impartial investigator. Depending on the nature and severity of the concern, the investigator may be:

- a. A board member with no conflict of interest
- b. The Organization's independent auditor
- c. Outside legal counsel
- d. A qualified third-party investigator

Section 8.08- Investigation Process

The investigation will be conducted promptly, confidentially, and impartially. The investigator will:

- Review all relevant documents and records
- Interview witnesses as appropriate
- Provide findings in a written report to the Audit Committee and Board of Directors

The Organization aims to complete initial investigations within sixty (60) days of receipt of a report, subject to complexity and cooperation of involved parties.

Section 8.09- Outcome and Follow-Up

If the investigation substantiates a concern, the Organization will take appropriate corrective action, which may include disciplinary action, process improvements, referral to law enforcement, or other remediation steps. The reporting Covered Person will be notified, to the extent possible given confidentiality obligations, that the matter has been addressed.

Section 8.10- Good Faith Requirement

This Policy is intended to protect Covered Persons who report concerns in good faith—that is, with a reasonable, honest belief that a violation may have occurred, even if the concern ultimately proves unfounded.

This Policy does not protect individuals who knowingly make false reports or who report concerns with malicious intent. A Covered Person who deliberately files a false or misleading report may be subject to disciplinary action.

Section 8.11- Recordkeeping

All reports made under this Policy and all related investigation materials will be maintained in a secure, confidential file. Records will be retained for a minimum of seven (7) years in accordance with the Organization's Records Retention Policy and applicable law.

Section 8.12-Policy Review and Updates

This Policy will be reviewed by the Board of Directors at least every two (2) years, or sooner if changes in law, organizational structure, or significant reportable events warrant a revision. The Board Chair is responsible for ensuring that this Policy remains current and is communicated to all Covered Persons.

ARTICLE IX – DOCUMENT RETENTION AND DESTRUCTION POLICY

Section 9.01- Purpose

Open Doors Education Initiative is committed to maintaining its records in a manner that supports effective operations, ensures legal and regulatory compliance, and protects the interests of the Corporation, its staff, its donors, and the communities it serves.

This Document Retention Policy (the "Policy") establishes clear guidelines for how long the Corporation retains its records, how records are stored and organized, who is responsible for their maintenance, and how records are securely destroyed at the end of their retention period. This Policy is also intended to satisfy IRS Form 990 governance best practices and applicable federal and state law.

Section 9.02- Scope

This Policy applies to all records created, received, or maintained by the Corporation in any format, including:

- Electronic documents stored in Google Workspace (Google Drive, Gmail, Google Docs/Sheets/Slides)
- Physical paper documents (which should be scanned and uploaded to Google Workspace wherever practicable)
- Email correspondence
- Financial records and reports
- Contracts, grants, and legal agreements
- Personnel and volunteer records
- Program files and participant records

This Policy applies to all employees, board members, volunteers, and contractors of the Organization.

Section 9.03- Cloud Storage System — Google Workspace

The Corporation uses Google Workspace (Google Drive) as its official, centralized document management system. All organizational records must be stored in the Organization's Google Workspace account — not in personal Google accounts, personal computers, or external drives — except where a brief working copy is necessary.

- a. Folder Structure-** The Corporation's Google Drive is organized into the following top-level shared folders:

- Board — Governance, Minutes, Resolutions, Policies, Strategic Planning, Tax & IRS
- Finance — Accounting, Audits, Banking, Budgets, AP-AR, Payroll, Tax Filings, Assets, Receipts
- Grants — One subfolder per funder; Unfunded subfolder; Federal subfolder
- HR — Personnel (subfolders by name), I-9 Forms, Payroll Tax, Recruiting, Volunteers, Workers Comp
- Legal — Contracts, Leases, Insurance, Litigation, IP
- Programs — One subfolder per program, each containing a Participants subfolder
- Marketing — Campaigns, Social Media, Press
- Media Library — Photos, Videos, Brand Assets

The Executive Director is responsible for maintaining the folder structure and ensuring new documents are filed appropriately. Staff should not create duplicate top-level folders without prior approval.

- b. Access Controls-** Access to Google Workspace folders is granted on a need-to-know basis as follows:
- Board Members: Full access to the Board folder and read access to Finance > Audits and Finance > Tax Filings. Board members will be added to the relevant shared drives or folders upon joining the board and removed promptly upon departure.
 - Executive Director: Full access to all folders.
 - Finance Staff: Full access to Finance and Grants folders; read access to HR > Payroll Tax.
 - Program Staff: Full access to Programs and Grants folders relevant to their programs.
 - HR Staff / Executive Director: Sole access to the HR > Personnel subfolders (restricted).
 - All Staff: Read access to Marketing and Media Library.

The Executive Director is responsible for managing user permissions and conducting an annual access audit to ensure that access rights are current and appropriate.

- c. Security Requirements-** All users of the Organization's Google Workspace account must:
- Use a strong, unique password for their Google Workspace account
 - Never share their login credentials with another person
 - Report any suspected unauthorized access to the Executive Director immediately

The Organization's Google Workspace account is managed by the designated Google Workspace Administrator (the Executive Director or designated IT contact). The Administrator is responsible for provisioning and deprovisioning user accounts, enforcing security settings, and maintaining audit logs.

Section 9.04- Document Retention Schedule

The following tables set out the minimum retention period for each category of organizational record, the designated Google Workspace location, and any relevant notes. Retention periods

begin from the date the document was created or the transaction was completed, unless otherwise noted.

"Permanent" means the record must never be destroyed. "Years" means calendar years from the relevant triggering date.

a. Governance and Corporate Records

| Document Type | Retention Period | Google Workspace Location | Notes |
|--------------------------------------|--|------------------------------------|----------------------------|
| Articles of Incorporation | Permanent | Board > Governance > Formation | Never destroy |
| Bylaws (all versions) | Permanent | Board > Governance > Bylaws | Retain superseded versions |
| IRS Determination Letter (501(c)(3)) | Permanent | Board > Governance > Tax & IRS | Never destroy |
| State Charitable Registration | Permanent | Board > Governance > Registrations | Plus active renewals |
| Board Meeting Minutes | Permanent | Board > Minutes | Approved & signed copies |
| Conflict of Interest Disclosures | 6 years | Board > Governance > COI | Per IRS Form 990 guidance |
| Strategic Plans | 10 years | Board > Strategic Planning | Retain superseded plans |
| Policies & Procedures | Permanent (current); 10 yrs (superseded) | Board > Policies | Date all versions |

d. Human Resources and Personnel Records

b. Financial Records

| Document Type | Retention Period | Google Workspace Location | Notes |
|------------------------------------|------------------|---------------------------|----------------------|
| Audited Financial Statements | Permanent | Finance > Audits | Never destroy |
| IRS Form 990 (all years) | Permanent | Finance > Tax Filings | Publicly disclosable |
| Annual Budgets | 15 years | Finance > Budgets | |
| General Ledger / Chart of Accounts | 15 years | Finance > Accounting | |
| Bank Statements & Reconciliations | 15 years | Finance > Banking | |

| | | | |
|-------------------------------|-------------------------|--------------------|--|
| Accounts Payable & Receivable | 15 years | Finance > AP-AR | |
| Invoices & Receipts | 15 years | Finance > Receipts | |
| Payroll Records | 15 years | Finance > Payroll | |
| Credit Card Statements | 15 years | Finance > Banking | |
| Fixed Asset Records | 15 years after disposal | Finance > Assets | |
| Expense Reports | 15 years | Finance > Receipts | |

b. Legal and Insurance Records

c. Grants and Funding Records

| Document Type | Retention Period | Google Workspace Location | Notes |
|---------------------------------------|-----------------------------|---------------------------|---|
| Grant Agreements / Contracts | 10 years after grant close | Grants > [Funder Name] | Or per grant terms, whichever is longer |
| Grant Applications (funded) | 10 years after grant close | Grants > [Funder Name] | |
| Grant Applications (unfunded) | 10 years | Grants > Unfunded | |
| Grant Reports (interim & final) | 10 years after grant close | Grants > [Funder Name] | |
| Funder Correspondence | 10 years after grant close | Grants > [Funder Name] | |
| Federal Grant Records (if applicable) | 10 years after final report | Grants > Federal | |

e. Programs, Communications, and Other Records

d. Human Resources and Personnel Records

| Document Type | Retention Period | Google Workspace Location | Notes |
|--|---|---------------------------|--------------------------------------|
| Employee Personnel Files (active) | Duration of employment + 10 yrs | HR > Personnel > [Name] | Restricted access |
| Employee Personnel Files (terminated) | 10 years post-termination | HR > Personnel > [Name] | |
| I-9 Employment Eligibility Forms Photographs / Media Organizational Charts | 5 yrs from hire OR 1 yr after termination | HR > I-9 Forms | Store separately from personnel file |

| | | | |
|--------------------------------|----------------------|-------------------|------------------|
| | (whichever is later) | | |
| Payroll Tax Records (W-2, W-4) | 10 years | HR > Payroll Tax | |
| Job Applications (not hired) | 10 years | HR > Recruiting | EEOC requirement |
| Workers' Compensation Records | 15 years | HR > Workers Comp | |
| Volunteer Records | 10 years | HR > Volunteers | |

e. Legal and Insurance Records

| Document Type | Retention Period | Google Workspace Location | Notes |
|------------------------------|--|---------------------------|-----------------|
| Contracts & Agreements | 7 years after expiration | Legal > Contracts | |
| Leases | 7 years after expiration | Legal > Leases | |
| Insurance Policies (expired) | 10 years | Legal > Insurance | |
| Insurance Certificates | 10 years | Legal > Insurance | |
| Litigation Files | Permanent (if unresolved); 10 yrs after close | Legal > Litigation | Consult counsel |
| Trademark / IP Registrations | Permanent | Legal > IP | |

f. Program, Communications, and Other Records

| Document Type | Retention Period | Google Workspace Location | Notes |
|--|--|--|-------|
| Program Files & Reports | 10 years | Programs > [Program Name] | |
| Client / Participant Records | 10 years (or per program requirements) | Programs > [Program Name] > Participants | |
| Event Documentation | 10 years | Programs > Events | |
| Marketing & Communications | 10 years | Marketing | |
| Photographs / Media (organizational use) | Permanent | Media Library | |

Section 9.05- Legal Hold

If the Corporation becomes aware of pending or threatened litigation, a government investigation, or an audit, all document destruction must be suspended immediately for all records that may be relevant to the matter, regardless of where they fall in the retention schedule. This suspension is called a "legal hold."

The Executive Director, in consultation with legal counsel, is responsible for issuing and lifting legal holds. A legal hold must be communicated in writing to all affected staff. Normal retention and destruction procedures resume only after the legal hold is formally lifted.

Section 9.06-Destruction of Records

a. Electronic Records- When a document reaches the end of its retention period and is not subject to a legal hold, it should be permanently deleted from Google Drive. The Google Workspace Administrator will:

- Confirm the retention period has been met
- Permanently delete the file from Google Drive (including the Trash)
- Log the deletion in the Organization's Destruction Log (see Section 6.3)

b. Physical Records

Physical records containing confidential, financial, or personally identifiable information (PII) must be shredded using a cross-cut shredder or a certified document destruction service. Non-confidential records may be recycled.

c. Destruction Log

The Organization maintains a Destruction Log stored in Google Drive at Board > Policies > Destruction Log. For each destroyed record, the log must capture:

- Document title or description
- Date range of the records destroyed
- Retention category and applicable retention period
- Date of destruction
- Method of destruction
- Name of the staff member authorizing and overseeing the destruction

Section 9.07- Responsibilities

Responsibility for compliance with this Policy is shared as follows:

Executive Director

- Overall responsibility for Policy implementation and compliance
- Annual audit of Google Workspace access permissions
- Oversight of document destruction and maintenance of the Destruction Log

- Issuing and lifting legal holds
- Orienting new staff and board members to this Policy

Board of Directors

- Approval of this Policy and any material amendments
- Responsible use of the Board Google Drive folder
- Notifying the Executive Director upon departure so access can be promptly remove

All Staff and Volunteers

- Filing documents in the correct Google Workspace folder promptly
- Following naming conventions and access policies
- Reporting any suspected data breach or unauthorized access

Section 9.08- Annual Review

The Executive Director will review this Policy annually and present any proposed amendments to the Board of Directors for approval. Reviews should consider changes in applicable law, changes to the Organization's programs or structure, and any issues identified in the prior year's compliance.

Section 9.09- Violations

Unauthorized destruction of records, failure to comply with a legal hold, or deliberate circumvention of this Policy may subject the responsible individual to disciplinary action, up to and including termination, and may expose the Organization to legal liability.

ARTICLE X – PUBLIC DISCLOSURE OF EXEMPT STATUS AND TAX RETURNS

Section 10.01 – Public Inspection Requirements

As required by Section 6104 of the Internal Revenue Code and applicable regulations, the Corporation shall make the following documents available for public inspection:

(a) Exemption Application: The Corporation's application for recognition of tax-exempt status (IRS Form 1023, 1023-EZ, or 1024, as applicable) and any supporting documents submitted therewith, together with any letters or documents issued by the IRS in response to such application.

(b) Annual Information Returns: The Corporation's three (3) most recently filed annual information returns (IRS Form 990, 990-EZ, or 990-N, as applicable), including all schedules and attachments filed as part of such returns.

Section 10.02 – Method of Disclosure

The Corporation shall make the documents described in Section 10.01 available to the public through the following means:

Website: The Corporation shall post the documents described in Section 10.01 on its official website in a format that is readily accessible and machine-readable (such as PDF). Documents shall be posted within thirty (30) days of the date they are filed with or received from the IRS and shall remain available on the website for at least three (3) years.

Upon Written Request: In addition to website disclosure, the Corporation shall provide copies of the documents described in Section 10.01 to any person who submits a written request (including a request made in person, by mail, by email, or by fax). The Corporation shall provide such copies within thirty (30) days of receiving a written request. The Corporation may charge a reasonable fee to cover actual copying and mailing costs, as permitted by applicable regulations. If documents are widely available on the Corporation's website or through a publicly accessible database (such as GuideStar/Candid), the Corporation may direct requestors to such sources in lieu of providing paper copies.

Section 10.03 – Limitations on Disclosure

The names and addresses of contributors to the Corporation (as reported on Schedule B to Form 990) are not subject to public disclosure and shall be redacted from all publicly available copies of the Corporation's annual returns.

Section 10.04 – Annual Return Preparation and Review

The Corporation's annual information return (Form 990) shall be prepared by qualified personnel (which may include an independent accounting firm) and shall be reviewed and approved by the full Board of Directors prior to filing. A copy of the Form 990 as filed shall be provided to all members of the Board.

ARTICLE XI – FINANCIAL MANAGEMENT

Section 11.01 – Fiscal Year

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each calendar year, unless changed by resolution of the Board.

Section 11.02 – Checks and Contracts

All checks, drafts, notes, bonds, or other orders for the payment of money, and all contracts or other instruments obligating the Corporation, shall be signed by the Executive Director, Treasurer, or such other officers or agents as the Board may from time to time designate. For transactions exceeding \$20,000, Board approval is required.

Section 11.04 – Prohibited Transactions

The Corporation shall not engage in any activity that constitutes a private inurement, excess benefit transaction, or other transaction prohibited under Section 501(c)(3) and Section 4958 of the Code.

Section 11.03 – Severability

ARTICLE XII – AMENDMENTS TO BYLAWS

Section 12.01 – Amendment Procedure

These Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted, by a vote of two-thirds (2/3) of the directors then in office at any regular or special meeting of the Board, provided that: (a) written notice of the proposed amendment, including the text of the proposed amendment, has been distributed to all directors at least seven (7) days prior to the

meeting; and (b) no amendment shall be inconsistent with the Articles of Incorporation, applicable state law, or the requirements of Section 501(c)(3) of the Code.

Section 12.02 – IRS Notification

The Corporation shall notify the IRS of any amendment to these Bylaws that materially changes the Corporation's purposes, governance, or other information reported on its most recent Form 990 or exemption application, as required by applicable regulations and IRS guidance.

ARTICLE XIII – DISSOLUTION

Section 13.01 – Dissolution Procedure

The Corporation may be dissolved upon the affirmative vote of two-thirds (2/3) of all directors then in office at a meeting called for that purpose, after prior written notice to all directors.

Section 13.02 – Distribution of Assets upon Dissolution

Upon the dissolution of the Corporation, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, all remaining assets of the Corporation shall be distributed to one or more organizations that qualify as tax-exempt under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future U.S. Internal Revenue law) and that have established their tax-exempt status with the Internal Revenue Service, as the Board of Directors shall determine. No assets shall inure to the benefit of, or be distributed to, any director, officer, or private person. In no event shall any of the assets of the Corporation be distributed to any director or officer of the Corporation upon dissolution.

ARTICLE XV – MISCELLANEOUS PROVISIONS

Section 15.01 – Parliamentary Authority

In all matters not covered by these Bylaws or the Articles of Incorporation, the Corporation shall be governed by the current edition of Robert's Rules of Order, Newly Revised, to the extent not inconsistent with applicable law.

Section 15.02 – Nondiscrimination

The Corporation shall conduct its programs and activities, and shall hire and promote personnel, without unlawful discrimination on the basis of race, color, religion, sex, national origin, age, disability, veteran status, sexual orientation, gender identity, or any other characteristic protected by applicable law.

Section 15.03 – Severability

If any provision of these Bylaws is found to be invalid or unenforceable for any reason, such invalidity or unenforceability shall not affect the remaining provisions, which shall continue in full force and effect.

Section 15.04 – Governing Law

These Bylaws shall be governed by and construed in accordance with the laws of the State of Texas, without regard to conflicts of law principles.

CERTIFICATION OF ADOPTION

The undersigned, being all of the Directors of Open Doors Education Initiative, Inc. hereby certify that the foregoing Bylaws were duly adopted by the Board of Directors at a meeting held on March 24, 2026, at which a quorum was present and voting, and that these Bylaws are a true and correct copy of the Bylaws of the Corporation as duly adopted.

Marecha Jangda

Marecha Jangda

Dong H Kim

Dong H Kim

Judith Watson

Judith Watson

Ava K Veselis

Ava K Veselis

[Signature]

Stephanie Kin

Date of Adoption: March 24, 2026

State of Incorporation: Texas

— END OF BYLAWS —