

**BYLAWS
OF
GEENIUS INNOVATORS,
a Texas not-for-profit corporation**

**ARTICLE I
Purposes and Limitations**

Geenius Innovators (the “*Corporation*”) is organized and will be operated exclusively for charitable purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future United States Internal Revenue Law (the “*Code*”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code. The Corporation’s purposes include, but are not limited to, any purposes set forth specifically in its Certificate of Formation, filed with the Secretary of State of the State of Texas on June 7, 2019, 2019, and amended as of August 19, 2019, and as may from time to time thereafter be amended (the “*Certificate*”).

To further the Corporation’s purposes and mission, the Corporation will have and exercise all of the powers conferred by the provisions of the Texas Business Organizations Code, as may from time to time be amended (the “*TBOC*”), not outside the scope of the Certificate.

No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to its Directors, trustees, officers or other private persons, except that the Corporation will 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 Certificate.

No substantial part of the activities of the Corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will 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 provisions herein, the Corporation will not carry on any activities not permitted to be carried on: (a) by an organization exempt from federal income tax under section 501(a) of the Internal Revenue Code, as an organization described in section 501(c)(3) of the Internal Revenue Code; and/or (b) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Internal Revenue Code.

**ARTICLE II
Members**

The Corporation will not have members.

ARTICLE III Board of Directors

Section 3.1 General Powers. The affairs of the Corporation will be managed by the Board of Directors of the Corporation (the “**Board**”).

Section 3.2 Number; Qualifications. The number of Directors on the Board (“**Directors**”) will initially be three. The number of Directors may be changed from time to time by resolution of the Board, provided that the number of Directors will be set at not fewer than three (3). No decrease in the number of Directors will have the effect of decreasing the term of any incumbent Director. Directors need not be residents of the State of Texas.

Section 3.3 Election, Class and Term. The Directors will be elected at the annually, as a meeting of the Board. In order to provide for staggered terms of office, the Directors will be equally divided, as evenly as possible, into three (3) classes with respect to the time for which they will severally hold office and stand for election. The terms of the Directors in the first class will expire with the annual election by the Board to be held in the first year, the terms of the Directors in the second class will expire at the annual election to be held in the second year, and the terms of the Directors in the third group will expire at the annual election to be held in the third year; provided that, in any event and irrespective of the expiration of their terms, the Directors of any class will remain in office until their successors have been elected and qualified. Annually the meeting of the Board to elect Directors thereafter, the Directors elected and qualified to succeed the Directors of any class will be elected for a term of three (3) years expiring with the annual meeting of the Board occurring the third year thereafter (provided that the Directors of any class will remain in office until their successors have been elected and qualified), so that the term of office of one class of Directors will expire each year. If the total number of Directors is changed, any increase or decrease in Directors will be apportioned among the classes so as to maintain all groups of Directors as nearly equal in number as possible, and any additional Director elected to any group of Directors will hold office for a term which will expire with the term of the Directors in such group.

Section 3.4 Annual and Regular Meetings. The annual meeting of the Board will be held on the [second Tuesday in June]¹ each year, which meeting will be held for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If for any year the day fixed for the annual meeting is a legal holiday, such meeting will be held on the next succeeding business day. The Board may provide, by resolution, the time and place, either within or without the State of Texas for the holding of regular meetings, other than the annual meeting, without notice other than such resolution. If the election of Directors is for any reason not held on the day designated herein for any annual meeting, or at an adjournment thereof, the Board will cause the election to be held at a special meeting as soon thereafter as conveniently possible.

Section 3.5 Special Meetings. Special meetings of the Board may be called by the Chairman of the Board (if one has been appointed or elected), either Co-Executive Director of the Corporation, or by any two Directors.

¹ NOTE: This is just a place-holder, we can designate any day or time of year for the required annual meeting.

Section 3.6 Notice; Waiver of Notice; Place of Meetings. Notice to the Directors of a special meeting of the Board will be given at least five (5) days prior to the meeting and may be delivered personally, by mail, by facsimile transmission or e-mail, to the address, facsimile number or e-mail address for each Director as it appears in the records of the Corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If sent by facsimile or e-mail, such notice will be deemed to be delivered when transmitted, with reasonable evidence of successful transmission. A Director may waive any notice required by these Bylaws, before or after the date and time stated in the notice, by written waiver signed by such Director, which waiver will be included in the minutes or filing with the corporate records. A Director's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because the meeting is not lawfully called or convened. Meetings of the Board, annual, regular or special, shall be held at the principal office or place of business of the Corporation or such other place either within or without the State of Texas, as may be specified in the respective notices or waivers of notice, thereof.

Section 3.7 Quorum and Voting. A majority of the Directors on the Board will constitute a quorum for the transaction of business at any meetings of the Board; provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Each Director present will be entitled to one (1) vote upon each matter submitted to a vote at any such meeting.

Section 3.8 Manner of Acting. The act of the majority of the Directors present at a meeting of the Directors at which a quorum is present will be the act of the Board, except with respect to any action of the Board requiring a higher level of approval under the TBOC or the Certificate.

Section 3.9 Meeting by Remote Communications Technology. A meeting of the Board or any committee designated by the Board may be held by means of a remote electronic communications system, including telephone conference, videoconferencing technology or the Internet, only if each person entitled to participate in the meeting consents to the meeting being held by means of that system; and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can hear and be heard by each other participant. A Director's participation in a meeting held in a manner provided for in this section constitutes that Director's presence at the meeting.

Section 3.10 Action Without Meetings. Any action required or permitted by law to be taken at any meeting of the Board or any committee thereof may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken is signed by a majority of all the members of the Board or a majority of all of the members of such committee, as the case may be, unless the act of a greater number is required by statute, by the Certificate or by these Bylaws, in which case the signatures of such greater number shall be requisite to constitute the act of the Board or the committee. Such written consent shall be filed in the minutes or proceedings of the Board or committee, as appropriate, and a copy of same shall be sent to each member of the Board or committee, as the case may be, who did not sign such consent.

Section 3.11 Removal; Vacancies. A Director elected by the Board may be removed with or without cause at any meeting of the Directors by a vote of a majority of the other Directors then in office, provided notice of intention to act upon such matter shall have been given in the notice calling such meeting. A vacancy on the Board shall be filled by the affirmative vote of the majority of the remaining directors, regardless of whether that majority is less than a quorum. Any Director elected to fill a vacancy on the Board will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor. A vacancy on the Board occasioned by a resolution of the Board to increase the number of Directors may be filled at a special meeting of the Board called for such purpose. Any Director elected to fill a vacancy created by an increase in the number of Directors shall serve until the next annual election of Directors or until his or her successor is elected and qualified.

Section 3.12 Resignation. A Director may resign at any time by delivering a written resignation to the Chairman of the Board, if one has been appointed, or the Co-Executive Directors of the Corporation. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 3.13 Compensation. Directors as such will not receive any compensation for their services as Directors, but by resolution of the Board may be reimbursed for their expenses of attendance at meetings of the Board; provided, that nothing herein contained will be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for personal services actually rendered. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

ARTICLE IV **Committees of the Board**

Section 4.1 Committees Generally. The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of the Board, each of which will consist of two or more Directors, which committees, to the extent provided in such resolution, will have and exercise the authority of the Board in the management of the Corporation. Other committees not having and exercising the authority of the Board in the management of the Corporation (each an “**Advisory Committee**”) may be designated and appointed by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, and each such committee shall consist of two or more directors, but need not be composed entirely of directors. Advisory Committees may give advice and recommendations to the Board, but shall not have any authority to cause the Board to act or refrain from acting on any matters. The delegation of authority to any committee will not operate to relieve the Board or any member of the Board from any responsibility imposed by law.

Section 4.3 Advisory Board Members. Any individuals who are appointed to an Advisory Committee but are not Directors shall be called “**Advisory Board Members**.” Any person may be designated as an Advisory Board Member by the Board, whether or not such person is also a member of an Advisory Committee. The Board may also, in its discretion, establish criteria for persons to become Advisory Board Members. Advisory Board Members are not entitled to attend meetings of the Board or have any vote on matters put before the Board.

Section 4.2 Notice; Waiver of Notice. Notices or Waivers of Notice for all regular or special meetings of any committee will be given in accordance with requirements for regular or special meetings, as applicable, of the entire Board.

Section 4.3 Recordkeeping. All committees will, unless otherwise directed by the Board, keep regular minutes of the transactions at their meetings and will cause them to be recorded in books kept for that purpose in the office of the Corporation and will report the same to the Board when required. The Secretary or an Assistant Secretary of the Corporation may act as Secretary of the committee if the committee or the Board so requests.

Section 4.4 Term of Office. Each committee member will continue to serve in such capacity for so long as he or she continues to meet the qualifications for membership on the committee (including, if applicable, membership on the Board), unless such committee member is sooner terminated, resigns or is removed from such committee by the Board.

Section 4.5 Removal; Vacancies. A member of a committee may be removed with or without cause by action of the Board (excluding such committee member for purposes of such action, if applicable). A vacancy on a committee occasioned by the death, incapacity, resignation or removal of a committee member will be filled in accordance with the procedures for regular election or appointment of a committee member. Any committee member elected or appointed to fill a vacancy on a committee will serve a term expiring as of the scheduled expiration date of the term of his or her predecessor.

Section 4.6 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee will constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present will be the act of the committee.

Section 4.7 Committee Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board, and each committee shall otherwise conduct its business in the same manner as the Board conducts its business under Article III of these Bylaws.

ARTICLE V **Officers**

Section 5.1 Elected Officers. The elected officers of the Corporation shall minimally consist of a President, a Secretary and a Treasurer. The Corporation may also have a Chairman of the Board and such other officers, both active and honorary, as the Board may from time to time deem advisable. Such officers will be elected by the Board at its annual meeting, and they will hold office until their successors are elected at the next annual meeting of the Board and are elected and qualified, unless they earlier die, resign, or are removed from office. Any person may simultaneously hold more than one office, except that the offices of President and Secretary shall not be held by the same person.

Section 5.2 Appointed Officers. The President may appoint, with the approval of the Board, such assistant secretaries and assistant treasurers as he or she may deem necessary or advisable.

Section 5.3 Duties of Chairman of the Board. If a Chairman of the Board is elected, the Chairman of the Board will preside at all meetings of the Board at which he or she may be present and will have such other duties, powers and authority as may be prescribed elsewhere in these Bylaws. The Board may delegate such other authority and assign such additional duties to the Chairman of the Board, other than those conferred by law exclusively upon the President or another officer, as the Board may from time to time determine.

Section 5.4 Duties of President. The President will be the chief executive officer of the Corporation and, if a Chairman of the Board has not been elected, he or she will preside at all meetings of the Board. He or she may execute all contracts, deeds and other instruments for and on behalf of the Corporation and will do and perform all other things for and on behalf of the Corporation as the Board will authorize and direct. He or she will enjoy and discharge generally such other and further rights, powers, privileges and duties as customarily relate and pertain to the office of President.

Section 5.5 Duties of Secretary. The Secretary will cause to be kept complete and correct minutes of all meetings of the Board. He or she will cause to be issued notices of all meetings in accordance with these Bylaws or as required by law.

When authorized and directed by the Board, he or she will execute with the President all contracts, deeds, and other instruments for and on behalf of the Corporation. The Secretary will be the legal custodian of all books, deeds, instruments, papers, and records of the Corporation, the inspection of which will be permitted at all reasonable times by any Director or executive officer of the Corporation.

The Secretary will attend to such correspondence as may be incidental to his or her office, and will perform all other duties and discharge all other responsibilities which customarily relate and pertain to the office of Secretary.

Section 5.6 Duties of Treasurer. The Treasurer will cause to be kept accurate and complete books and records of all receipts, disbursements, assets, liabilities, and financial transactions of the Corporation.

The Treasurer will cause to be deposited all monies, securities, and other valuable effects of the Corporation in such depositories as the Board will authorize and direct and, whenever requested to do so by the President or the Board, will prepare and submit written statements, reports and accounts fully and accurately reflecting the assets, liabilities, and financial transactions and condition of the Corporation.

The Treasurer will perform such other and further duties as the Board may from time to time direct, and he or she will perform all other duties and discharge all other responsibilities that customarily relate and pertain to the office of Treasurer.

The Treasurer will be released and discharged of all liabilities and responsibility for any monies, securities, and other assets of value committed by the Board to the custody of any person over whom he or she will have no direction or control.

Section 5.7 Executive Director. The Board may appoint an Executive Director or two Co-Executive Directors of the Corporation to manage the administration and operations of the Corporation under the directions of the, the Board, and to perform such other duties as may be prescribed by the Board, including the duties otherwise allocated to the President. The Executive Director will serve at the pleasure of the Board and will be compensated for his or her services, as shall be approved by the Board. The Executive Director shall serve as a nonvoting member of the Board.

Section 5.8 Resignation and Removal. Any officer of the Corporation may resign by delivering a written resignation to the Corporation at its principal office or to the Chairman of the Board, the President or the Secretary. Such resignation will be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. If a resignation is made effective at a future date and the Corporation accepts the future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date. Any officer of the Corporation may be removed from office by the Board with or without cause, but such removal will be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer does not in itself create contract rights.

Section 5.9 Vacancies. Vacancies in any elected office occasioned by the death, resignation, or removal of any elected officer will be filled by the Board, and such person or persons elected to fill such vacancy or vacancies will serve for the unexpired term of his or her predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal. Vacancies in any appointed office occasioned by the death, resignation, or removal of any appointed officer may be filled by the President, and such person or persons appointed to fill such vacancy or vacancies will serve for the unexpired term of his or her predecessor and until a successor is elected and qualified, or until such officer's earlier death, resignation or removal.

Section 5.10 Compensation. The compensation, if any, of the officers, will be fixed from time to time by the Board, and no officer will be prevented from receiving such compensation by reason of the fact that he is also a Director of the Corporation; provided, however, that such compensation will include only reasonable compensation for personal services actually rendered.

ARTICLE VI General Provisions

Section 6.1 Contracts. The Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.2 Loans. No loans may be contracted on behalf of the Corporation and no evidences of indebtedness may be issued in its name unless authorized by the Board. Such

authority may be general or confined to specific instances. The Corporation is prohibited from making loans to its Directors or officers under any circumstances.

Section 6.3 Checks, Drafts, and Similar Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation will be signed by such officer or officers, agent or agents of the Corporation and in such manner as may from time to time be determined by the Board. The President or Executive Director(s) may dispense the funds of the Corporation in accordance with the annual budget approved by the Board and in furtherance of the purposes of the Corporation as set forth in the Certificate and these Bylaws. Any financial transactions not approved as part of the annual budget that have a value of \$[1,000.00]² or more shall require the prior approval of the Board.

Section 6.4 Deposits. All funds of the Corporation will be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 6.5 Custodians. The Board may from time to time designate a bank, trust company or depository as custodian of the funds and properties of the Corporation, which custodian will maintain a record of all receipts, expenditures, income and expenses of the Corporation and/or perform such ministerial duties as the Board by written direction may instruct. The custodian may receive fees for its services as may from time to time be agreed upon by the Board and the custodian.

Section 6.6 Agents and Attorneys. The Board may appoint such agents, attorneys and attorneys in fact of the Corporation as it may deem proper, and may, by written power of attorney, authorize such agents, attorneys or attorneys-in-fact to represent it and for it and in its name, place and stead, and for its use and benefit to transact any and all business which said Corporation is authorized to transact or do by the Certificate, and in its name, place and stead, and as its corporate act and deed, to sign, acknowledge and execute any and all contracts and instruments, in writing necessary or convenient in the transaction of such business as fully to all intents and purposes as said Corporation might or could do if it acted by and through its regularly elected and qualified officers.

Section 6.7 Fiscal Year. The Board will have the power to fix and from time to time change the fiscal year of the Corporation. In the absence of contrary action by the Board, the fiscal year of the Corporation will begin on the first day of January in each year and end on the last day of December in each year.

Section 6.8 Interpretation. The terms “include”, “including” and similar terms shall be construed as if followed by the phrase “without being limited to”. The term “or” has, except where otherwise indicated, the inclusive meaning represented by the phrase “and/or.” The words “hereof,” “herein,” “hereby,” “hereunder,” and similar terms in these Bylaws refer to this Bylaws as a whole and not to any particular provision or section of these Bylaws. The masculine gender, when used throughout these Bylaws, will be deemed to include the feminine.

² NOTE: Think about this sentence and the dollar amount here. What would be appropriate for Geenius Innovators?

Section 6.9 Limitation on Liability and Indemnification. As an inducement to the Officers, Directors, and Advisory Board Members of the Corporation to serve the Corporation, the Corporation shall indemnify and hold harmless, each Officer, Director and Advisory Board Member acting in accordance with these Bylaws. All such indemnification shall be paid upon written request of such Officer, Director or Advisory Board Member setting forth in reasonable detail the reason for such indemnification, which request shall be presented to the Board.

Section 6.10 Property Devoted to Corporate Purposes. All income and properties of the Corporation will be devoted exclusively to the purposes as provided in the Certificate and these Bylaws. The Board may adopt such policies, regulations and procedures governing the management and/or disbursement of funds for such purposes as in its opinion are reasonably calculated to carry out such purposes as set forth in the Certificate and these Bylaws.

Section 6.11 Amendments. These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by the affirmative vote of a majority of all Directors then in office at a meeting of the Board called for that purpose.

CERTIFICATION

The undersigned, being the board of directors of Geenius Innovators, a Texas not-for-profit corporation, hereby certifies that the foregoing Bylaws are the duly adopted Bylaws of the Corporation.

Effective Date: October 1,2019

Kenneth Gordon

Name: Kenneth Gordon

Title: Executive Director