Humans Against Scholarship Bylaws

Article I, Name

The name of this corporation shall be Humans Against Poor Scholarship. The business of the corporation may be conducted as Humans Against Poor Scholarship or HAPS.

Article II, Purposes and Powers

2.01 Purpose

Humans Against Poor Scholarship is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The purpose of HAPS is to provide funding opportunities for university and college students working in the study of the Ancient Near East, and to aid these students (where appropriate) in the dissemination of their research to the general public.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist in other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation

a) Nonprofit Legal Statutes. HAPS is a Maryland non-profit public benefit corporation, recognized as tax exempt under Section 501 (c)(3) of the United States Internal Revenue Code.
b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, office, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 the Articles of Incorporation and these Bylaws.
c) Distribution Upon Dissolution. Upon termination or dissolution of HAPS, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a

charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

d) The organization to receive the assets of HAPS hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of a proper jurisdiction against HAPS, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed.

e) In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a similar charitable purpose, which, at least generally, includes a purpose similar to HAPS, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Maryland to be added to the general fund.

Article III, Membership

3.01 No Membership Classes

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.

3.02 Donors

All financial donors to HAPS shall have the right to vote for the HAPS Ph.D. summer grant recipient(s). The number of votes allocated to each donor shall depend on the number of grants available for each academic year; if three (3) grants are available, then each donor shall be eligible to cast three (3) votes. The number of votes a donor is eligible to cast shall be in no way related to the size of their financial contribution. The voting process shall be anonymous. Should a candidate for funding also be a donor then they are permitted to vote for themselves. Donors may not cast multiple votes for the same candidate. Donors shall not vote on any other aspect of the corporation, or have any say in the corporations other interests or activities.

3.03 Non-Voting Affiliates

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, other events or at the corporation website. Affiliates have no voting rights, and are not members of the corporation.

3.04 Dues

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

Article IV, Board of Directors

4.01 Number of Directors

HAPS shall have a board of directors consisting of at least 4 and no more than 8 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. H.A.P.S. will strive to ensure that the board is diverse in terms of gender, race, religious and professional background in order to ensure that it accurately reflects the community that we serve.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of HAPS shall be managed under the direction of the board, except as otherwise provided by law.

4.03 Terms

a) All directors shall be elected to serve a four-year term, however the term may be extended until a successor has been elected.
b) Director terms shall be staggered so that no more than half the number of directors will end their terms in any given year.
c) Directors may serve terms in succession.
d) The term of office shall be considered to begin September 1st and end August 31st of the fourth year in office, unless the term is extended until such time as a successor has been elected.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 year of age. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in September of each year. Outgoing directors may recommend candidates for their replacement.

4.05 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal from office, or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these bylaws. Unexpected vacancies shall be filled by the board members for the balance of the term of the director being replaced.

4.06 Removal of Directors

A director may be removed by two-thirds vote of the board of directors then in office, if the director is unable or unwilling to carry out their duties on the board. The director must be given electronic notification of the board's intent to remove them and opportunity to be heard at a meeting of the board.

4.07 Board of Directors Meetings

a) Regular Meetings. The board of directors shall have a minimum of two (2) regular meetings in each calendar year at times fixed by the board. All meetings will be held via conference call. Board meetings shall be held upon seven (7) days' notice by electronic mail. Notice of meetings shall specify the day and time of the meeting.
b) Special Meetings. Special meetings of the board may be called by any director of the board. A special meeting must be preceded by at least two (2) days notices to each director of the date and time of the meeting.

4.08 Manner of Acting

a) Quorum. A majority of the directors in office immediately before a meeting 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 quorum is not present.
b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.
c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president of treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

4.09 Compensation for Board Members Services.

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement for directors for expenses incurred in conjunction with carrying out board responsibilities.

4.10 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such renumeration 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 V, Committees

5.01 Committees

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one of more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of the board resolution, may:

a) Take any final action on matters which also requires board members' approval, or approval of a majority of all members;
b) Fill vacancies on the board of directors;
c) Amend or repeal Bylaws, or adopt new Bylaws;
d) Amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repealable;

e) Appoint any other committees of the board of directors or the members of these committees;
f) Expend corporate funds to support a nominee for director; or
g) Approve any transaction
    - **i.** To which the corporation is a party and one or more directors have a material financial interest; or
    - **ii.** Between the corporation and one of more of its directors, or between the corporation or any person in which one or more of its directors have a material financial interest.

5.02 Meetings and Action of Committees

Meetings and action of the committees shall be governed by and held and taken in accordance with the provisions of Article IV of these Bylaws concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the board of directors and its members. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

5.03 Informal Action by the Board of Directors

Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. An email transmission from an email address on record constitutes a valid writing. The intent of this provision is to allow the board of directors to use email to approve actions, as long as a quorum of board members gives consent.

Article VI, Officers

6.01 Board Officers

The officers of the corporation shall be a board president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

6.02 Term of Office

Each officer shall serve a one-year term of office and may not serve more than five (5) consecutive terms of office. Unless unanimously elected by the board at the end of his/her give (5) year terms or to fill a vacancy in an office position, each board officer's term of office shall begin upon the adjournment of the board meeting at which elected and shall end upon the adjournment of the board meeting during which a successor is elected.

6.03 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Board President

The board president shall be the chief volunteer officer of the corporation. The board president shall lead the board or directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

6.05 Vice President

In the absence or disability of the board president, the ranking vice-president or vice-president designated by the board of directors shall perform the duties of the board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the board president. The vice-president shall have such other powers and perform such other duties prescribed for them by the board of directors or the board president. The vice-president shall normally accede to the office of board president upon the completion of the board president's term of office.

6.06 Secretary

The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the date and time that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required by the Bylaws. The secretary shall have such other powers and perform such other duties as may be prescribed for them by the board of directors or the board president. The secretary may appoint, with approval of the board, a director to assist in performing of all or part of the duties of the secretary.

6.07 Treasurer

The treasurer shall be the lead director for oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial report, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with the approval of the board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

6.09 Non-Director Offices

The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

Article VII, Contracts, Checks, Loans, Indemnification and Related Matters

7.01 Contracts and other Writings

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 to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

7.02 Checks, Drafts

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the board.

7.03 Deposits

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 or a designated committee of the board may select.

7.04 Loans

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

7.05 Indemnification

a) Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits of otherwise, in the defense of an proceeding to which he or she was party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.
b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
c) Advance for Expenses. 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 (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized by this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount,

unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

d) Indemnification of Officers, Agents and Employees. 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, consistent with Maryland Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

Article VIII, Miscellaneous

8.01 Books and Records

This 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 actions taken by board of directors without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporations Articles of Incorporation and Bylaws as amended to date.

8.02 Fiscal Year

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

8.03 Conflict of Interest

The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any translation or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.

8.04 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, religion, national origin, and sexual orientation. It is the policy of HAPS not to discriminate on the basis of race, creed, ancestry, marital statue, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

8.05 Bylaw Amendment

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, however:

a) That no amendment shall be made to these Bylaws which would 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; and,
b) That an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-thirds vote of a quorum of directors at a Board meeting.
c) That all amendments be consistent with the Articles of Incorporation.

Should HAPS be dissolved, any and all assets will be donated to Project Visiting Scholar for use in their work.

Article IX, Counterterrorisom and Due Diligence Policy

In furtherance of its exemption by contributions ton other organizations, domestic or foreign, HAPS shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the U.S. Department of the Treasury's publication the "Voluntary Best Practice for U.S. Based Charities" is not mandatory, HAPS willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

HAPS shall also comply and put into practice the federal guidelines, suggestion, laws and limitation set for by ore-existing U.S. legal requirements related to combat terrorist financing, which include, but are not limited to, various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

Article X, Document Retention Policy and Record Keeping

10.01 Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of HAPS records.

10.02 Policy

Section 1. General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files.

From time to time, HAPS 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 the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 2. Exception for Litigation Relevant Documents. HAPS expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or HAPS 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.

Section 3. Minimum Retention Periods for Specific Categories.

a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.
b) Tax Records. 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 the applicable return.
c) Employment Records/Personnel Records. State and Federal statutes require the corporation to keep certain recruitment, employment, and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complains brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions 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 Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.
e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.
f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.
g) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.
h) Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.
i) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.
j) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

k) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
l) Audit records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 4. Electronic mail. E-mail that needs to be saved should be either:

a) printed in hard copy and kept in the appropriate file; or
b) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

Article XI, Transparency and Accountability Disclosure of Financial Information With The General Public

11.01 Purpose

By making full and accurate information about its mission, activities, finances, and governance publicly available, HAPS practices and encourages transparency and accountability to the general public. This policy will:

- Indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
- Indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
- Specify the procedures whereby the open/closed status of documents and materials can be altered.

The details of this policy are as follows:

11.02 Financial and IRS documents (Forms 1023 and 990) HAPS shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

11.03 Means and Conditions of Disclosure

HAPS shall make "Widely Available" the aforementioned documents on its internet website: http://www.hapsfund.com to be viewed and inspected by the general public.

- The documents shall be posted in a format that allows an individual using the internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
- The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- HAPS shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software, other than open-access software.

- HAPS shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed or emailed requests.

11.04 IRS Annual Information Returns (Form 990)

HAPS shall submit the Form 990 to its board of directors prior to filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be submitted to each member of the board of directors via email at least 10 days before the Form 990 is filed with the IRS.

11.05 Board

- All board deliberations shall be open to the public except where the board passes a motion to make any specific portion confidential.
- All board minutes shall be made open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential.
- All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific portion confidential.

11.06 Staff Records

- All staff records shall be available for consultation by the staff member concerned or their legal representatives.
- No staff records shall be made available to any person outside the corporation except the authorized governmental agencies.
- Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member.
- Staff records shall be made available to the board when requested.

11.07 Donor Records

- All donor records shall be available for consultation by the members and donors concerned or their legal representatives.
- No donor records shall be made available to any person outside the corporation except the authorized governmental agencies.
- Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for those donors.
- Donor records shall be made available to the board when requested.

Article XII, Code of Ethics and Whistleblower Policy

12.01 Purpose

HAPS requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities

and comply with all applicable laws and regulations. It is the intent of HAPS to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

12.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of HAPS is in violation of a law, a written complaint must be filed by that person with the vice president or the board president.

12.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

12.04 Retaliation

Said person is protected from retaliation only if she/he brings the alleged unlawful activity, policy, or practice to the attention of HAPS and provides HAPS with reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described belie is only available to individuals that comply with this requirement.

HAPS shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of HAPS or of another individual or entity with whom HAPS has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

HAPS shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of HAPS that the individual reasonably believes is in violation of a law, or a rule, or regulated mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

12.05 Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct and adequate investigation.

12.06 Handling of Reported Violations

The board president or vice president shall notify the sender and acknowledge the receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staff or employees and they shall have the opportunity to ask questions about the policy.

Article XIII, Amendments of Articles of Incorporation

13.01 Amendment

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

Certificate of Adoption of Bylaws

I do hereby certify that the above stated Bylaws of HAPS were approved by HAPS board of directors on Saturday the 29th of March 2020 and constitute a complete copy of the Bylaws of the corporation.