BYLAWS

OF LAUNCHPOINT CYBER, INC.

ARTICLE I – NAME AND PURPOSE

Section 1. Name

The name of the corporation is **LaunchPoint Cyber, Inc.** (the “Corporation”).

Section 2. Purpose

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including providing cybersecurity education, mentoring, and financial assistance to K-12 and college students.

ARTICLE II – MEMBERSHIP

The Corporation shall have **no members**. All corporate powers shall be exercised by or under the authority of the Board of Directors.

ARTICLE III – BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number

The Board shall consist of **no fewer than three (3)** directors.

Section 3. Terms

Directors shall serve **two (2) year terms** and may be re-elected.

Section 4. Appointment and Removal

- Directors shall be elected by the Board.
- A director may be removed by a majority vote of the Board.

Section 5. Vacancies

Vacancies may be filled by a majority vote of the remaining directors.

ARTICLE IV – MEETINGS OF THE BOARD

Section 1. Annual Meeting

An annual meeting shall be held each year.

Section 2. Regular Meetings

The Board shall meet at least **quarterly**.

Section 3. Special Meetings

Special meetings may be called by the President or a majority of directors.

Section 4. Quorum

A majority of directors shall constitute a quorum.

Section 5. Voting

Actions are approved by a majority vote of those present. Should any vote result in a tie, the President can cast a tie-breaking vote.

ARTICLE V – OFFICERS

Section 1. Officers

The Corporation shall have at least:

- President
- Treasurer
- Secretary

Section 2. Roles and Separation of Duties

- The **President and Secretary may be the same individual**
- The **Treasurer shall be a different individual** to provide financial oversight

Section 3. Duties

President:

- Oversees operations
- Chairs meetings
- Leads programs and strategic direction

Treasurer:

- Oversees finances and budgeting
- Maintains financial records
- Provides financial reports to the Board

Secretary:

- Maintains corporate records
- Keeps meeting minutes
- Ensures proper documentation of decisions

Section 4. Election and Term

Officers shall be elected by the Board and serve **two-year terms**.

ARTICLE VI – COMMITTEES

Section 1. General

The Board may establish committees as needed.

Section 2. Scholarship and Selection Committee

The Corporation shall maintain a Scholarship and Selection Committee responsible for:

- Reviewing student applications
- Applying objective selection criteria
- Recommending recipients of financial assistance

Requirements:

- At least **two (2) individuals** must participate in all selection decisions
- Decisions must be based on **documented, objective criteria**
- No individual with a conflict of interest may participate
- All decisions must be documented

ARTICLE VII – CONFLICT OF INTEREST

Section 1. Purpose

To protect the Corporation's integrity and avoid private benefit.

Section 2. Disclosure

Directors and officers must disclose any potential conflicts.

Section 3. Recusal

Individuals with a conflict must:

- Not participate in discussion
- Not vote on the matter

Section 4. Documentation

All conflicts and recusals must be recorded in meeting minutes.

ARTICLE VIII – COMPENSATION

Directors shall not receive compensation for board service but may be reimbursed for reasonable expenses.

The Corporation may pay reasonable compensation for services rendered consistent with its charitable purpose.

ARTICLE IX – FISCAL MANAGEMENT

Section 1. Fiscal Year

The fiscal year shall be determined by the Board.

Section 2. Banking

Funds shall be deposited in accounts approved by the Board.

Section 3. Financial Oversight

- The Treasurer shall provide regular financial reports
- The Board shall review financial activity periodically

ARTICLE X – INDEMNIFICATION

To the fullest extent permitted by law, the Corporation shall indemnify its directors and officers.

ARTICLE XI – AMENDMENTS

These bylaws may be amended by a **majority vote of the Board of Directors**.