

Form 1023 Checklist

(Revised June 2006)

Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

Note. Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.

- ☒ Assemble the application and materials in this order:
- Form 1023 Checklist
 - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
 - Form 8821, *Tax Information Authorization* (if filing)
 - Expedite request (if requesting)
 - Application (Form 1023 and Schedules A through H, as required)
 - Articles of organization
 - Amendments to articles of organization in chronological order
 - Bylaws or other rules of operation and amendments
 - Documentation of nondiscriminatory policy for schools, as required by Schedule B
 - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
 - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
- ☒ User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
- ☒ Employer Identification Number (EIN)
- ☒ Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
- You must provide specific details about your past, present, and planned activities.
 - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
 - Describe your purposes and proposed activities in specific easily understood terms.
 - Financial information should correspond with proposed activities.
- ☒ Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.
- | | | | |
|------------|--|------------|--|
| Schedule A | Yes ___ No <input checked="" type="checkbox"/> | Schedule E | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule B | Yes ___ No <input checked="" type="checkbox"/> | Schedule F | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule C | Yes ___ No <input checked="" type="checkbox"/> | Schedule G | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule D | Yes ___ No <input checked="" type="checkbox"/> | Schedule H | Yes ___ No <input checked="" type="checkbox"/> |

- ☒ An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.
 - Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) [Page 1, Art 3, Par 1](#)
 - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law [Page 2, Art 6, Par 1](#)
- ☒ Signature of an officer, director, trustee, or other official who is authorized to sign the application.
 - Signature at Part XI of Form 1023.
- ☒ Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011



Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code

OMB No. 1545-0056

Note: If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at **www.irs.gov** for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document)		2 c/o Name (if applicable)
Mach 30, Inc.		Joseph Simmons
3 Mailing address (Number and street) (see instructions)	Room/Suite	4 Employer Identification Number (EIN)
5722 Craigmont Ct		27-0515679
City or town, state or country, and ZIP + 4		5 Month the annual accounting period ends (01 - 12)
Huber Heights, OH 4524-2606		12
6 Primary contact (officer, director, trustee, or authorized representative)		b Phone: 540-961-6011
a Name: Joseph Simmons		c Fax: (optional)
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
9a Organization's website: www.mach30.org		
b Organization's email: (optional) jrs@mach30.org		
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY)		01 / 27 / 2009
12 Were you formed under the laws of a foreign country ? If "Yes," state the country.		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1** Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. ☒ **Yes** ☐ **No**
- 2** Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. ☐ **Yes** ☒ **No**
- 3** Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. ☐ **Yes** ☒ **No**
- 4a** Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. ☐ **Yes** ☒ **No**
- b** Have you been funded? If "No," explain how you are formed without anything of value placed in trust. ☐ **Yes** ☐ **No**
- 5** Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. ☒ **Yes** ☐ **No**

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1** Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): Page 1, Article 3, Paragraph 1 ☒
- 2a** Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c. ☒
- 2b** If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Page 2, Article 6, Paragraph 1
- 2c** See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: ☐

Part IV Narrative Description of Your Activities

Using an attachment, describe your *past*, *present*, and *planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

- 1a** List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
J. Simmons	Director	5722 Craigmont Ct Huber Heights, OH 45424	attached
Maureen Carruthers	Director	5722 Craigmont Ct Huber Heights, OH 45424	attached
Andrew McGrady	Director	5722 Craigmont Ct Huber Heights, OH 45424	attached
Rebekah McGrady	Director	5722 Craigmont Ct Huber Heights, OH 45424	attached
Gregory Moran	Director	5722 Craigmont Ct Huber Heights, OH 45424	attached

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
			attached

- c** List the names, names of businesses, and mailing addresses of your five highest compensated **independent contractors** that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
			attached

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

2a Are any of your officers, directors, or trustees **related** to each other through **family or business relationships**? If "Yes," identify the individuals and explain the relationship. ☒ **Yes** ☐ **No**

b Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. ☐ **Yes** ☒ **No**

c Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. ☐ **Yes** ☒ **No**

3a For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

b Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. ☐ **Yes** ☒ **No**

4 In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

a Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? ☒ **Yes** ☐ **No**
b Do you or will you approve compensation arrangements in advance of paying compensation? ☒ **Yes** ☐ **No**
c Do you or will you document in writing the date and terms of approved compensation arrangements? ☒ **Yes** ☐ **No**

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- d** Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? ☒ **Yes** ☐ **No**
- e** Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☒ **Yes** ☐ **No**
- f** Do you or will you record in writing both the information on which you relied to base your decision and its source? ☒ **Yes** ☐ **No**
- g** If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.
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- 5a** Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. ☒ **Yes** ☐ **No**
- b** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?
- Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.
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- 6a** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☐ **Yes** ☒ **No**
- b** Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☐ **Yes** ☒ **No**
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- 7a** Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. ☐ **Yes** ☒ **No**
- b** Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. ☐ **Yes** ☒ **No**
-
- 8a** Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. ☐ **Yes** ☒ **No**
- b** Describe any written or oral arrangements that you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at **arm's length**.
- e** Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f** Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.
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- 9a** Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. ☐ **Yes** ☒ **No**

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b** Describe any written or oral arrangements you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at arm's length.
- e** Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f** Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1a** In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. ☒ **Yes** ☐ **No**
- b** In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. ☒ **Yes** ☐ **No**
- 2** Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. ☐ **Yes** ☒ **No**
- 3** Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. ☒ **Yes** ☐ **No**

Part VII Your History

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1** Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. ☐ **Yes** ☒ **No**
- 2** Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. ☐ **Yes** ☒ **No**

Part VIII Your Specific Activities

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1** Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain. ☐ **Yes** ☒ **No**
- 2a** Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. ☐ **Yes** ☒ **No**
- b** Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. ☐ **Yes** ☒ **No**
- 3a** Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data. ☐ **Yes** ☒ **No**
- b** Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. ☐ **Yes** ☒ **No**
- c** List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

Part VIII Your Specific Activities (Continued)

4a Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) ☒ **Yes** ☐ **No**

- | | |
|---|--|
| <input type="checkbox"/> mail solicitations | <input type="checkbox"/> phone solicitations |
| <input checked="" type="checkbox"/> email solicitations | <input checked="" type="checkbox"/> accept donations on your website |
| <input checked="" type="checkbox"/> personal solicitations | <input type="checkbox"/> receive donations from another organization's website |
| <input type="checkbox"/> vehicle, boat, plane, or similar donations | <input type="checkbox"/> government grant solicitations |
| <input type="checkbox"/> foundation grant solicitations | <input checked="" type="checkbox"/> Other |

Attach a description of each fundraising program.

b Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. ☐ **Yes** ☒ **No**

c Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. ☐ **Yes** ☒ **No**

d List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.

e Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. ☐ **Yes** ☒ **No**

5 Are you **affiliated** with a governmental unit? If "Yes," explain. ☐ **Yes** ☒ **No**

6a Do you or will you engage in **economic development**? If "Yes," describe your program. ☐ **Yes** ☒ **No**

b Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

7a Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. ☐ **Yes** ☒ **No**

b Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. ☐ **Yes** ☒ **No**

c If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

8 Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. ☐ **Yes** ☒ **No**

9a Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. ☐ **Yes** ☒ **No**

b Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

c Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

d Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☐ **No**

10 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. ☒ **Yes** ☐ **No**

Part VIII Your Specific Activities (Continued)

- 11** Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution. ☐ **Yes** ☒ **No**
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- 12a** Do you or will you operate in a **foreign country** or **countries**? If "Yes," answer lines 12b through 12d. If "No," go to line 13a. ☐ **Yes** ☒ **No**
- b** Name the foreign countries and regions within the countries in which you operate.
- c** Describe your operations in each country and region in which you operate.
- d** Describe how your operations in each country and region further your exempt purposes.
-
- 13a** Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a. ☐ **Yes** ☒ **No**
- b** Describe how your grants, loans, or other distributions to organizations further your exempt purposes.
- c** Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract. ☐ **Yes** ☐ **No**
- d** Identify each recipient organization and any **relationship** between you and the recipient organization.
- e** Describe the records you keep with respect to the grants, loans, or other distributions you make.
- f** Describe your selection process, including whether you do any of the following:
- (i)** Do you require an application form? If "Yes," attach a copy of the form. ☐ **Yes** ☐ **No**
- (ii)** Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused. ☐ **Yes** ☐ **No**
- g** Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.
-
- 14a** Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15. ☐ **Yes** ☒ **No**
- b** Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.
- c** Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries. ☐ **Yes** ☐ **No**
- d** Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors. ☐ **Yes** ☐ **No**
- e** Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information. ☐ **Yes** ☐ **No**
- f** Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately. ☐ **Yes** ☐ **No**

Part VIII Your Specific Activities (Continued)

- | | | | |
|-----------|--|-------------------------------------|---|
| 15 | Do you have a close connection with any organizations? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 16 | Are you applying for exemption as a cooperative hospital service organization under section 501(e)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 17 | Are you applying for exemption as a cooperative service organization of operating educational organizations under section 501(f)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 18 | Are you applying for exemption as a charitable risk pool under section 501(n)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 19 | Do you or will you operate a school ? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 20 | Is your main function to provide hospital or medical care ? If "Yes," complete Schedule C. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 21 | Do you or will you provide low-income housing or housing for the elderly or handicapped ? If "Yes," complete Schedule F. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 22 | Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

Note: **Private foundations** may use Schedule H to request advance approval of individual grant procedures.

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

A. Statement of Revenues and Expenses

	Type of revenue or expense	Current tax year	3 prior tax years or 2 succeeding tax years				(e) Provide Total for (a) through (d)
		(a) From 01/2010 To 12/2010	(b) From 01/2009 To 12/2009	(c) From 01/2011 To 12/2011	(d) From 01/2012 To 12/2012		
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	750	625	7800	10760	19935	
	2 Membership fees received						
	3 Gross investment income						
	4 Net unrelated business income						
	5 Taxes levied for your benefit						
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)						
	7 Any revenue not otherwise listed above or in lines 9–12 below (attach an itemized list)						
	8 Total of lines 1 through 7	750	625	7800	10760	19935	
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)						
	10 Total of lines 8 and 9	750	625	7800	10760	19935	
	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)						
	12 Unusual grants						
	13 Total Revenue Add lines 10 through 12	750	625	7800	10760	19935	
Expenses	14 Fundraising expenses	60		350	485		
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)			0	0		
	16 Disbursements to or for the benefit of members (attach an itemized list)			0	0		
	17 Compensation of officers, directors, and trustees			0	0		
	18 Other salaries and wages			0	0		
	19 Interest expense			0	0		
	20 Occupancy (rent, utilities, etc.)			1740	4175		
	21 Depreciation and depletion			0	0		
	22 Professional fees	500		2550	2675		
	23 Any expense not otherwise classified, such as program services (attach itemized list)		125	3100	3410		
	24 Total Expenses Add lines 14 through 23	560	125	7740	10745		

Part IX Financial Data (Continued)**B. Balance Sheet (for your most recently completed tax year)**Year End: **2009**

Assets		(Whole dollars)
1	Cash	500
2	Accounts receivable, net	
3	Inventories	
4	Bonds and notes receivable (attach an itemized list)	
5	Corporate stocks (attach an itemized list)	
6	Loans receivable (attach an itemized list)	
7	Other investments (attach an itemized list)	
8	Depreciable and depletable assets (attach an itemized list)	
9	Land	
10	Other assets (attach an itemized list)	
11	Total Assets (add lines 1 through 10)	
Liabilities		
12	Accounts payable	
13	Contributions, gifts, grants, etc. payable	
14	Mortgages and notes payable (attach an itemized list)	
15	Other liabilities (attach an itemized list)	
16	Total Liabilities (add lines 12 through 15)	
Fund Balances or Net Assets		
17	Total fund balances or net assets	500
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	500
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

1a Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. ☐ Yes ☒ No
If you are unsure, see the instructions.

b As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2. ☐

2 Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI. ☐ Yes ☐ No

3 Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4. ☐ Yes ☐ No

4 Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation? ☐ Yes ☐ No

5 If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.

The organization is not a private foundation because it is:

a 509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A. ☐

b 509(a)(1) and 170(b)(1)(A)(ii)—a **school**. Complete and attach Schedule B. ☐

c 509(a)(1) and 170(b)(1)(A)(iii)—a **hospital**, a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C. ☐

d 509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D. ☐

Part X Public Charity Status (Continued)

- e** 509(a)(4)—an organization organized and operated exclusively for testing for public safety. ☐
- f** 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit. ☐
- g** 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. ☒
- h** 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross **investment income** and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). ☐
- i** A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status. ☐

6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling. ☐

Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization

.....
(Signature of Officer, Director, Trustee, or other
authorized official)

.....
(Type or print name of signer)

.....
(Date)

.....
(Type or print title or authority of signer)

For IRS Use Only

.....
IRS Director, Exempt Organizations

.....
(Date)

- b Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii). ☐

(i) (a) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. _____

(b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box. ☐

(ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box. ☐

(b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box. ☐

- 7** Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. ☐ **Yes** ☐ **No**

Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? ☒ **Yes** ☐ **No**
If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).
If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change). ☒
- 3 Check the box if you have enclosed the user fee payment of \$750 (Subject to change). ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please
Sign
Here


(Signature of Officer, Director, Trustee, or other
authorized official)

Joseph Simmons

(Type or print name of signer)

President

(Type or print title or authority of signer)

12/22/2010

(Date)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

Form **1023** (Rev. 6-2006)

Articles of Incorporation

Prescribed by:
The Ohio Secretary of State

INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Nonprofit)

Filing Fee \$125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

<input type="radio"/> 1: Profit	<input checked="" type="radio"/> 2: Non-Profit	<input type="radio"/> 3: Articles of Incorporation Professional
(113-ARF)	(114-ARN)	(170-ARP)
ORC 1701	ORC 1702	ORC 1785

Complete the general information in this section for the box checked above.

FIRST: Name of Corporation Mach 30, Inc.

SECOND: Location Huber Heights Montgomery
(City) (County)

Effective Date **(Optional)** _____ Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.

☐ **Check here if additional provisions are attached**

Complete the information in this section if box (2) or (3) is checked. Completing this section is optional if box (1) is checked.

THIRD: Purpose for which corporation is formed

This corporation is organized and operated exclusively for scientific and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code.

The specific purpose of the corporation is to hasten the advancement of humanity into a spacefaring civilization through sustainable leadership, open design practices, and a bias toward mature technology.

Complete the information in this section if box (1) or (3) is checked.

FOURTH: The number of shares which the corporation is authorized to have outstanding (Please state if shares are common or preferred and their par value if any) _____

(No. of Shares) (Type) (Par Value)

(Refer to instructions if needed)

Completing the information in this section is optional

FIFTH: The following are the names and addresses of the individuals who are to serve as initial Directors.

Joseph Simmons
5722 Craigmont Ct
Huber Heights, OH 45424

Maureen Carruthers

5722 Craigmont Ct
Huber Heights, OH 45424

Gregory Moran
3012 Creekbend Dr.
Plano TX 75075

SIXTH: Additional Provisions.

The property of this corporation is irrevocably dedicated to scientific and educational purposes. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provisioned for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for scientific and educational purposes and which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code.

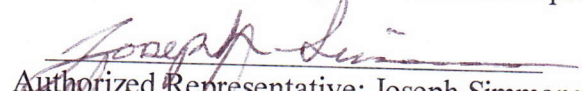
No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

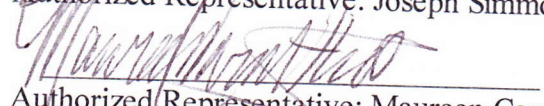
No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

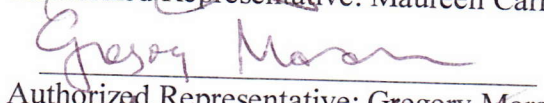
Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

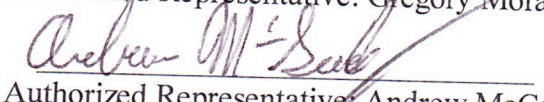
REQUIRED

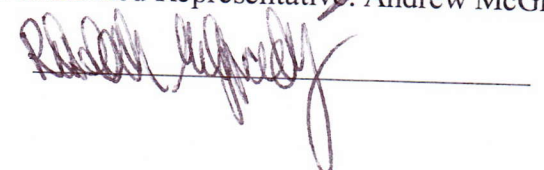
Must be authenticated by an authorized representative


Authorized Representative: Joseph Simmons 9/14/2010
Date

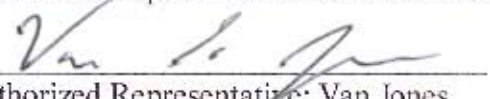

Authorized Representative: Maureen Carruthers 9/10/2010
Date


Authorized Representative: Gregory Moran 9/13/2010
Date


Authorized Representative: Andrew McGrady 9/10/2010
Date


9-10-2010

Authorized Representative: Rebekah McGrady Date

 2010/11/16
Authorized Representative: Van Jones Date

Complete the information in this section if box (1) (2) or (3) is checked.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Mach 30 Inc., hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

Joseph Simmons
5722 Craigmont Ct
Huber Heights, OH 45424

Must be authenticated by an authorized representative

 // SIGNED // 01/24/2009
Authorized Representative: Joseph Simmons Date

 // SIGNED // 01/24/2009
Authorized Representative: Maureen Carruthers Date

 // SIGNED // 01/24/2009
Authorized Representative: Gregory Moran Date

ACCEPTANCE OF APPOINTMENT

The Undersigned, Joseph Simmons, named herein as the Statutory agent for, Mach 30 Inc., hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature: // SIGNED //
Statutory Agent: Joseph Simmons

532 Last Revised: May 2002

Consented upon by Mach 30 Board of Directors on Jan 24, 2009

Revisions consented upon by Mach 30 Board of Directory on Sept 10, 2010

Official Certificate of Receipt of Articles of Incorporation by the State of Ohio

Bylaws

Bylaws of Mach 30

Article 1 Offices

Section 1. Principal Office

The principal office of the corporation is located in Montgomery County, State of Ohio.

Section 2. Change of Address

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

Article 2 Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be:

- (a) Develop and build an open space access infrastructure by engaging in activities such as designing, building, testing, and certifying launch vehicles, spaceships, space stations, planetary habitats, and spaceflight related hardware or processes;
- (b) Promote development of a spacefaring culture by sponsoring activities that inspire the public to embrace the possibility of life beyond Earth;

- (c) Develop processes and provide training for the engineering community in sustainable leadership;
- (d) Develop and administer an ITAR compliant "collaborative environment" for open design development of engineering and software projects;
- (e) Directly engage in or support efforts/activities of others that engage in promotion of space exploration, generally.

Article 3

Directors

Section 1. Number

The corporation shall have seven to eleven, (7-11), directors and collectively they shall be known as the board of directors.

Section 2. Qualifications

Directors shall be of the age of majority in this state.

Section 3. Powers

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

Section 4. Duties

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation;
- c. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws;
- e. Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 5. Term of Office

Each year, one third of the authorized number of directors shall be elected to serve on the board of directors. Each director shall hold office until his or her successor is elected and qualifies.

If, at a meeting for the election of directors, more than one group of initial board members is elected to serve for a first staggered term of office, then the secretary of the corporation shall assign each director to a numbered group and shall make a chance selection between or among the numbered groups (by selecting among other lots or by some other chance selection procedure). The group corresponding to the number so chosen shall be subject to election to a staggered term at the meeting.

Section 6. Compensation

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any

payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article 9 of these bylaws.

Section 7. Place Of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the board of directors.

Section 8. Regular Meetings

Regular meetings of directors shall be held on second Sunday of the month at 3:00 P.M., unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the following Sunday.

If this corporation makes no provision for members, then, at the regular meeting of directors held in January, directors shall be approved by the formal consensus of the board.

Section 9. Special Meetings

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 10. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

- a. **Regular Meetings.** No notice need be given of any regular meeting of the board of directors.
- b. **Special Meetings.** At least one week prior notice shall be given by the secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, email, or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile or email notification, the director to be contacted shall acknowledge personal receipt of the email or facsimile notice by a return message or telephone call within twenty-four hours of the first notification.
- c. **Waiver of Notice.** Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11. Quorum for Meetings

A quorum shall consist of 75% of the members of the board of directors.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only action which the chair shall entertain at such meeting is to adjourn.

Section 12. Consensus Action as Board Action

Every act or decision done or made by a consensus of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 13. Conduct of Meetings

Meetings of the board of directors shall be presided over by the chairperson of the board, or, if no such person has been so designated, or in his or her absence, the president of the corporation, or in his or her absence, by the vice president of the corporation, or in the absence of each of these persons, by a chairperson chosen by the directors present at the meeting. The secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by Mach 30 Consensus Policy (Appendix A), insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws or with provisions of law.

Section 14. Vacancies

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by formal consensus of the directors then in office or by a sole remaining director. A person selected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

Section 15. Nonliability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 16. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 17. Insurance For Corporate Agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

**Article 4
Officers**

Section 1. Designation Of Officers

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer. The corporation may also have a chairperson of the board, one or more vice presidents, assistant secretaries, assistant treasurers, and other such officers with such titles as may be determined from time to time by the board of directors.

Section 2. Qualifications

Any person may serve as officer of this corporation.

Section 3. Election and Term of Office

Officers shall be selected by the board of directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be selected and qualified, whichever occurs first.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the board of directors relating to the employment of any officer of the corporation.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the board of directors. In the event of a vacancy in any office other than that of president, such vacancy may be filled temporarily by appointment by the president until such time as the board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

Section 6. Duties of President

The president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as chairperson of the board of directors, the president shall preside at all meetings of the board of directors. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

Section 7. Duties of Vice President

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the board of directors.

Section 8. Duties of Secretary

The secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefor, the bylaws, and the minutes of the proceedings of the directors of the corporation. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 9. Duties Of Treasurer

The treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the board of directors.

Section 10. Compensation

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. All officer salaries shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in

Article 9 of these bylaws.

Article 5 Committees

Section 1. Committees and Task Forces

The corporation shall have committees and task forces as may from time to time be designated by resolution of the board of directors. All references in these bylaws to committees shall be understood to include both committees and task forces. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 2. Meetings and Action of Committees and Task Forces

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Article 6 Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

Section 4. Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

Article 7

Corporate Records, Reports, and Seal

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office:

- a. Minutes of all meetings of directors, committees of the board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A copy of the corporation's articles of incorporation and bylaws as amended to date.

Section 2. Corporate Seal

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 4. Right To Copy And Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 5. Periodic Report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state, to be so prepared and delivered within the time limits set by law.

Article 8

IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall 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 of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, 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 purposes of this corporation.

Section 3. Distribution of Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article 9

Conflict of Interest and Compensation Approval Policies

Section 1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

a. Interested Person. Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

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

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation 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. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Conflict of Interest Avoidance Procedures

a. 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.

b. 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, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and consensed upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the consensus 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 corporation 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 consensus of the disinterested directors whether the transaction or arrangement is in the corporation'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.

d. 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 4. Records of Board and Board Committee Proceedings

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

a. 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.

b. The names of the persons who were present for discussions and consensus decisions 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 consensus decisions taken in connection with the proceedings.

Section 5. Compensation Approval Policies

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

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

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

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

a. the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation,

b. all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. is not the person who is the subject of the compensation arrangement, or a family member of such person;

2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement

3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement

4. has no material financial interest affected by the compensation arrangement; and

5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

c. the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources

2. the availability of similar services in the geographic area of this organization

3. current compensation surveys compiled by independent firms
4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

1. the terms of the compensation arrangement and the date it was approved
2. the members of the board or compensation committee who were present during debate on the transaction, those who consented on it, and the details of the consensus decision
3. the comparability data obtained and relied upon and how the data was obtained
4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination.
5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting.
6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and the consensus decision to approve the arrangement).
7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

Section 6. Annual Statements

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

- a. has received a copy of the conflicts of interest policy,
- b. has read and understands the policy,
- c. has agreed to comply with the policy, and
- d. understands the corporation is charitable and 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. Periodic Reviews

To ensure the corporation operates in a manner consistent with 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:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation'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 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the corporation 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 periodic reviews are conducted.

Article 10

Amendment of Bylaws

Section 1. Amendment

Except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the board of directors.

Article 11

Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this corporation, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

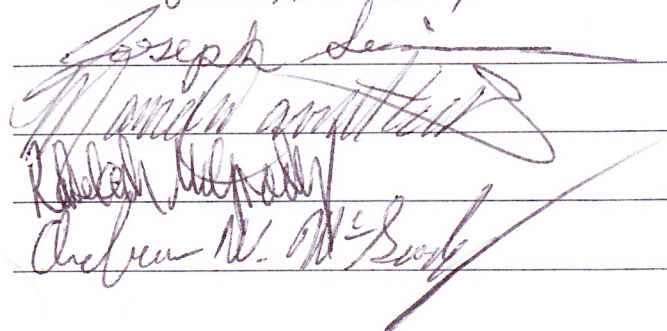
All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

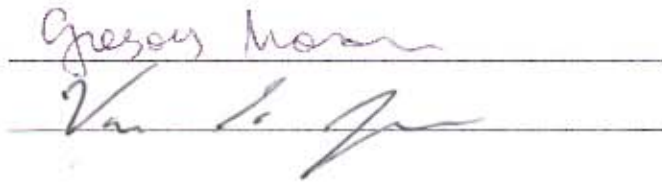
All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 13 preceding pages, as the bylaws of this corporation.

Dated: Sept 10, 2014


The signatures are: Joseph [unclear], [unclear], [unclear], and Andrew W. [unclear].



Gregory Horn
Van L. Jan

Appendix A: Mach 30 Consensus Policy

Appendix A: Mach 30 Consensus Policy

Section 1: Purpose

As part of our shared value of sustainable leadership, Mach 30 Inc. intends to include as many people as possible in the decision making processes of the organization. We believe the best decisions are made when they are developed with full consent of all parties involved and that without the consent of these parties implementation of decisions becomes difficult or impossible. In order to achieve this goal of shared responsibility in support of the value of sustainable leadership, we adopted the consensus-based decision making process described here for board-level decisions. This process actively engages participants throughout the decision making process which helps to increase the likelihood that the final decision will be one everyone will actively support. Finally, this consensus process will encourage participants to find creative solutions that balance diverse needs and values, which will result in higher quality decisions than more traditional processes that cannot easily balance competing needs and values.

It should be noted that reaching a consensus is not the same as requiring a unanimous vote. In consensus, participants are challenged to find an outcome that balances the organization's values with the needs of the program, policy, or group related to the decision. It is common for a consensus decision to involve one or more participants who can consent to the decision, that is allow it to be passed, but neither feel strong support for the decision, nor believe the decision is fundamentally unsound. This is not a mark of a poor decision, but rather an indicator of the degree to which participants are affected by the decision.

Section 2: Definitions

- **consensus** - decision making process that develops solutions based on balancing values instead of defending positions; a decision made through the consensus process
- **stakeholder** - someone who has a vested interest in the outcome of a decision and is often directly affected by the outcome
- **proposal** - specific language describing the details of the decision to be made
- **call for consensus** - official step in consensus process to ratify a proposal as a final decision, each participant is polled for their level of support (in favor, stand aside, block), proposal is ratified as long as there are no participants who block
- **straw poll** - unofficial poll of the the level of support for the proposal, often done with show of thumbs
- **in favor** - term used to denote support for a proposal in its current form, sometimes signified

with a "thumbs up"

- **stand aside** - term used to denote a willingness to “live with” proposal in its current form, while preferring a different outcome. (possible reasons to stand aside include having minor concerns or objections based on personal preference rather than adherence to criteria, or not being directly affected by the outcome), sometimes signified with a "thumbs to the side"
- **block** - term used to denote opposition to the proposal in its current form, a consensus cannot be reached while there are one or more blocks, sometimes signified with a "thumbs down"
- **buy-in** - amount of support in a group for a decision
- **positions** - opinions specifying desired details of a decision (for example: the car must be red)
- **interests** - principles that have direct bearing on the decision at hand (for example: the leading character's car should look fast)
- **values**—the underlying “good” that needs to be served by final decision. (selling lots of tickets to 15-30 year-old men)
- **criteria**-- the interests and values that must be honored for the final decision to be acceptable.
- **clarifications** - questions asked by participants to help them understand what the proposal means
- **concerns** - points raised by participants to describe aspects of the proposal that may be weak or in need of improvement
- **appreciative inquiry** - the practice of asking honest, neutral, and open ended questions for the purpose of increasing one's understanding of another perspective.

Section 3: Who Participates in Consensus Decisions

A critical aspect of consensus decisions is defining participants-- that is who contributes ideas, offers feedback, and ultimately has the right to approve or block the decision. Naturally, all Mach 30 Board members are always included as participants in Mach 30 consensus decisions. In order to promote representation of the views of all stakeholders in a decision, the Mach 30 board will also include participants beyond its own members when doing so is necessary to ensure the views of the entire organization are considered.

Examples of possible guest participants include, but are not limited to, Mach 30 staff who are directly impacted by the decision at hand, community stakeholders, volunteers, representatives from partner or potential partner organizations when the decision directly impacts organization or partnership in question. The inclusion of guest participants in a consensus decision will follow an open and planned process. The decision to include guest participants will be made well before the consensus process begins, and will be clearly documented. Guest participants will be given an invitation to participate that includes sufficient notice to prepare for the work.

Finally, in order to provide for the best possible experience and outcome during meetings, it is essential that participants in consensus decisions familiarize themselves with this consensus policy.

Section 4: Decisions which require formal consensus

Decisions that require formal consensus include but are not limited to the following:

- Selection of new Board members
- Selection of Officers
- Removal of Board members
- Approval of annual budgets
- Decisions involving compensation
- Changes to the Articles of Incorporation
- Changes to the Bylaws
- Decisions regarding Conflicts of Interest (excluding interested parties)

Decisions not listed above may be elevated to formal consensus at the request of any board member.

Section 5: Formal Consensus Process

The following steps describe the formal consensus process. Those decisions that require formal consensus will follow each of the steps.

- **Ground rules**—Mach 30 will use the following ground rules, developed by [Roger Schwarz](#) as part of [The Skilled Facilitator](#) approach for consensus decisions:
 - Test assumptions and inferences.
 - Share all relevant information
 - Use specific examples and agree on what important words mean.
 - Explain your reasoning and intent.
 - Focus on interests, not positions.
 - Combine advocacy and inquiry.
 - Jointly design next steps and ways to test disagreements.
 - Discuss undiscussable issues.

1. Hold initial discussion to determine scope of decision

Before attempting to reach a decision, it is important to establish the goal (for example to decide what car to buy) and boundaries of the decision (for example the car is needed by next Friday). Participants should begin the consensus process by holding an open discussion around the nature of the decision and the desired outcome to prepare for the work ahead.

2. Establish criteria

Criteria are the requirements to which the final decision must adhere. To use a common consensus metaphor, the criteria create the box within which all acceptable solutions will fit.

3. Draft Proposal (may be in full group, or sent to sub-group)

After the group sets criteria the full group or a sub-set of the group work to develop a solution that satisfies the criteria laid out by the whole group. The level of detail required in the proposal will depend on the complexity of the decision at hand.

4. Review Proposal

After the proposal has been drafted it comes back to the full group for review, discussion and further action in the following order.

1. Clarify the proposal

Group members ask questions one at a time about the meaning of the proposal. Each

clarification should be finished before the next is asked. As necessary, the proposal language is refined to improve clarity.

2. Address concerns

Group members raise any concerns one at a time and discuss potential improvements to the proposal. This process continues until all concerns have been addressed (either resolved by modifying proposal, or noted but allowed to stand). Concerns should be addressed in terms of criteria not met by the proposal or group values that may be violated though the proposal as it currently stands.

3. Call for consensus (acknowledge possibility of a block - refer to section 7)

Group members are asked, one at a time, to indicate if they are "in favor", "stand aside", or "block" the proposal; if there are any blocks, see Section 7 for how to resolve them, otherwise go to next step.

4. Record final decision (including stand asides - who and why)

The exact language of the adopted proposal is documented along with whether it has been approved, and which participants were "in favor", "stood aside", and "blocked" (in the case of a proposal that was not approved). For any "stand asides" or "blocked" "votes" note the reasons for concern in the notes.

Section 6: Informal Decision Making

The formal consensus process described in Section 5 is reserved for the most critical decisions made by the Board, namely those that carry the most negative impact when a poor decision is made.

However, there are numerous other decisions that must be made (everything from when to meet, to the language that will go into a draft proposal to be presented to the full Board), both at the level of the full board and of committees. The process used to make these decisions should still focus on finding creative solutions by balancing all of the values in play, and it should support the need to elevate the decision to the formal consensus process when that is requested by a Board member, while being nimble enough for daily use.

This informal decision process is modeled after the formal consensus process, but allows the boundaries between the steps to blur together, and concludes when the participants feel they have a complete decision and there are no objections to moving forward. Note, both processes use the same set of ground rules.

The steps for this process are:

1. Initial discussion

As in formal consensus, the initial discussion should frame the decision. In less formal settings, this initial discussion may include proposed criteria or elements of the solution. The smaller the decision (such as agreeing on the next time a committee will meet), the shorter this step will take.

2. Develop solution

As the discussion progresses, the proposed solution should start to take shape. For larger decisions (such as draft language of a proposal that will go back to the Board as part of a formal consensus process), the participants may elect to develop a short list of criteria as part of developing the solution. As the solution is being developed, the participants should be looking for points that have not been addressed, are not clear to the entire group, or that need further refinement.

3. Check for completion

Periodically, the participants should check to see if the solution represents a complete decision. If the answer to the following questions is no, then the solution represents a complete decision and should be recorded in the appropriate set of minutes

1. anyone feels there is anything missing from the solution
2. anyone has any questions about the solution
3. anyone has any additional concerns about the solution
4. anyone is uncomfortable with the solution

Section 7: Blocking and Resolving Blocks

Before working to resolve a block, it is important to realize that a block should not be interpreted as a failure by the group, but rather an indication that more work is needed to reach the decision at hand. This frame of mind is crucial to successfully working through the objections being raised and finding the correct balance of the elements in the proposal.

The first step toward resolving a block comes before the block occurs, namely ensuring that the participants understand when and how to block a decision. Blocking a decision should be used to protect the goals and values of the organization, not for expressing personal preferences or values. Specifically, it is important that a participant block a decision if they feel:

- key elements of the decision are not being addressed
- when one of the agreed upon criteria is not being met
- when the decision is likely to create real danger or harm to the organization, its members, or any other people or organizations
- when one of the organization's stated or implied values would be violated by the decision

Ideally, the concerns listed above that warrant a block would be raised during the discussion and refinement of a proposal, but this is not always the case. Reasons for this can include everything from a participant's absence during a portion of the discussion to the participant not realizing they have a concern until they are asked to agree to the decision. Regardless of the reason, it is important to approach the block with respect and patience. The consenting members should use appreciative inquiry techniques to seek to understand the underlying values or previously unexpressed concerns that are leading to the block. Once the participants understand the source of the block, they should return to Step 4.2 and begin addressing the newly raised concerns, before continuing with the formal consensus process. Note, if more than one participant has blocked there may be more than one set of new concerns to address, which should be addressed one at a time.

Finally, it is important to realize that a block should never be used merely to stall a decision. To that end, the right to block is tied to the responsibility to work with the remainder of the participants to resolve the block. If possible, blocks should be resolved in the meeting in which they are raised. Go back to the "address concerns" portion of the process and move forward from there. If blocking participants are unable to address the block in the moment (reasons can include a lack of time to continue meeting, a need to reflect on why they feel the need to block, a need to "cool" off before continuing the discussion, and others), the group will commit to deciding how to proceed within 24 hours. Because each block will be different, there is no standard set of rules for what that process will look like. As long as the agreed upon process assumes good intentions on the part of the group and the blocker, is agreeable to all participants, and takes into consideration the time sensitivity of the issue, the consequences of failure, and the complexity of the concern, it will be considered a valid attempt to resolve the block. If the block is not resolved after following the agreed upon process, the

consenting participants may override the block by a unanimous decision (that is one without stand asides or blocks) to move forward with the proposal as written. Please note, overriding a block in this way should be reserved for those situations where there is truly no other way forward. Participants should strive to resolve the block by addressing the underlying values and concerns, even when those values or concerns are difficult for blocking participants to express.

ATTACHMENT TO FORM 1023

Part IV, Narrative Description of Activities:

In 2009, the Review of U.S. Human Spaceflight Plans Committee, a Presidential panel tasked with evaluating the future of NASA's human exploration programs, concluded the goal of human space exploration is "to chart a path for human expansion into the solar system." Mach 30, Inc. refers to this "expansion into the solar system" as becoming a spacefaring civilization, where spacefaring is defined as "pursuing a life in space."

The purpose of Mach 30, Inc. (Mach 30) is to hasten the advancement of humanity into a spacefaring civilization through sustainable leadership, open design practices, and a bias toward mature technology. Mach 30's approach is based on three principles:

- Sustainable Leadership which guides decision makers to favor long term goals over short term gains
- Open Design which aims to replicate the community driven success of open source projects like Linux, and Wikipedia in the arena of engineered products
- Mature Technology Bias which challenges engineers to demonstrate what can be done with today's technology instead of proposing solutions that require decades of development.

Mach 30 has a scientific and educational purpose.

Mach 30 will pursue its scientific purpose by developing openly licensed space flight hardware. Developing openly licensed hardware involves collaboratively designing and freely distributing the plans and instructions for engineered products such as consumer electronics, appliances, and vehicles. Currently, Mach 30 is developing the business, legal, and IT infrastructure to support Mach 30 programs, including:

- establishing a registered not-for-profit corporation to facilitate fund raising and coordination of community efforts
- partnering with the open design community to develop a suite of open hardware licenses
- addressing concerns about working openly on projects that are covered under the International Traffic in Arms Regulations (ITAR)
- developing a portal for open hardware projects.

Future work of Mach 30 will include developing demonstration reusable launch vehicles to reach low Earth orbit, starting with very modest payloads, and working toward capabilities that match or exceed current space launch systems such as the Russian Soyuz vehicle.

Mach 30 will pursue its educational purpose by inspiring the public to embrace a spacefaring culture and promoting open design and sustainable leadership in engineering. To do this, Mach 30 will develop and then distribute materials concerning spaceflight, open design, and sustainable leadership. Example venues where these materials will be distributed include:

- events: conferences, training seminars, and workshops
- publications: websites, articles, videos, and books

Mach 30 plans these specific activities:

Developing openly licensed spaceflight hardware (50%)

Mach 30 will dedicate a significant portion of its time and energy to developing an open space access infrastructure. This development effort will cover the complete design cycle of new spaceflight systems, from early conceptual design through building prototypes, and then from testing to certification. Examples of new spaceflight systems Mach 30 will develop include launch vehicles, spaceships, space stations, and planetary habitats. Mach 30 will manage the development of these systems over the internet using an open hardware portal to encourage contributions of engineering talent by volunteers. All work done by Mach 30 board members and volunteers on these systems will be licensed using an open hardware license (an example of which is the TAPR OHL - <http://www.tapr.org/ohl.html>) to ensure that the designs remain freely available to the public.

Supporting the open design community at large (20%)

In recent years consumers, hobbyists, and corporations have begun to develop and use openly licensed hardware. This includes Mach 30 board members and volunteers, who will support this burgeoning community in three ways. First, Mach 30 will partner with members of the open design community to develop an open hardware design portal that allows users to share and collaborate on the design of openly licensed hardware. Second, Mach 30 is currently working with TAPR (<http://www.tapr.org/>) to expand the number of available open hardware licenses under which the developer can choose to license their work. Finally, in order to lower the financial barrier to participate in open design, Mach 30 will develop an online catalog of free and open source software in engineering and a companion forum.

Education and outreach (20%)

In support of its educational purpose, Mach 30 board members and volunteers will engage in educational activities that teach people about the technology and tools of Mach 30 and will engage in outreach activities that inspire people to actively participate in making humanity a spacefaring civilization. Education and outreach activities will include exhibits at existing conferences and museums, workshops, publications (online and in print), and speaking/media engagements. Examples of topics for education activities include spaceflight technology for students and enthusiasts, open design for engineers and hobbyists, and sustainable leadership for volunteers and industry. Examples of topics for outreach activities include providing immersive simulated spaceflight experiences for the public, showing community members how they engage with our programs and get involved, soliciting fundraising donations from individuals and corporations, and collaborating with industry by presenting at technical conferences.

Developing new enabling spaceflight technologies (10%)

While the bulk of Mach 30's engineering efforts are focused on using mature technology to deliver space access today, future space systems will require new space flight technologies. To address this, Mach 30 board members and volunteers will engage in additional engineering efforts to raise the maturity of unproven technologies. These efforts will, in part, include computer modeling and simulation, laboratory experiments, flight testing, and funding of outside efforts. As with the development of complete spaceflight systems, the new technology research and development at Mach 30 will be licensed using an open hardware license to ensure the resulting technologies remain freely available to the public.

Part V, Line 1a,

Pursuant to Article 3, Section 6, of the corporation's bylaws, directors will not be paid a salary. They may be paid a reasonable fee for attending meetings of the board and may be allowed reasonable reimbursement or advancement for expenses incurred in the performance of their duties.

Part V, Line 1b, Names, titles, mailing addresses, and compensation of highest paid employees:

This corporation is newly formed and has not yet hired employees nor determined the amount of compensation to pay employees it may hire. However, all compensation will be reasonable and will be paid to employees in return for furthering the exempt purpose of this nonprofit corporation.

Part V, Line 1c, Names, titles, mailing addresses, and compensation of highest paid contractors:

This corporation is newly formed and has no current plans to contract for services with outside persons or companies. If and when it does, any such contracts will provide for payment in commercially reasonable amounts for services related to the exempt functions of this nonprofit.

Part V, Line 2a, past, present, or planned relationships, transactions, or agreements with your officers, directors, or trustees

J. Simmons and Maureen Carruthers are domestic partners who share a household.
Andrew and Rebekah McGrady are married to one another.

Part V, Line 3a, for each officer, director, trustee listed in 1a,b,c attach a list showing their name, qualifications, average hours worked, and duties:

J. Simmons

Qualifications: PhD in Space Systems Engineering (anticipated graduation March 2012), Air Force Institute of Technology; MS in Space Systems Engineering (graduated Distinguished Graduate), Air Force Institute of Technology; Dayton Area Graduate Studies Institute PhD Fellow; 10 years experience in engineering software development and support; 7 years experience in consensus based group facilitation (including 3 years as a member of the Shadowlake Village HOA Facilitation Team)

Average hours worked: 25 hours/month

Duties:

- Coordinate and lead board meetings
- Lead committees and task forces as required
- Strategic planning
- Run corporation website (mach30.org)
- Develop partnerships
- Recruit and coordinate volunteers
- Participate in engineering design process

Maureen Carruthers

Qualifications: MFA in Arts Administration (with focus on Leadership and Organizational Development), Virginia Tech; 7 years experience in consensus based group facilitation (including 3 years as a member of the Shadowlake Village HOA Facilitation Team); 7 years experience in nonprofit program management; 3 years experience in social media communications

Average hours worked: 25 hours/month

Duties:

- Coordinate and lead board meetings
- Strategic planning
- Marketing
- Fundraising
- Community Development
- Consensus training

Andrew McGrady

Qualifications: BS in Public Relations expected December 2010, 1 Year Experience in Public Relations Project Management, 2 Years Experience as Communications Team Chair

Previous Clients/Employers: Bristol Family YMCA, Johnson City Area Arts Council, East Tennessee State University Dept. of Communication, First United Methodist Church of Bristol, TN

Average Hours Worked: 20 hours/month

Duties:

- Coordinate and lead board meetings
- Strategic planning
- Marketing
- Fundraising

Rebekah McGrady

Qualifications: AA in Graphic Design, BA in Fine Art; 5 years commercial and advertising design, 2 years in project management and planning/implementation of marketing programs. Volunteer work on First United Methodist Church of Bristol's Communications Committee, and as an Interim Youth Leader.

Average hours worked: 10 hours/month

Duties:

- Marketing
- Fundraising
- Community Outreach/Engagement
- Design and Graphics
- Visual Aids and Materials
- Event Planning

Gregory Moran

Qualifications: MS in Astronautical & Systems Engineering (anticipated graduation March 2011), Air Force Institute of Technology; BS in Aerospace Engineering and member of Corp of Cadets, Texas A&M University; Certified in Program Management and Test & Evaluation; 4 years experience in engineering program management; 2 years experience as a design engineer

Average hours worked: 20 hours/month

Duties:

- Strategic planning
- Participate in engineering design process
- Recruit and coordinate volunteers
- Program management
- Community advocate

Part V, Line 4, Compensation practices for officers, directors, trustees, highest compensated employees, and highest compensated independent contractors

Line 4(a): This organization had adopted a conflict of interest policy that controls the approval of salaries to directors, officers, and other “disqualified persons” as defined in Section 4958 of the Internal Revenue Code. See Article 9, as well as Article 3, Section 6, and Article 4, Section 10, of the bylaws attached to this application. Also, Article 9, Section 5, of this organization’s bylaws applies additional conflict of interest requirement on the board and compensation committee when approving compensation arrangements.

Line 4(b): Article 9, Section 3, of this organization’s bylaws requires the approval of compensation of directors, officers, and any “disqualified person” as defined in Section 4958 of the Internal Revenue Code in advance after full disclosure of the surrounding facts and approval by disinterested members of the governing board or committee and prior to entering into the compensation agreement or arrangement. Further, Article 9, Section 5(a) of this organization’s bylaws requires specific approval of compensation arrangements prior to the first payment of compensation under such arrangements.

Line 4(c): Article 9, Section 4, of this organization’s bylaws, which are attached to this application, require the taking of written minutes of meetings at which compensation paid to any director, officer, or other “disqualified person” as defined in Section 4958 of the Internal Revenue Code, are approved. The minutes must include the date and the terms of the approved compensation arrangements. Further, and specifically with respect to the approval by the board or compensation committee of compensation arrangements, Article 9, Section 5(d), of the organization’s bylaws requires the recordation of the date and terms of compensation arrangements as well as other specific information concerning the basis for the approval of compensation arrangements.

Line 4(d): Article 9, Section 4, of the organization's bylaws requires the written recordation of the approval of compensation and other financial arrangements between this organization and a director, officer, employee, contractor, and any other "disqualified person" as defined in Section 4958 of the Internal Revenue Code, including the names of the persons who consense on the arrangement and their votes. Further, and specifically with respect to the approval by the board or compensation committee of compensation arrangements, Article 9, Section 5(d), of the organization's bylaws requires the recordation of the board or committee who were present during discussion of the approval of compensation arrangements, those who consensed on it, and the votes cast by each board or committee member.

Line 4(e): Article 9, Section 5(c), of the organization's bylaws requires that the board or compensation committee considering the approval of a compensation arrangement obtain compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions; the availability of similar services in the geographic area of this organization; current compensation surveys compiled by independent firms; and actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement. This article also provides that it is sufficient for these purposes to rely on compensation data obtained from three comparable organizations in the same or similar communities for similar services if this organization's three-years' average gross receipts are less than \$1 million (as allowed by IRS Regulation 53.4958-6).

Line 4(f): Article 9, Section 5(d), of this organization's bylaws requires that the written minutes of the board or compensation committee meeting at which a compensation arrangement was discussed and approved include the terms of compensation and the basis for its approval. This bylaw provision includes a list of specific information that must be included in the required written minutes.

Part V, Line 5, Have you adopted a conflict of interest policy consistent with the sample conflict of interest policy in Appendix A to the instructions?

The board of directors of this organization has adopted bylaws that contain a conflict of interest policy. The policy is set out in Article 9 of the attached bylaws. This policy is based on the sample conflict of interest policy contained in Appendix A of the official instructions to IRS Form 1023. The organization has added additional requirements in Article 9, Section 5, of its bylaws for the approval of compensation arrangements that are based on the additional requirements contained in IRS Regulation Section 53.4958-6 to help ensure that all compensation arrangements are made by disinterested members of the organization's board or duly constituted compensation committee of the board and are fair, reasonable, and in furtherance of the tax-exempt purpose of this organization.

Part VI, Line 1a, Do you provide goods or services to individuals?

Mach 30 Rocket Shops provide space for individuals to work on their National Association of Rocketry (NAR) certification.

Mach 30 provides training classes to individuals in rocketry, openly licensed hardware, sustainable leadership and other aspects of Mach 30's mission.

The open hardware design portal is a website that is being developed by Mach 30 to provide free hosting to individuals who are developing openly licensed hardware.

Part VI, Line 1b, Do you provide goods or services to organizations?

The open hardware design portal is a website that is being developed by Mach 30 to provide free hosting to organizations who are developing openly licensed hardware.

Mach 30 provides cash grants/gifts to 501(c)3 nonprofit corporations whose missions involve promoting human spaceflight, openly licensed hardware, open source software, or other aspects of Mach 30's mission.

Part VI, Line 3, Do any individuals who receive goods or services have a relationship with any officer, director, trustee, or any of your highest compensated employees or contractors?

The Rocket Shop is open for use by all members of the public who are working on their NAR certifications, which may include individuals who have a family or business relationship to an officer, director, trustee, or any of your highest compensated employees or contractors. These related individuals will have the same restrictions of access to the Rocket Shop as the general public.

The open hardware design portal is a website that is being developed by Mach 30 to provide free hosting to individuals who are developing openly licensed hardware which may include individuals who have a family or business relationship to an officer, director, trustee, or any of your highest compensated employees or contractors. These related individuals will receive the same level of service as the general public.

Part VIII, Line 4a, Descriptions of fundraising programs.

Email solicitations

Mach 30 board members and other volunteers, will, without financial compensation, raise money for the general operating expenses of Mach 30 via e-mail solicitation of individuals who have specifically invited Mach 30, or one of its members, to communicate with them about the mission of the organization. If necessary, Mach 30 will consider hiring, at a rate in line with market demands, independent contractors to support this work. Once Mach 30 grows large enough to hire and Executive Director and/or a Development director he/she will be paid a reasonable salary to lead this activity.

Email, Personal and Website solicitations together will represent at least 60% of Mach 30's unearned income.

Personal solicitations

Mach 30 board members and other volunteers, will, without financial compensation, raise money for the general operating expenses of Mach 30 via personal solicitation of other space enthusiasts, and other organization supporters. If necessary, Mach 30 will consider hiring, at a rate in line with market demands, independent contractors to support this work. Once Mach 30 grows large enough to hire and Executive Director and/or a Development director he/she will be paid a reasonable salary to lead this activity. Email, Personal and Website solicitations together will represent at least 60% of Mach 30's unearned income.

Donations on your website

Mach 30 board members and other volunteers, will, without financial compensation, create a donation portal on the Mach 30 website. (www.mach30.org.) These donations will provide general operating support for the organization. If necessary, Mach 30 will consider hiring, at a rate in line with market demands, independent contractors to support this work. Once Mach 30 grows large enough to hire and Executive Director and/or a Development director he/she will be paid a reasonable salary to maintain this portion of the website. Donations collected on the website are a subset of e-mail and personal solicitations. Together these three categories will represent at least 60% of Mach 30's unearned income.

Other

- *Corporate sponsorships of events*
- Mach 30 board members and other volunteers, will, without financial compensation, solicit corporate sponsorship for select Mach 30 events. If necessary, Mach 30 will consider hiring, at a rate in line with market demands, independent contractors to support this work. Once Mach 30 grows large enough to hire and Executive Director and/or a Development director he/she will be paid a reasonable salary to lead this activity. Corporate sponsorships are expected to make up no more than 20% of Mach 30's unearned income.
- *Grants from other nonprofits*
- Mach 30 board members and other volunteers, will, without financial compensation, research, write, and submit suitable grants to support new projects. If necessary, Mach 30 will consider hiring, at a rate in line with market demands, independent contractors to support this work. Once Mach 30 grows large enough to hire and Executive Director and/or a Development director he/she will be paid a reasonable salary to lead this

activity. Grant support is expected to make up no more than 20% of Mach 30's unearned income.

Part VIII, Line 10, Do you or will you have intellectual property?

Mach 30 will develop and own intellectual property in the form of copyrights on engineering design documentation and computer software. All intellectual property will be published online and licensed according to the "Mach 30 Open Design Pledge" (mach30.org/pub/mach-30-open-design-pledge), which makes the designs and software freely available to the general public to make, use, or sell. Specifically, the "Mach 30 Open Design Pledge" requires the use of the Apache Software License 2.0 (opensource.org/licenses/apache2.0.php) or other approved open source licenses for all computer software, the Creative Commons Attribution 3.0 License (creativecommons.org/licenses/by/3.0/us) or other open documentation licenses for other copyrightable works, and dedication to the public domain for all other intellectual property.