OFFICIAL BYLAWS FOR

Kinetic Ordnance Initiative, Inc.

Article I: Legal Authority

Section 1: The Corporation – Kinetic Ordnance Initiative, Inc. ("the corporation") is chartered as a memberless public benefit nonprofit corporation under and by virtue of the laws of the State of Vermont, as contained within Title 11B of the Vermont Statutes (Vermont Nonprofit Corporation Act) ("V.S.A."). In accordance with Internal Revenue Code of 1986 ("IRC") § 501(c)(3) and 11B V.S.A. § 3.01, the purposes of this corporation are limited to nonprofit charitable, scientific, and educational activities, as well as those directed toward the prevention of cruelty to children or animals.

Section 2: Bylaws – These bylaws shall serve as the fundamental document of governance, administration, conduct, and program for all proceedings of the corporation, and shall be binding upon all Officers, Directors, and other personnel formally engaged with the corporation. In accordance with 11B V.S.A. § 2.06, these bylaws "may contain any provision for regulating and managing the affairs of the corporation that are not inconsistent with law or the articles of incorporation".

Article II: Name and Location

Section 1: Official Name – Kinetic Ordnance Initiative, Inc.

Section 2: Assumed Name – For purposes of abbreviation the corporation will commonly go by the registered assumed name of "KOI". The official name shall remain the valid and binding corporate name for the transaction of business.

Section 3: Subtitle – "Applied Humanitarianism".

Section 4: Incorporation Information – Kinetic Ordnance Initiative, Inc. was incorporated on 17 July 2025. The Vermont Secretary of State record number is 469992, and the certificate number is C2025CT0114505.

Section 5: Employer Identification Number – 39-3283742. Issued 18 July 2025.

Section 6: Registered Agent – The principal office of the corporation and its registered agent shall be located at the following address:
Registered Agents Inc
145 Pine Haven Shores Rd. #1000A
Shelburne, VT 05482
Email: filings@registeredagentsinc.com
Any alterations shall be made valid through filing the appropriate forms as per 11B V.S.A. § 5.02.

Section 7: Domain Name – The registered domain of the corporation is koi-international.org.

Article III: Purpose

Section 1: Mission – The purpose of the corporation is to promote international, regional, and community safety for individuals through the mitigation of crises and danger, particularly in areas plagued by remnants of war. This is achieved primarily through developing and implementing new technologies for the more efficient, safe, and affordable detection and removal of unexploded ordnance, such as submunitions and mines, speeding up the process for a return to normalcy and end to inadvertent loss of life and injury for civilian children and adults. The corporation will also work through charitable means toward making a positive difference for victims and injured communities through activities such as the donation of funds, supplies, and other means of material comforting such as toys for injured children.

Section 2: Restrictions – No activity of the corporation shall support political campaigns on behalf of any candidate for public office (applicable to all levels of government), nor perform considerable lobbying activities for proposing, supporting, or opposing legislation, including through directly or indirectly, via urgings upon the public, contacting members or employees involved in the formation of legislation. The corporation shall likewise not exist nor function for the private benefit of its Board Members, Officers, or other insiders, distinct from appropriate compensation as per Article VII § 9. The corporation shall likewise refrain from engaging in any actions to disqualify its tax-exempt status pursuant to IRC § 501(c)(3).

Section 3: Scope of Activity and Release of Corporation and Personnel Liability – All activities undertaken by the corporation are for peaceful, humanitarian, legal, and ethical purposes. Any misuse of KOI technologies, misappropriation of scholarship, grant, or other funds, as well as any other activity that results in the purposeful or accidental injury, death, or other harm to individuals or their property, or that are otherwise illegal or unethical, shall not incur the legal liability of the corporation or of its Directors, Officers, or other personnel. Liability shall be held solely by the individual(s) involved in each incident of misuse or misconduct, according to relevant laws, and subject to Article VII § 15 of these bylaws.

Article IV: Maintenance of the Corporation

Section 1: Required Filings – The corporation shall submit the appropriate annual Internal Revenue Service (IRS) 990 form no sooner than 1 January and no later than 15 May. In accordance with 11B V.S.A. § 16.22, the corporation shall also submit the biennial report to the Vermont Secretary of State between 1 January and 1 April, following an initial submission in the calendar year immediately following incorporation. If the corporation did not compensate its Officers, Directors, or employees during the prior calendar year in which the biennial report is filed, it shall certify this fact to the Secretary of State on the appropriate form and thereby be exempt from the $35 form submission fee (11B V.S.A. § 1.22(17)).

Section 2: The Execution of Forms – The Chair of the Board of Directors, President, Treasurer, Secretary, and all Chief Officers are endowed with the authority to execute documents on behalf of the corporation, in accordance with 11B V.S.A. § 1.20(e)(1) and unless otherwise provided for by these bylaws and applicable law.

Section 3: Required Records for the Principal Office – In accordance with 11B V.S.A. § 16.01(e), copies of the following records shall be kept at the principal office (or registered office if the principal is not located in the State of Vermont):

a) current articles of incorporation with any amendments;
b) current bylaws with any amendments;
c) a list of the names and business or home addresses of current Directors and Officers; and
d) the most recent biennial report submitted to the Vermont Secretary of State.

Section 4: Public Disclosure – In accordance with IRC § 6104(d):

a) annual returns filed under section 6033;
b) any annual returns filed under section 6011 relating to a section 511 tax;
c) exemption status and related notice materials; and
d) any reports filed under section 527(j) regarding required disclosure of expenditures and contributions,

shall all be made available for inspection by any individual at the principal office during business hours. Upon request the individual shall further be provided copies without charge other than a reasonable fee for any associated reproduction and mailing costs, unless the requested documents are already widely available. Requests for documents must be made in person or in writing; assuming eligibility, in the former case a copy shall be provided immediately, and in the latter case a copy shall be provided within 30 days. Section 6011 or 6033 returns follow a three-year limitation for inspection beginning on the last day prescribed for filing said return. The name and address of contributors shall not be required for disclosure.

Article V: Board of Directors

Section 1: Governance – The business, property, and programs of this corporation shall be managed and controlled by a Board of Directors consisting of not less than three duly elected individuals, of which one shall hold the title of Chair and one may hold the title of Vice Chair. The Board of Directors retains those powers granted under the Vermont Statutes that permit all necessary and convenient actions to affect all approved programs for Kinetic Ordnance Initiative, Inc.

Section 2: Duties of the Chair – The Chair of the Board oversees the effective operation of the Board of Directors and presides over each meeting.

Section 3: Duties of the Vice Chair – In cases of necessity involving the absence of the Chair or inability to attend to their designated duties, the Vice Chair of the Board of Directors shall temporarily perform the duties of the Chair of the Board and such other relevant duties as may be assigned by the Chair.

Section 4: Ex Officio Board Members – The Treasurer and Secretary are designated as Ex Officio Board Members and shall be exempt from term and reelection requirements, in accordance with 11B V.S.A. § 8.05(a). In the case that a desire is expressed for an Officer in one or both of these positions to no longer serve on the Board, said Officer(s) must be presented with a new contract for a position of different title.

Section 5: Ad Hoc Board Members – Individuals may be appointed by action of the Board to serve as Advisors, participants, or other in special activities within the corporation and serve as nonvoting Members to the Board of Directors on an ad hoc basis. Ad hoc status shall be reviewed by the Board at each annual meeting at which time said status may be renewed, unless the period for which the individual is to serve in their capacity was predefined at the time of election and constituted a condition of their service to the Board. Ad hoc service shall not restrict eligibility for election as a voting Director on the Board.

Section 6: Terms of Office – Directors shall have a default term of two years commencing at the date of election, unless otherwise stated. Directors may repeatedly apply for reelection without term limit on the condition that their conduct is considered by the other Directors to consistently be in line with the mission and purpose of the corporation, the principle of good faith, and that said individual embodies the basic upright moral standard expected of all Directors.

Section 7: Eligibility for the Board – All Officers and Advisors of the corporation are eligible for election to the Board of Directors. The Board has the ability to, upon their own initiative, request the services of an individual within or outside the corporation at any time, on any individual contractual basis of full Board Member, Ad Hoc Board Member, or otherwise.

Section 8: Vacancies – Vacancies shall include both vacated and unfilled seats on the Board of Directors. At any meeting of the Board, regular or special, and upon recommendation of the Chair, candidates may be sought to fill the remaining unexpired term of an absent Director or an otherwise unfilled seat, with candidates agreed upon through a majority vote of all Directors holding voting power and who wish to take part in the selection. The term length of a Director elected to complete the remaining term of another absent Director shall follow the timeline of that previous Director, with the opportunity to apply for reelection at the appropriate time. Any uncertainty in the application of this section shall be decided by the Board of Directors, not including a Director in question, according to their own collective discretion.

Section 9: Election Period – The formal period for (re)election shall be the annual regular meeting, defined below in Article VI § 3 as occurring within the first three weeks of January, though occurring at any time the annual meeting takes place if circumstances require that it be rescheduled to outside of said predefined period.

Section 10: Program of Election and Reelection – All individuals whether applying for election to the Board of Directors for the first time or having previously served on the Board must present their curriculum vitae or resume, a statement of up to 300 words in length outlining the seat being applied for, as well as the applying individual's motives for application and plans or suggestions for how the corporation may further in its mission, and also submit a brief and concise statement signed and dated by the applicant disclosing any and all potential conflicts of interest of which the applicant may be aware. The Chair or a majority of the Board may choose to waive any or all of these requirements, or in individual cases add others either from the outset or after the initial three documents have been viewed and further information is desired in order to aid the directors in their voting decisions determining the election result of the candidate. The candidate may then be asked to take part in an interview arranged and attended by the relevant Director(s). If the candidate receives a vote in favor of election, the Board then decides upon the nature of the individual's service and may, in unique cases and with good reason, choose to apply conditions or otherwise modify the terms of the individual's service to the Board, such as in the case of suggesting a different seat than the candidate applied for, restricting voting powers based on conflicts of interest, or offering a seat as Ad Hoc Board Member in which latter case the details of service are decided on an individual basis by the Board. Directors who have come up for reelection shall take part in the voting process for reelecting other Directors and/or electing new Directors, although they shall not vote in their own reelections and shall likewise not be present while the Board deliberates their case, both beforehand and, if the Director has been reelected but with conditions, after the vote. Directors offered a conditional reelection have the ability to discuss with the Board in order to alter said conditions to a state where both the Director in question and Board as a whole are satisfied. The Board may at any time decide not to allow these discussions if the conditions are not open to alteration. If any confusion or dispute arises in regards to the (re)election process, the President of the corporation may be consulted, either following the discretion of the Chair or a majority decision by the Board, and shall have the final say in resolving the matter and interpreting the application of the bylaws in a reasonable manner. In the case that the reelection of the Chair is the source of said dispute, all Officers in posts outlined in these bylaws who are serving the corporation at the time shall come together and decide the final outcome independent of the Board, taking foremost into account the mission and purpose of the corporation.

Section 11: Commitment and Ethics Rule – Each Director must maintain a high commitment to the mission and goals of the corporation and exhibit the highest ethical standards in the conduct of business. Directors brought into question under this rule shall have a hearing before a special committee and, if their behavior is judged to be in conflict with the mission or ethical obligations of their post, or otherwise found to be incompatible with the best interests of the corporation, shall be considered for removal from the Board of Directors.

Section 12: Removal from the Board – The Chair holds the authority to prematurely terminate the term of a Director and remove them from the Board, with the requirement that said Director can be proven to have fallen into poor standing through deviation from their contract and the content of these bylaws, or otherwise consistently fail to fulfill their duties to the degree required for the pursuit of the corporation's mission. In all cases the removed Director shall be informed in detail of the conduct that constituted grounds for their removal and be transmitted a formal document of termination.

Section 13: Compensation – All Members of the Board of Directors shall by default perform their duties voluntarily and receive no compensation from the corporation for their services in that capacity, except as accorded under Article VII § 10.

Section 14: Committees – The Board of Directors may establish ad hoc and permanent committees as necessary in accordance with the mission and goals of the corporation. Committee Members are appointed by the Board of Directors unless this power is later transferred to the committee itself, and Members of these committees may concurrently hold other positions and offices within the corporation.

Section 15: Individual Authorization to Exercise Powers of the Board – In accordance with 11B V.S.A. § 8.01(c), the President is authorized to exercise powers of the Board of Directors in full or partial extent as required by given circumstances, and temporarily relieve Board Members of their duties and responsibilities in accordance with that exercise of power. The President must voluntarily agree to act under this authority, and must receive authorization only by the party or parties whose duties and responsibilities the President is to take on, or by the Chair of the Board of Directors or a three-quarters majority of its Members when being authorized to exercise the full powers of the Board, or partial powers falling outside of the authorizing individual's or individuals' scope of office.

Article VI: Meetings

Section 1: The Convenance of Meetings – The Chair of the Board, President, or a majority of Directors each have the power to call for the convenance of a special meeting, with no less than seven days' notice of the meeting time unless all Directors voluntarily unanimously agree to convene and attend the meeting at a shorter notice. Under circumstances when a minority of Directors are unable to attend a meeting scheduled at short notice, these Directors shall be given the discretion to allow the meeting to convene in their absence, without penalty to said Directors. In convening meetings, the Chair and all Directors shall in good faith and consideration take into account the personal lives, rights, and nonprofessional responsibilities of all other Directors and attempt to respect such factors to the best of their abilities as long as they do not constitute critical obstructions to the operation of the corporation and the Board's fulfillment of duties. If a Director persistently objects to a meeting time from within a 20-hour period of its official transmission to the Directors but without a change to the meeting time, said Director shall be considered as having made a sufficient and good-faith effort and not be penalized for their absence to the meeting beyond their loss of voting power for that instance. Meetings shall not be convened in conflict with previously communicated time restraints.

Section 2: Meeting Locations – As per 11B V.S.A. § 8.20(c), unless otherwise unanimously agreed upon meetings of the Board of Directors shall be conducted remotely through any convenient agreed upon internet meeting platform.

Section 3: Regular Meetings – The Board of Directors shall hold a regular annual meeting within the first three weeks of January unless unanimously postponed. All other meetings will be special meetings arranged on a basis of necessity.

Section 4: Indication of Meeting Purpose – Any action of the Board to remove a Director or otherwise approve a matter that would normally require member approval in other corporations, shall only be valid if each Director is given prior notice of no less than seven days that the action will be voted upon, unless notification is waived in accordance with Section 5 of this Article (11B V.S.A. § 8.22(c)).

Section 5: Waiver of Notification – A Director may submit to the Chair or Secretary a written and signed waiver for their notification of any matter under 11B V.S.A. or a document of the corporation. The notice shall be filed with the Secretary. In circumstances when required prior notification of a meeting or its content is failed to be provided, and the unnotified Director attends the meeting without vocalized objection to the lack of notification and refrains from voting on a matter in objection of procedural failure, that Director will be considered as having waived any requirement for notification for the meeting and its contents (11B V.S.A. § 8.23(b)).

Section 6: Attendance Rule – Each Director is expected to attend all regular and special meetings of the Board, unless their absence is expressively permitted by the Chair or the meeting is in advance stated to be nonessential to attend for certain Directors holding certain roles. The Secretary must be present at each meeting, unless a substitute is found to fulfill their essential secretarial duties for the meeting with the prior consent of the Chair. Four unexcused absences by any Director as determined by the Chair shall constitute grounds for removal from the Board, unless a justification of necessity or *force majeure* is convincingly provided.

Section 7: Quorum & Voting – Unless otherwise explicitly stated or authorized, the quorum necessitates that the Chair or Vice Chair and Secretary must be present at a meeting in order for its proceedings to be valid. If the meeting involves a vote, then the presence of the Chair and Secretary as well as Vice Chair (if applicable) and Treasurer is further required by default, unless the Vice Chair and Treasurer give express consent that the vote may take place without their presence, likewise applicable to the Secretary if during the meeting in question their duties are to be fulfilled by approved proxy. Each duly elected Director shall have one vote per motion. Voting by proxy shall not be permitted unless the issue voted upon has been previously discussed in the presence of said absent Director and the nature of their vote is previously and confidentially communicated to the Chair to confirm accurate representation. On occasions when formal meeting and discussion is deemed unnecessary given the nature of the motion, details may be sent to the official communication channel of the Board and, unless a Director calls for the motion to be discussed in a more formal setting, votes may be cast into the channel for or against the motion in question and thereafter constitute a valid result and movement of the Board.

Section 8: Dissent – Each Director shall be taken as having assented to a corporate action as long as they are present at a meeting of the Board or participate when motions are discussed in the official channel of the Board, unless 1) the Director persistently objects to the meeting being held or to transacting business during the meeting, 2) the Director dissents or abstains from the action and that expression is recorded in the meeting minutes, or 3) the Director delivers to the presiding Director of the meeting or motion a written notice expressing their dissent or abstention before the meeting adjourns or the motion is passed and said Director voted in favor of the action (11B V.S.A. § 8.24(c)).

Section 9: Communications – All notices of meeting times shall be transmitted to each Director through the official communication channel of the corporation, as may be agreed upon by the Directors. This channel shall be kept unmuted and with notifications active, with each Director having a personal responsibility to ensure that they keep abreast of messages and respond in a timely manner when response is required, deemed as being within a period of 24 hours on weekdays and outside of prearranged times of low availability. Frequent failure to communicate may constitute reconsideration of the Director's participation on the Board. This official channel is to be reserved for important communications only and kept at a minimum required level of activity. All other group communication channels outside of this central channel of official announcements are to be considered secondary and nonessential for participation or response by Directors. Direct messages in the designated business channels should be left to the best extent unmuted between key Members of the Board, consisting of the Chair, Vice Chair, Treasurer, and Secretary, as well as between President, CTO, and other Chief Officers, with all business-related queries to be addressed in a general timely and respectful manner on weekdays, with intentional delay in response avoided to the best reasonable extent. A persistent and acute failure to answer important business queries uniquely falling under the distinct subject matter of an individual Officer's or Director's post shall be considered a failure to attend to one's duties in good faith and a lack of dedication toward the mission and cooperative values of the corporation.

Section 10: Discretion and Confidentiality – The specific content of all meetings, internal communications, as well as details and specific numbers regarding programs, designs, technologies, and similar forms of intellectual property and sensitive internal business proceedings and initiatives should not be publicly transmitted to individuals outside of the organization. In private contexts, all Officers and other personnel must exercise discretion and constrain their sharing of specific information, in accordance with a judgement of character and the degree of familiarity with the listener.

Article VII: Officers and Other Personnel

Section 1: Personnel – In these articles, "personnel" collectively refers to all Officers, Directors, Executives, Advisors, Contractors, and other volunteers and compensated individuals who are in a contractual relationship with the corporation.

Section 2: Officers – Officers of the corporation shall include, most fundamentally, a President, Secretary, and Treasurer. Additional positions may be created and removed according to the needs of the corporation, with no limits put in place for the positions and titles assigned to consist solely of those appearing in these bylaws. All Officers must be duly elected by a majority vote of the Board of Directors. Individuals may concurrently hold more than one office within the organization as necessary, with exception for the offices of President and Secretary as per 11B V.S.A. § 8.40(c).

Section 3: Duties of the President – The President is the highest single office within the organization, fundamentally responsible for planning, overseeing, initiating, maintaining, and developing all initiatives undertaken in the pursuit of the mission of the corporation. The President is the primary spokesperson and representative of the corporation, and shall hold the highest standard of propriety, morals, and selfless commitment to the mission of the corporation. While holding the responsibility to delegate tasks to various departments and Officers, the President must also personally keep abreast of all important operational proceedings in order to fulfill their obligation of oversight and maintain the internal cohesiveness and complimentary functionality of all programs and departments. For this the President critically relies on other senior-level Officers, enumerated below, to maintain cooperative communication and assistance. The President is responsible for filing the annual and biennial forms discussed in Article IV § 1, unless delegated to another Officer, as well as for attending to other forms and fee payments as required. The President shall maintain a collection of contracts and important documents in redundancy with the Secretary. The post of President shall concurrently fulfill the duties of Chief Executive Officer (CEO), which shall not be its own role within the structure of the corporation.

Section 4: Duties of the Secretary – The Secretary shall record and archive the proceedings of all meetings of the Board of Directors, including records of motions passed outside of meetings through the official communication channel of the Board as per Article VI § 7, including notes regarding each Director's dissent or abstention to a motion or action by the corporation if expressed (11B V.S.A. § 8.24(c)(2)). The Secretary shall maintain a collection for the safe keeping of all contracts and records of the corporation, and provide and certify authentic copies as required. The Secretary is furthermore generally responsible for overseeing the operational and functional aspects of the organization, covering departments such as human resources, and involve themselves in the facilitation of grant writing and the securing of funds as necessary. The Secretary will also monitor task completion and compliance by other Officers, keeping an updated list of all ongoing projects, the responsible department(s) and Officer(s), and maintain periodic contact with the relevant Officers to ensure that resources are available with which each project may be brought to completion without operational or administrative obstacle.

Section 5: Duties of the Treasurer – The Treasurer shall be responsible for maintaining a precise record of all expenditures and incoming funds, providing oversight over all finances to ensure accountability and trackability and avoid unnecessary spending, misuse, and misappropriation. The Treasurer shall provide this record to the President in the first month of each fiscal year (January) to assist in the filing of the appropriate IRS 990 form. The Treasurer shall also involve themselves with fundraising and the acquisition of grants in cooperation with the President and/or Secretary as necessary. The Treasurer shall concurrently fill the role of Chief Financial Officer (CFO) unless the Board designates another individual.

Section 6: Duties of the Chief Technology Officer (CTO) – Coordinates with the President to oversee and lead the planning and implementation of all technical programs, with authority and responsibility for task delegation and the providing of reasonable instruction to all other relevant Officers technically engaged with the corporation. The CTO may on occasion be called to serve as a spokesperson for the corporation in matters falling under the scope of their post. In consultation with the President, the CTO has the authority to establish ad hoc or permanent committees, research groups, or similar, as well as staff them with Officers currently employed with the corporation, that specialize in distinct areas of import, difficulty, or characteristic within the relevant scheme of active technological programs within the corporation.

Section 7: Specialist Advisors – Advisors are employed for their unique and specialized knowledge and insight into issues important to the corporation, their services engaged on a basis of necessity; contrarily, Officers may ordinarily attend to more concrete duties, responsibilities, and shoulder expectations for regular performance and task completion. This is not a fixed definition and a degree of overlap may occur. Advisors are to be viewed as a distinct administrative category, bound the same under these bylaws.

Section 8: Honorary Titles – The Board of Directors may on occasion award friends of the corporation with honorary titles as may be deemed prudent to advance the mission and goals of the corporation. Such honorary titles shall not carry any obligations, powers, or duties within the corporation.

Section 9: Ethics and Good Faith – All personnel shall adhere to a high standard of ethics while conducting business on behalf of the corporation and within the official roles, and operate always within the bounds of applicable legal and ethical principles to in good faith promote the mission of the corporation, and refrain from engaging in conduct opposite to the peaceful humanitarian values of that mission.

Section 10: Terms of Service and Dismissal – Unless explicitly stated in the contract of employment, all Officers and other personnel shall be indefinitely engaged with the corporation unless there arises specific reason for their termination or the individual voluntarily resigns from their post. The Board of Directors retains the power to, with ample good cause and upon a three-quarters majority vote in favor, dismiss an Officer or other personnel from their post and thereby terminate their contract with the company. The President likewise maintains the authority to terminate any personnel within the organization except in regards to posts held on the Board of Directors, in which instance see Article V § 12. In all cases the removed individual shall be informed in detail of the conduct that constituted grounds for their termination, and be transmitted a formal document of dismissal. This Section applies to all individuals contractually engaged with the corporation who do not hold a position on the Board of Directors, including Advisors, Contractors and other ad hoc personnel, and the revoking of honorary titles.

Section 11: Compensation of Officers and Other Personnel – The default basis upon which all Officers and employed individuals under all other personnel categories perform any form of service and involve themselves with the corporation is entirely voluntary and non-compensated. This standard may be departed from in explicitly stated circumstances outlined as part of the employment contract, to be provided to every individual who involves themselves formally with the corporation (11B V.S.A. § 3.02(11-12)), or on a flexible basis of necessity, appropriateness, and fund availability at any time during an individual's formal involvement with the corporation. In accordance with 11B V.S.A. § 6.32(c), this includes monetary payment to Directors, Officers, or other personnel for services rendered to the corporation.

Section 12: Release of Personnel Liability – All Directors, Officers, Advisors, contractors and other personnel shall be free of personal legal liability when engaging in activities in their official capacities within the corporation, on behalf of the corporation, that align with the mission and purpose of the corporation, as well as be free of personal liability stemming from unintended consequences of those activities. In relation to Article III § 3, this includes complete release of liability resulting from misuse or misconduct by other parties in regards to the official activities of corporation personnel as well as the results of those activities. The corporation shall bear responsibility for its mission and the activities undertaken by its personnel in furthering that mission, in line with Article III § 1 and § 3, and subject to Article VII § 15 and other relevant sections of these bylaws and other applicable laws. In accordance with 12 V.S.A. § 5781 and the Volunteer Protection Act of 1997 (42 U.S. Code Chapter 139), volunteer (non-compensated) personnel shall likewise receive specific protection from being held liable for applicable damages.

Section 13: Indemnification Clause – All personnel who incur legal expense due to activities or consequences of activities tied to their official capacities in the corporation, or incurred because the individual is or was a personnel of the corporation, shall be entitled to mandatory indemnification in accordance with 11B V.S.A. § 8.52 and § 8.56, and further subject to 11B V.S.A. § 8.51 and non-applicable in cases of flagrant willful misconduct contrary to the purpose and benefit of the corporation and its mission. When financially feasible and according to 11B V.S.A. § 8.53, § 8.55 and other applicable law, the corporation shall advance applicable legal expenses. A Director may not be indemnified until 20 days after the effective date of written notice to the Vermont Attorney General proposing indemnification, as per 11B V.S.A. § 8.55(d).

Section 14: Voluntary Action – All personnel conduct business on behalf of or otherwise associate themselves with the corporation through exercise of their own free will and expression of voluntary action. No personnel shall engage in any action requested of or assigned to them by a superior or other personnel that they feel uncomfortable or otherwise conflicted in carrying out or involving themselves with, for ethical or other reasons, and should in all cases express these concerns to the first or another relevant party of authority, elevating the issue if necessary.

Section 15: Willful Misconduct – In cases of willful misconduct by internal personnel of the corporation, circumstances will be considered to determine the extent of liability for the party or parties directly involved, and if the misconduct is seen to be of a flagrant nature and in direct disregard of the good faith mission of the corporation and its ethical standards, said party or parties may be held personally liable under relevant laws, and also be considered for termination from their post(s) in accordance with Article VII § 9-10 and Article V § 12.

Article VIII: Finances

Section 1: Fiscal Year – The corporation's fiscal year shall commence on 1 January and end 31 December in each calendar year.
Section 2: Funds and Property – All funds and property held by the corporation shall be maintained for purposes in accordance with the mission of the corporation.

Section 3: Prerequisites for the Transference of Funds to Individuals – In all cases where it is deemed appropriate or necessary to provide monetary compensation, reimbursement, or any other transfer of funds to any individual person, in regard to such circumstances as those of Article VII § 9, the individual must exist in a formal relationship with the corporation through the conclusion of a binding document to serve as a contract reflecting the exchange of service and funds. In cases where there is a preexisting contract between the individual and the corporation under which the service in question was performed, and the compensation is not a specified part of that contract, then an invoice should be drawn up by the Treasurer or Chair and submitted to the Treasurer. All such documents must be submitted to the Secretary for archive, and when above $200 in value be approved by the Chair of the Board and Treasurer. All documents regardless of price must contain the signature of at least one of the three Officers Chair, Treasurer, or Secretary in order to be valid, with those contracts that reflect services higher in value affixed with dates indicating the time at which permission from both the Chair and Treasurer was granted.

Section 4: The Transference of Funds to Nonindividuals – The contractual requirement of Section 3 of this article does not exist in the case of reimbursements for corporation funds spent for general, uniform, non-specific goods or services, including the order of parts from internet retailers, hotels, food, and similar expenditures. In such cases – and as a standard convention for all movement of funds – receipts should be saved and submitted to the Treasurer.

Section 5: Scope of Reimbursements – Officers performing duties for the corporation should confirm with the Chair or Treasurer that they will be reimbursed for their expenses and, if eligible for reimbursement, the precise scope to which such reimbursement applies. In cases when confirmation of reimbursement is secured, all Directors, Officers, and other personnel of the organization shall act in good faith and limit themselves to a reasonable and non-extravagant level of spending.

Article IX: Dissolution of the Corporation

Section 1: Dissolution Rule – A three-quarters majority of the Board may move for the corporation to be dissolved, after which the incorporator must provide written approval in order for the motion to proceed. In the case that the incorporator is not in a position to respond to such a request due to circumstances such as severe injury or death, the power of authorization shall move to the President. The meeting during which the Board is to vote on the motion for dissolution must follow procedures for proper notification detailing the time and subject matter of the meeting in accordance with 11B V.S.A. § 8.22(c).

Section 2: Plan of Dissolution – After a vote in favor of dissolution has passed, the Board of Directors shall file articles of dissolution with the Vermont Secretary of State (11B V.S.A. § 14.03) and work to draft a plan of dissolution that includes lists of all identifiable assets and their fair market value, account for liabilities, and determine which 501(c)(3) nonprofit organization(s) will receive said assets after all creditors have been paid (11B V.S.A. § 14.01(c)). Organizations chosen to receive the transfer of assets shall pursue a mission closely in line with that of the corporation. Members of the Board in cooperation with the President and other senior officers will be tasked with ensuring the smooth transfer of these assets and that all liabilities are satisfied in a timely manner. Members of the Board shall be held to the standards prescribed in these bylaws as long as they remain in their posts, and are responsible for, to the best of their abilities, ensuring the affairs of the corporation are fully settled (11B V.S.A. § 14.05(b)(2)).

Section 3: Revocation of Dissolution – Within 120 days after the effective date of the dissolution of the corporation, a motion for revocation of dissolution may be authorized by the Board alone. Articles of revocation of dissolution shall then be filed with the Vermont Secretary of State (11B V.S.A. § 14.04), noting, among other points, that the authorization of dissolution allowed for solo action by the Board in initiating revocation. After the revocation of dissolution takes effect, the corporation shall continue on in its normal activities.

Article X: Alterations

Section 1: Amendments – Amendments to these bylaws may be adopted at any meeting of the Board of Directors via a majority vote and may be raised as a motion for consideration by the Incorporator, President, or other senior Officer named in these bylaws. Meetings in which amendments are to be approved must comply with protocols of notification in accordance with Article VI § 4, with notifications being accompanied by a copy or summary of the amendment or a statement regarding its general nature and subject matter. The new version of the bylaws shall be signed and dated by the Chair at the end of these bylaws upon which the new bylaws shall come into effect, with all previous versions becoming obsolete. A copy must then be submitted to the Secretary for archival, as well as updated in all other required locations.

Section 2: Revisions – Minor revisions may be made to these bylaws at any time for the purposes of correction of language or style, update to factual information, or similar. These revisions shall be signed by the Chair and submitted to the Secretary, with no need for Board approval or notification given the insignificance of the alterations falling under this section.

Article XI: Dispute Resolution Clause

If any uncertainty or dispute arises regarding a subject matter of importance to the proper functioning of the corporation and pursuit of its mission, which may or may not fall under these present bylaws, the Board of Directors shall deliberate over the matter and vote, with the majority decision to be applied and followed. In the event that the Board is unable to reach a decision or according to the discretion of the Chair of the Board, the Incorporator or President if the former is unavailable shall be called to weigh in and reach a decision with any other senior Officers who may serve within the corporation holding positions outlined in these bylaws and who do not hold positions with voting power on the Board of Directors. Following each instance, these bylaws shall be updated to reflect the new precedent of interpretation and application.

Upon this, the first ratification of the official bylaws for Kinetic Ordnance Initiative, Inc., we voluntarily consent to comply by its regulations and come into the formal service of the corporation, to the respective posts named below, and with our signing anticipatorily exercise our authority on the Board of Directors to instill these bylaws with validity:

Incorporator, President, Chair	**Signature**	**Date**
Mr. Peter Burds		19 July 2025

Treasurer	**Signature**	**Date**
Ms. Huong Duong		25 July 2025

Secretary	**Signature**	**Date**
Ms. Ivanna Masera		23 July 2025

Chief Technology Officer, Vice Chair	**Signature**	**Date**
Mr. Collin McKinley	5C1F 48C5 DEAF 6AB1 6345 E534 2911 D91F 0719 B163	27 July 2025

Version 3 Ratification:	**Signature**	**Date**
Incorporator, President, Chair		31 March 2026