# BYLAWS OF THE HEINLEIN SOCIETY
# 12 January 2026

## Vision

We want to ensure that it is possible for anyone who wants to read a Heinlein story to be able to find a copy of his work and someone to discuss it with. We will work towards the day that humanity will realize Specialization Is For Insects and that every person should be a thinking being fully engaged as a productive part of humanity.

## Article I: Foundation

**Section 1: Name**. The name of this organization shall be The Heinlein Society, using that explicit capitalization protocol. Reference to "the Society" is preferred in formal usage, while the acronym "THS" is acceptable in informal usage.

**Section 2: Mission**. The Society exists to promote the legacy of Robert A. Heinlein by encouraging the reading and discussion of his written work, the use of critical thinking skills in our daily lives, and a love of science essential in promoting humankind's future beyond our home planet. We will "Pay it Forward" through support of educational, literary, and charitable endeavors including, but not limited to: volunteer blood drives; scholarships; the Heinlein For Heroes book distribution program; and the creation and distribution of teaching materials, including support of The Heinlein Journal.

**Section 3: Incorporation**. The Society shall be a non-profit corporation, incorporated under the laws of the State of Texas, but also engaged in its various purposes by virtue of significant contacts in the State of California and elsewhere in both hemispheres.

**Section 4: Structure**. The Society shall consist of its regular members, from whom a Board of Directors (hereinafter, "Board") shall be elected. The Board, in turn, shall elect from its empaneled Directors the Society's principal officers: President, Vice President, Secretary, and Treasurer. The Board may, at is discretion, appoint other officers and agents as it deems necessary to conduct the Society's business and affairs. The Board may, at is discretion, create classes of members with limited voting rights and lesser dues. Any "Lifetime" member class shall be considered as a regular member (with full voting rights).

**Section 5: Separation Of Charter**. The Society shall be a separate and independently operated organization from the Heinlein Prize Trust, which governs the estate and intellectual property of Robert Anson Heinlein. No trustee of the Heinlein Prize Trust may serve concurrently as a Director of the Society nor may a Director of the Society serve concurrently as a trustee of the Heinlein Prize Trust.

## Article II: Board Of Directors

**Section 1: Function**. The business, property, and affairs of the Society shall be managed by the Board of Directors.

**Section 2: Number And Qualifications Of Directors**. The Board shall be composed of nine persons who must be bona fide regular members of the Society in good standing upon their election to the Board, and throughout their terms as Directors.

**Section 3: Classification Of Directors**. The Board shall be divided into three classes of three Directors in each class.

A. At the first Annual Meeting of the Society, the Directors of the first class shall hold office for a term of one year, the Directors of the second class shall hold office for a term of two years; and the Directors of the third class shall hold office for a term of three years.

B. At all subsequent Annual Elections, a minimum of two Directors shall be elected by the regular members for a term of three years, to succeed those Directors whose term then expires.

C. Nothing shall be construed to prevent the re-election of a Director.

D. Each Director elected by the regular members at the Annual Election shall hold office for the term for which he or she is elected, and until a successor is elected and qualified.

E. Any Director appointed by the Board to fill a vacancy must have their appointment ratified by the regular members at the next immediate Annual Election, in order to complete the vacated remaining term of office. If the Board-appointed Director fails ratification, the regular members of the Annual Meeting may elect a new Director of their choosing for the remaining term or request the new Board to fill the vacancy with a different candidate.

**Section 4: The Robert A. Heinlein Memorial Director**. The Society's official letterhead shall designate in perpetuity Virginia Heinlein as the "Robert A. Heinlein Memorial Director".

**Section 5: Powers Granted To The Board**. The Board shall have the following powers to manage the Society's operation:

A. Power To Elect Officers. The Board shall have the power to elect from its empaneled Directors a President, a Vice President, a Secretary, and a Treasurer at an organizational meeting immediately following election and subsequent installation of the new class of Directors at the Annual Meeting, or at special or regular Board meetings if an office has been vacated for whatever reason. The Board may elect such other officers as it may, from time to time, amend these Bylaws to permit. The Board may appoint a supporting

member of the Society to an office other than a Director, President, Vice President, Secretary, or Treasurer, under such terms as it may hereafter prescribe.

B. Power To Appoint Other Officers And Agents. The Board shall have the power to appoint other officers and agents as the Board may deem necessary for the transaction of the business of the Society.

C. Power To Remove Officers And Agents. The Board shall have the power to remove any Director, officer, or agent whenever, in the judgment of the Board, the business interests of the Society will be served.

D. Power To Fill Vacancies. The Board shall have the power, by appointment made by the remaining Directors, to fill a vacant Director's seat. Any Director appointed by the Board to fill a vacancy must have their appointment ratified by the regular members at the next immediate Annual Election, to complete the vacated term of office. The Board shall have the power to fill any other vacancy, in any other office, occurring from any reason.

E. Power To Make Bylaws. The Board shall have the power to make and alter any Bylaw or Bylaws, including the fixing and altering of the number of the Directors, provided the Board shall not make or alter any Bylaw or Bylaws fixing the qualifications, classifications, or term of office of any member or members of the then existing Board.

**Section 6: Mandated Duties Of The Board**. The Board must perform the following duties: Maintain due diligence on the operation and fiduciary interest of the Society. Ensure the maintenance, preparation, and filing all legally required documents required upon the Society, especially but not limited to documents of incorporation and taxes. Plan and execute the Annual Meeting of the regular members.

**Section 7: Operational Procedures Required Of The Board**. The Board shall apply the following procedures to manage the Society's operation:

Use Of Electronic Communication. The Board may, at its discretion and with consideration for privileged communication, use all aspects of electronic and computer communication protocols, such as email, chat rooms, social media, telephone conferencing, video conferencing, and other emerging technologies.

Majority Vote Requirement. Decisions by the Board, except in those circumstances explicitly noted, shall proceed from a simple majority vote of Directors present.

Action By Super-Majority Written Consent. If and when at least seven of nine Directors severally or collectively consent in writing or via email, to any action to be taken by the Society, that action shall be as valid a corporate action as though it had been authorized at a meeting of the Board. These statements of consent shall be entered in the Board minutes as if enacted from the monthly Board meeting immediately following the vote. Any pending written consent which has not achieved Super-Majority by the beginning of the next regularly scheduled Board meeting after its initial proposal shall expire.

Disinterest Of Officers. Board action on reports offered by the President shall be neither moved nor seconded by the President. Board action on reports offered by the Vice President shall be neither moved nor seconded by the Vice President.. Board action on reports offered by the Secretary shall be neither moved nor seconded by the Secretary. Board action on reports offered by the Treasurer shall be neither moved nor seconded by the Treasurer. No such prohibition shall exist for any other Directors.

Delegation Of Powers. For any reason deemed sufficient by the Board, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director on either a pro tempore or permanent basis, but no officer or Director shall execute, acknowledge, or verify any instrument in more than one capacity.

Appointment Of An Executive Committee. The Board may, by resolution, appoint an executive committee composed of two or more Directors who, to the extent provided in the resolution, shall have and exercise the authority of the Board in the management of the business of the Society between meetings of the Board.

Power To Require Bonds. The Board may require any officer or agent to file with the Society a satisfactory bond conditioned for faithful performance of duties.

Reimbursement And Compensation. Directors shall not be compensated for their service as a Board member. They also cannot claim a deduction for the value of their donated services to the nonprofit. However, Directors may be reimbursed for their reasonable out-of-pocket expenses incurred on behalf of the nonprofit in accordance with its expense reimbursement policy. The organization shall not reimburse a member of the Board for the cost of his or her spouse's or other dependent's travel to organization events. Directors may choose not to be reimbursed for out-of-pocket expenses and instead deduct them as a charitable contribution to the organization.

## Article III: Officers

**Section 1: President**. The President shall be elected by, and from the membership of the Board. He or she shall be the chief executive officer of the Society and shall attend and preside as chairman over all meetings of the Board and of the members unless excused by the Board. The President shall:

Have general and active management of the business of the Society.

Ensure that all orders and resolutions of the Board are carried into effect.

Have custody of all corporate funds and securities, and shall deposit all moneys, securities, and other valuable effects in the name of the Society in the depositaries designated for that purpose by the Board.

Disperse the funds of the Society as may be ordered by the Board, taking proper vouchers for the disbursements, and shall render to the Treasurer, upon the Treasurer's request, an account of all transactions, to include inventories of all assets.

Restore to the Society in case of death, resignation, retirement, or removal from office, all books, papers, vouchers, money, and property of whatever kind in the President's possession or control and belonging to the Society.

Be ex officio a member of all standing committees.

Have the general powers and duties of supervision and management usually vested in the office of president of a society.

**Section 2: Vice President**. The Vice President shall attend all meetings of the members, of the Board, and of the executive committee, unless excused by the Board. The Vice President shall:

Be designated by the President or by the Board to act in the President's stead and to deposit or disburse funds of the Society as may be ordered by the Board, taking proper vouchers for the disbursements.

Render to the Treasurer, upon the Treasurer's request, an account of all financial transactions performed by the Vice President, to include inventories of all assets.

Restore to the Society in case of death, resignation, retirement or removal from office, all books, papers, vouchers, money, and property of whatever kind in the possession or control of the Vice President and belonging to the Society.

**Section 3: Secretary**. The Secretary shall attend all meetings of the members, of the Board, and of the executive committee, unless excused by the Board. The Secretary shall:

Preserve in the books of the Society true minutes of the proceedings of all meetings.

Keep custody the seal of the Society and have authority to affix it to all instruments where its use is required.

Give all notices required by statute, Bylaw, or resolution and perform any other duties as may be delegated by the Board or by the executive committee.

Render to the Treasurer, upon the Treasurer's request, an account of all financial transactions performed by the Secretary, to include inventories of all assets.

Restore to the Society in case of death, resignation, retirement or removal from office, all books, papers, vouchers, money, and property of whatever kind in the possession or control of the Secretary and belonging to the Society.

**Section 4: Treasurer**. The Treasurer shall attend all meetings of the members, of the Board, and of the executive committee, unless excused by the Board. The Treasurer shall:

Prepare and maintain in good order in books belonging to the Society full and accurate reconciliations of all cash accounts and security accounts, and valued inventories of other valuable effects in the name of the Society.

Prepare balance sheets and statements of income and disbursement in accordance with generally accepted accounting procedures at least annually.

Perform any other duties as may be delegated by the Board or by the executive committee.

Render to the President and Directors at the regular meetings of the Board, and whenever requested by them, an account of all transactions and of the financial condition of the Society.

Have free and unfettered access to all records, accounts, inventories, and valuable effects belonging to the Society. Such access may be granted by electronic means, where practicable.

The Treasurer may request, require, and authorize outside audit if he or she deems outside audit necessary in the best interests of the Society.

Restore to the Society in case of death, resignation, retirement, or removal from office, all books, papers, vouchers, money, and property of whatever kind in the possession or control of the Treasurer and belonging to the Society.

## Article IV: Meetings

**Section 1: Annual Meeting Of Regular Members**. An Annual Meeting of the regular members shall be held in each year on a date, time, venue, and manner selected by the Board. One of the purposes of the Annual Meeting shall be the election of or announcement of electronic voting results to fill vacancies of such Directors whose terms have or may be about to expire as may be provided hereinafter. Successive Annual Meetings may not be less than ten months, nor greater than fourteen months apart.

**Section 2: Location, Date, And Time Of Annual Meeting**. At the discretion of the Board, the Annual Meeting of the members may, for convenience, be held at or closely proximate to the site of the annual World Science Fiction Convention, in a place to be determined by the Board. In years when the annual World Science Fiction Convention is not held within the continent of North America, the Board may determine to hold the Annual Meeting of members within North America at a place which it shall determine.

**Section 3: Use Of The Internet For Annual Meeting**. The Board may, at its discretion, designate the Internet or other virtual technology as the venue for the Annual Meeting. The Board has

the authority to designate and employ appropriate software and procedures to hold a real-time or an extended-over-time Annual Meeting, with due regard to the security and equity of online processes involving informational Society reports, questions by and answers to the membership, nominations, voting, closure of the voting, and dissemination of results. Any procedures adopted by the Board in this area shall be published on the Society's website, and the notice of Annual Meeting sent to the members will inform them where they can find the current procedures to be used at that meeting.

**Section 4: Notice Of Annual Meeting**. At least thirty days prior to the date fixed by Section 1 of this Article for the holding of the Annual Meeting of members, written notice of the time and place of the meeting shall be sent, as provided, to each member entitled to vote at the meeting. As used in these Bylaws, days means calendar days, including Sundays and holidays. As used in these Bylaws written notice may include forms of electronic communication such as email.

**Section 5: Delayed Annual Meeting**. If, for any reason, the Annual Meeting of the members is not held on the day designated, the meeting may be called and held as a special meeting, and the proceedings may be there as at an Annual Meeting, provided that the notice of meeting shall be the same required for the Annual Meeting, namely, not less than a thirty-day notice.

**Section 6: Order Of Business At Annual Meeting**. The order of business at the Annual Meeting of the regular members shall follow Roberts Rules of Order, as adopted by the Board and posted on the Society's website.

**Section 7: Special Meeting Of Regular Members**. A special meeting of the regular members may be called at any time by the President, or by a majority of the Board. The method by which the meeting may be called is as follows: Upon receipt of a specification in writing, setting forth the date and objects of the proposed special meeting, signed by the President, or by a majority of Board, the Secretary shall prepare, sign, and send the notices requisite to the meeting. A special meeting venue, at the discretion of the President, may be designated to occur on the Internet or other virtual technology. Notice may be signed by the stamped, typewritten, electronic, or printed signature of the Secretary.

**Section 8: Notice Of Special Meeting Of Regular Members**. At least seven days prior to the date fixed for the holding of any special meeting of regular members, written notice of the time, place and purposes of the meeting shall be sent, as provided, to each member entitled to vote at the meeting. Business not explicitly mentioned in the notice shall not be transacted at the meeting.

**Section 9: Organizational Meeting Of The Board**. Prior to the Annual Meeting of regular members, the outgoing Board shall make tentative provisions for an organizational meeting for the newly empaneled Board, as constituted upon final adjournment of the Annual Meeting, for the purpose of electing officers and transacting any other business properly brought before it. The organizational meeting may be, for convenience, at the place of the Annual Meeting of regular members, and immediately follow the Annual Meeting; or a special Board meeting; or no later than the regularly scheduled Board meeting immediately following the Annual Meeting.

The organization meeting in any year may be held at a different time and place than that scheduled, by consent of a majority of the Directors of the new Board.

**Section 10: Regular Meetings Of The Board**. Regular meetings of the Board shall be held on a schedule determined by the Board, at the time and place as the Board shall determine. No notice of regular meetings of the Board shall be required. Any or all meetings of the Board may be held via electronic, telephonic, or other emerging technological means as the Board shall, from time to time, determine.

**Section 11: Special Meetings Of The Board**. Special meetings of the Board may be called by the President or a majority of the Board at any time by means of written notice by mail or email of the time, place, and purpose to each Director as the President or a majority of the Board shall deem sufficient, but action taken at any meeting shall not be invalidated for want of notice.

**Section 12: Notices And Mailing**. All notices required to be given by any provision of these Bylaws shall state the authority pursuant to which they are issued (as, "by order of the President," or "by order of the Board of Directors" as the case may be) and shall bear the written, stamped, typewritten, electronic, or printed signature of the Secretary or designee. Every notice shall be deemed served when it has been deposited in the United States mail, with postage fully prepaid, plainly addressed to the addressee at his, her, or its last address appearing upon the membership record of the Society; or when sent electronically to the email address appearing on the membership record of the Society.

**Section 13: Confirmation of Annual or Special Meeting Resolutions**. When a quorum (see Article V, Section 1) exists at a meeting of the regular members but does not meet or exceed 10% of the entire membership entitled to vote, the Board may, at its discretion, within 30 days of the meeting taking the action, choose to poll the entire membership electronically on any resolution—exclusive of election of Directors—passed by an Annual or special meeting of the membership. If the Board chooses to do so, the same resolution passed at the meeting shall be submitted electronically to the membership as a whole for their decision. The Board may allow both pro and con statements by proponents and opponents to be included in the voting materials sent to the members but must allow equal space to both sides. The Resolution passed at the meeting of the members shall continue as the official policy of the Society unless and until overturned by said poll.

## Article V: Quorum

**Section 1: Quorum Of Regular Members**. A quorum at any meeting of the regular members will be at least 10 members in good standing, of which a majority must be regular members, not holding board office

**Section 2: Quorum Of Directors At Board Meetings**. A quorum of Directors shall be defined as four of the nine Directors.

## Article VI: Voting, Elections, And Nominations

**Section 1: Who Is Eligible To Vote**. Except as these Bylaws, or an amendment or amendments otherwise provide, each regular member shall, at every meeting of the members, be entitled to one vote in person or electronically. Electronic voting may be accomplished via the Internet as designated by the Board. A supporting member of the Society is not eligible to vote, but may attend any meeting, and subject to the rulings of the President, or other presiding officer, may express himself or herself.

**Section 2: Nominations**. The Board will appoint a Nominating Committee whose purpose will be to solicit nominations from the members to fill upcoming vacancies to the Board. Members in good standing may self-nominate or be nominated by another member but must agree to serve, and have good standing confirmed by the Nominating Committee. Candidate statements will be uploaded to the electronic ballot along with any other business that requires membership approval. Voting will take place no earlier than 30 days before nor less than 14 days before the Annual meeting. Notice of poll opening, and closing will be sent to members electronically and will be posted on the website.

**Section 3: Inspectors**. Whenever any person entitled to vote at a meeting of the members requests the appointment of inspectors, a majority of the regular members present at that meeting and entitled to vote shall appoint not more than three inspectors, who need not be members of the Society. If the right of any person to vote at the meeting is challenged, the inspectors shall determine the right. The inspectors shall receive and count the votes either upon an election or for the decision of any question and shall determine the result. Their certificate of any vote shall be prima facie evidence.

## Article VII: Execution Of Instruments

**Section 1: Checks and drafts**. All checks, drafts and orders for payment of money shall be signed in the name of the Society.

**Section 2: Contracts, Conveyances, Or Other Instruments**. When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing officers, the President, or the Vice President, may execute it on behalf of the Society and may affix the corporate seal. The Board shall have the power to designate any further officers and agents who shall have authority to execute any instrument in behalf of the Society.

## Article VIII: Power Of Board To Borrow Money

The Board shall have the full power and authority to borrow money whenever, in the discretion of the Board, the exercise of that power is required in the general interests of the Society. In such case the Board may authorize the proper officers of the Society to make, execute, and deliver in the name and on behalf of the Society any notes, bonds, and other evidence of indebtedness as the Board shall deem proper, and the Board shall have the full power to mortgage the property of the Society, or any part as security for the indebtedness, and no action on the part of the membership of the Society shall be requisite to the validity of any note, bond, evidence of indebtedness, or mortgage.

## Article IX: Membership And Dues

**Section 1: Regular Membership**. Any person may acquire membership in the Society by uniform application; however, an application for membership may be declined upon a showing of cause, by a majority vote of the Board at any regular business meeting.

**Section 2. Appeal of Declined Application**. Any decision to decline an application by the Board, if made, may be appealed to members present at any Annual or special meeting.

## Article X: Amendment Of Bylaws

**Section 1: Regular Members Effecting Bylaw Amendments**. These Bylaws may be amended, altered, added to, or repealed by the affirmative vote of a majority of the regular members entitled to vote at any regular or special meetings of the members if notice of the proposed amendment, alteration, addition, or repeal is contained in the notice of the meeting.

**Section 2: Board Effecting Bylaw Amendments**. These Bylaws may be amended, altered, added to, or repealed by the affirmative vote of a majority of the Board if the amendment, alteration, addition, or repeal is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting; provided, that any Bylaw made by the affirmative vote of a majority of the Board as provided here may be amended, altered, added to, or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting of the members; also provided, that no change of the date for the Annual Meeting of members shall be made within thirty days before the day on which the meeting is to be held, unless consented to in writing, or by a resolution adopted at a meeting, by all members entitled to vote at the Annual Election.

## Article XI: Non-Profit Purposes

**Section 1: IRC Section 501(c)(3) Purposes**. This corporation, designated The Heinlein Society, is organized exclusively for charitable, religious, educational, and/or scientific 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**. This corporation is a non-profit organization established with objectives to encourage formation of character and provoke critical and intelligent thinking among young individuals. For these purposes, we produce and distribute free educational materials based on the works and ideas of the Grand Master Science Fiction author, Robert Anson Heinlein; provide support for blood drives across the world; donate copies of science fiction and fantasy works by respected authors to various military / veterans' organizations in the program known as Heinlein for Heroes (H4H).

**Section 3: Limitations to Objectives and Purposes**. Nothing in this Article of the Bylaws shall be construed as a limitation on current or future charitable programs. The Board may, at its discretion, revise and expand any current or future charitable / educational endeavor.

## Article XII: IRC 501(c) (3) Tax Exemption Provisions

**Section 1: Limitations On Activities**. No substantial part of the activities of this corporation shall be for 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 or behalf of, or in opposition to, any candidate for public office. Not withstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or 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 corporation shall inure to the benefit of, or be distributable to, its Directors, 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 the State of Texas.

**Section 4: Private Foundation Requirements And Restrictions**. In any taxable year in which the corporation becomes a private foundation as described in Section 509(a) of the Internal Revenue Code,

> The corporation Shall distribute its income for said period at such time and manner as not to subject to tax under Section 4942 of the Internal Revenue Code;
>
> Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
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> Shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and
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> Shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

## Article XIII: Conflict Of Interest Policy

**Section 1: Purpose.** 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**.

Interested Person. Any Director, principal officer, member of a committee with 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.

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. A person who has a financial interest may have a conflict of interest only if the appropriate Board of Directors or committee decides that a conflict of interest exists.

**Section 3: Procedures**.

**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 Board delegated powers considering the proposed transaction or arrangement.

**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 Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists. Procedures for addressing the conflict of interest. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chairperson of the 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 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 Board or committee shall determine by a majority vote 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.

Violations of the conflicts of interest policy. If the 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 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 Proceedings**. The minutes of meetings of the Board and all committees with Board delegated powers shall contain: 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 Board of Directors' or committee's decision as to whether a conflict of interest in fact existed. The names of the persons who were present for discussions and votes 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 votes taken in connection with the proceedings.

**Section 5: Compensation**. A voting member of the Board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

(1) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's 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: The terms of compensation shall be approved by the Board of Directors or compensation committee prior to the first payment of compensation.

(2) All members of the Board of Directors 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):

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

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

Does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement;

Has no material financial interest affected by the compensation arrangement; and

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.

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 and 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

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 voted on it, and the votes cast by each Board or committee member.

(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 adjusts 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 a taking of the votes to approve the arrangement).

(7). The minutes of the 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 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; Has agreed to comply with the policy, and 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:

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

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, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

***This version of Bylaws for The Heinlein Society was ratified by the Board 12 January 2026***