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Article 1
Name and Offices

Section 1. Name

The name of the organization shall be Fusion Energy League, Inc. (hereinafter referred to as the “Corporation”).

Section 2. Principal Office

The principal office of the Corporation is located in Somerset County, State of New Jersey, USA.

Section 3. 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 state 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: 141 Howard Avenue #1
South Bound Brook, NJ 08880

Dated: May 23, 2010

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

New Address: _____

Dated: _____, 20__

Section 4. Other Offices

The Corporation may also have offices at such other places, within or without its state of incorporation, and international locations 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.

Section 5. Website

The Corporation shall have as its main interface with the public, an official website (the “Website”), located at the url: <http://fusionenergyleague.org>

Article 2

Nonprofit Purposes

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

This Corporation is organized exclusively for charitable, scientific, literary and educational 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.

In particular, the Corporation shall bring people together to realize the dream of abundant energy from fusion, to discover what we're capable of as human beings, to foster a pro-research ethic and pro-fusion culture.

Specific objectives and goals shall be detailed in the Corporation's Strategic Plan which may be revised by the Board of Directors from time to time.

Article 3

Members

Section 1. Non-Membership Organization

Membership in the Corporation shall consist only of the members of the Board of Directors (See Article 4). The members of the Board of Directors will be the only voting members.

Other participants in the organization shall be classified as "Associate Members" with no voting rights, unless they are members of the Board of Directors per Article 4. An Associate Member shall be any person who has made a monetary or in-kind donation to the Corporation as described on the Website. Associate Member qualification criteria may be updated by the Board from time to time and posted on the Website.

Associate Members may petition the Board to instate voting membership at subsequent annual meetings by presenting a Membership Plan that includes estimates of the costs and benefits of voting membership and a proposal for procuring the additional resources required to manage such membership. The Board shall discuss the matter at the meeting, or, if the proposal is submitted at the meeting, convene a meeting of a Membership Committee to discuss at a future date. Adoption of such resolution will be at the discretion of the Board.

The purpose of limiting voting rights is to streamline organizational efficiency, not to limit the voice of Associate Members. In accordance with its Code of Conduct Policy, the Corporation shall be responsive to the feedback of Associate Members. It is hoped that the steady, engaging, informal interaction through the Website and events will be sufficient to infuse the will of Associate Members into the fabric of the organization and that formal voting will not be necessary.

Article 4

Directors

Section 1. Number

The Corporation shall have no less than three (3) and no more than twenty-five (25) Directors and collectively they shall be known as the Board of Directors (hereinafter the “Board of Directors” or “Board”). The upper bound of the number of Directors which shall constitute the full Board of Directors shall be fixed by the Board from time to time.

Section 2. Qualifications

Directors shall be of the age of majority in this state. They shall be Associate Members of the Corporation. No individual may be denied membership on the Board on the basis of race, religion, creed, gender, sexual preference or handicapped status.

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 or approved by the members, if any, of this Corporation, 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, email addresses and telephone numbers with the Secretary of the Corporation, and notices of meetings e-mailed or mailed to them at such addresses shall be valid notices thereof.

Section 5. Election and Term of Office

If this Corporation makes no provision for members, then, at the regular meeting of Directors (see Section 8) Directors shall be elected by majority vote of the Board members then in office.

Voting for the election of Directors shall be by written ballot (email ballots are acceptable). Each Director shall cast one vote per candidate, yes or no, and may vote “yes” for as many candidates as the number of candidates to be elected to the Board. Candidates must receive a simple majority of “yes” votes to be elected and the candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected to serve on the Board.

Associate Members of the Corporation may nominate themselves as potential Directors, and nominees may also be recruited from outside the Corporation.

Each Director shall hold office from the time of his/her election, but shall be responsible as a Director from such time only if he/she consents to his/her election; otherwise from the time he/she accepts office or attends his/her first meeting of the Board.

The organization's Board members first elected will select terms of service of one, two or three years in duration. All subsequent Board members will serve an initial term of one year, and be eligible to serve for additional terms.

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 10 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.

One or more Directors may participate in any regular or special meeting of the Board of Directors or of a committee of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner by a Director will be considered to be attendance in person for all purposes under these Bylaws. Meetings shall be accessible by telephone in order to ensure the ability for all Directors to participate regardless of location.

Section 8. Annual and Regular Meetings

The Board sets September as the month for the annual meeting of the Board at which the Board shall organize itself and elect the Executive Officers of the Corporation for the ensuing year and may transact any other business.

Regular meetings of Directors shall be held at such time and place as shall be designated by the Board from time to time. **There shall be at least four (4) regular meetings of the Board per year.** Any business may be transacted at any regular meeting.

Section 9. Special Meetings

Special meetings of the Board 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. Any business may be transacted at any special meetings regardless of whether the notice calling such meeting contains a reference thereto, except as otherwise required by law.

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. Annual and Regular Meetings.** Annual meetings shall require thirty (30) days notice to be given to Board members and Associate Members by email to the email address on record. Notice of the annual meeting shall also be posted on the home page of the Website. Notice of regular meetings shall not be required, except that whenever the time or place of regular meetings shall be initially fixed and then changed, notice of such action shall be given promptly by email to the Director's email address on record or telephone or otherwise to each Director not participating in such action.
- 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 email, by telephone or by first class mail, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting.
- 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

At all meetings of the Board of Directors, a quorum shall consist of the presence of at least a majority of the Directors in office. 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 motion which the Chair shall entertain at such meeting is a motion to adjourn.

Section 12. Majority Action as Board Action

Every act or decision done or made by a majority 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 a

majority of 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.

In the event that meetings become chaotic and require formal rules of conduct, they shall be governed by **Roberts Rules of Order** 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, resignation, removal

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. Unless otherwise prohibited by these bylaws, such resignations shall become effective upon its receipt. 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. Directors may be removed by simple majority vote of the remaining Board members.

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 approval of a majority of the Directors then in office or by a sole remaining Director. A person elected 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.

To the fullest extent that the provisions of law, as now in effect or as hereafter amended, permit elimination of limitation of the liability of Directors, no Director of the Corporation shall be personally liable for monetary damages as such for any action taken, or any failure to take any action, as a Director.

Nature and Extent of Rights. The provisions of this Section shall be deemed to be a contract with each Director of the Corporation who serves as such at any time while this Section is in effect and each such Director shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any Bylaw or provision or the Articles of the Corporation which has the effect of increasing Director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw or provision.

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 5**Officers and Employees****Section 1. Executive Officers**

The Executive Officers of the Corporation shall be the Chair, the President, the Vice President, the Secretary, and the Treasurer. The Corporation may also have 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. Except for the office of President and Secretary, any two or more offices may be held by the same person. Any person may serve as officer of this Corporation.

Section 2. Election and Term of Office

Officers shall be elected 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 elected and qualified, whichever occurs first.

Section 3. 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 4. 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 5. Duties of Chair

The Chair shall be elected by a majority vote of the Board, shall preside at all meetings of the Board as provided herein, and shall have such other powers and duties as from time to time may be prescribed by the Board. The Chair shall be an ex officio member of all standing committees, entitled to vote thereon. In the absence or disability of the Chair, the Vice Chair (or if there is more than one, the Vice Chairs in order of their appointment) shall have the powers and perform the duties of the Chair.

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 and, if this Corporation has members, at all meetings of the members. 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, in coordination with the President:

1. **Keep Bylaws:** Certify and keep at the principal office of the Corporation, or at such other place as the Board may determine, the original, or a copy, of these bylaws as amended or otherwise altered to date.
2. **Keep Minutes:** 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 and of members, 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.
3. **Record Minutes:** Ensure that the minutes of meetings of the Corporation, any written consents approving action taken without a meeting, and any supporting documents pertaining to meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this Corporation. "Contemporaneously" in this context means that the minutes, consents, and supporting documents shall be recorded in the records of this Corporation by the

later of (1) the next meeting of the Board, committee, membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2) sixty (60) days after the date of the meeting or written consent.

4. **Give Notice:** See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
5. **Keep Seal:** Be custodian of the records and of the seal - if one is acquired - of the Corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the Corporation.
6. **Record of Members:** Keep at the principal office of the Corporation or at such other place as the Board may determine, a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
7. Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefor, the bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation.
8. 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.
9. Maintain the "Corporate Manual": Keep and update a binder with all of the policies and records of the organization. These policies should also be kept updated on the Website.

Section 9. Duties of Treasurer

The Treasurer shall:

1. 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.
2. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
3. 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.
4. 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.
5. 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.
6. 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.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

8. 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 10 of these bylaws.

Article 6 Committees

Section 1. Executive Committee

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of the Chair, the President, the Treasurer and as many Board members as the Board shall determine. The Board may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the Corporation, to the extent permitted, and, except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the Board may at any time revoke or modify any or all of the executive committee authority so delegated, increase or decrease but not below two (2) the number of the members of the executive committee, and fill vacancies on the Executive Committee from the members of the Board. The executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 2. Other Committees

The Corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board. The committees shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 3. Meetings and Action of Committees

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 7

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 stated in the fiscal policy, 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 President. For amounts greater than \$10,000, checks 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. Guidelines for the acceptance of gifts will be outlined in the Corporation's Fiscal Policy Document. This policy may be updated from time to time by resolution of the Board of Directors.

Section 5. Additional Fiscal Policy

In addition to fiscal matters covered by these Bylaws, the organization shall develop guidelines regarding, but not limited to, investment, gifts, deposits, duty entertainment, travel approval, travel, purchases and disbursements. These guidelines shall be included with a Fiscal Policy document and may be updated from time to time by resolution of the Board of Directors per the recommendation of the Fiscal Committee.

Article 8

Corporate Records, Reports, and Seal

Section 1. Maintenance of Corporate Records

The Corporation shall keep at its principal office, or at such other place as the Board may determine:

- a. Minutes of all meetings of Directors, committees of the Board, and, if this Corporation has members, of all meetings of members, 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 record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the Corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.
- e. The Corporate Manual - including all the policies of the Corporation. These policies will also be uploaded to the Website.

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. Associate Members' Inspection Rights

The Corporation shall accurately report its expenses and activities and the names of the Directors and Advisors (if any) and their emails and shall make such information, financial statements and annual reports openly available to the public on our Website, and on Guidestar.org. A copy of the Corporate Manual shall be accessible from the Website.

Members 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 5. 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 6. 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 or to the members, if any, of this Corporation, to be so prepared and delivered within the time limits set by law.

Article 9

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.

Section 5. Joint Venture Option

If this Corporation invests in, contributes assets to, or participates in a joint venture or similar arrangement with a taxable entity, the organization shall adopt a written policy and procedure requiring the organization to evaluate its participation in joint venture

arrangements under applicable federal tax law, and shall take steps to safeguard the organization's exempt status with respect to such arrangements.

Article 10

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 voted 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 vote 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 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.

- 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 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 Approval Policies

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

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.

No voting 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 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 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 a taking of the votes 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. Signed Statements

Each Director, principal officer, and member of a committee with governing Board delegated powers shall 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 from time to time by resolution of the Board of Directors. 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 11 Amendment of Bylaws

Subject to the power of the members, if any, of this Corporation to adopt, amend, or repeal the bylaws of this Corporation and 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 12 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.

Article 13

Additional Policies

Section 1. Employee Protection ‘Whistleblower’ Policy

In order to maintain an ethical and open work environment, the Corporation will protect whistleblowers from retaliation and encourage constructive whistleblowing. This benefits the Corporation by increasing transparency and by giving management the opportunity to learn early on of unethical or unlawful practices directly from their employees rather than from the media, law enforcement, or a regulatory agency. In addition, effective whistleblower protection helps foster a work environment in which all employees are held accountable, thereby improving performance and empowering employees. As such, the Corporation shall adopt a Employee Protection ‘Whistleblower’ Policy to guide Staff and the Board on whistleblowing. This policy may be updated by the Board of Directors from time to time and will be included with additional policies (See Section 9).

Section 2. Document Retention and Destruction

The Corporation, committed to minimizing data retention, adopts the policy of retaining the least amount of personally identifiable information consistent with maintenance of its services, with its donor privacy policy, or as required by state or federal legal provisions under United States of America law.

Section 3. Donor Privacy

The Corporation shall maintain the highest level of respect for the privacy of its donors. To this end, it shall adopt a **Donor Privacy Policy** to guide volunteers and staff on how they may and may not use donor’s personal information. This policy may be updated by the Board of Directors from time to time and will be included with additional policies (See Section 9).

Section 4. Evaluation and Assessment

The Corporation shall measure its effectiveness through assessment tools every two years to the extent that resources permit. The Board shall likewise engage in an annual Board assessment process and provide the Executive Director with an annual review.

Section 5. Discrimination

The Corporation prohibits discrimination against current or prospective Board members, employees, Associate Members on the basis of race, color, gender, religion, national origin, age, disability, sexual orientation, or any other legally protected characteristics. The Corporation commits to the principle of equal opportunity, especially in all aspects

of employee relations, including employment, salary administration, employee development, promotion, and transfer.

Section 6. Sexual Harassment

The Corporation is committed to providing a workplace that is free from sexual harassment. Sexual harassment in the workplace is against the law and will not be tolerated. When the Corporation determines that an allegation of sexual harassment is credible, it will take prompt and appropriate corrective action. To this end, it shall adopt a Sexual Harassment Policy to guide staff, volunteers and the Board on procedure relating to sexual harassment. This policy may be updated by the Board of Directors from time to time and will be included with additional policies (See Section 9).

Section 7. Pluralism, Internationalism, Diversity

The Corporation seeks to be an internationally active non-profit organization. The Corporation is committed to diversity as one of its core values, and, as part of routine operations its staff will interact with a wide range of individuals and organizations around the world. As it grows, it will develop recruitment and retention practices related to pluralism, internationalism and diversity.

Section 8. Code of Conduct

All Corporation staff and members of the Board are required to abide by a **Code of Conduct**. It is also intended to provide guidance for Associate Members, and volunteers. This code may be updated by the Board of Directors from time to time and will be included with additional policies (See Section 9).

Section 9. Additional Policies

These policies may be amended from time to time and additional policies may be drafted and adopted from time to time by the Board. These will be posted on the Corporation Website and current copies kept in the Corporation manual per Article 8 of these bylaws.

ADOPTION OF BYLAWS

We, the undersigned, are the current Directors of this Corporation, and we consent to, and hereby do adopt the foregoing bylaws, consisting of 23 preceding pages, 25 pages total including cover, as the bylaws of this Corporation.

Dated: _____

| | |
|-------|-------|
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

Appendix 1. Waiver of Notice Form

NOTE: This form is to waive notice of the organizational meeting of Directors. If the waiver is used, the notice and affidavit of notice are not required.

**WAIVER OF NOTICE OF ORGANIZATION MEETING
FOR BOARD OF DIRECTORS OF
Fusion Energy League, Inc.**

We, the undersigned, being all the members of the Board of Directors of the Fusion Energy League, Inc., a Corporation incorporated under the laws of New Jersey, hereby waive notice of the time, place, and purpose of the organizational meeting of the Board of Directors of said Corporation, and do fix: _____ <Date>
at _____ <Time> as the time, and the location of,
_____ <Address, City, State>,
as the place of said meeting.

Dated: _____

_____, Director

_____, Director