Amending America ltd.

Nonprofit 501(c)(3)

DBA: “Amending America” and “Tarpeia”

Public Charity Status: 170(b)(1)(A)(vi)
EIN: 88-2590159

NAICS Code: Educational Services
NAICS Sub Code: Educational Support Services

Incorporated in the State of Georgia
Domestic Nonprofit Corporation

Registering Agent & Incorporator: Mark L. Shubert

Effective May 12, 2022

990/990EZ/990N Required

2022 990N

2023 990N

2024 990N

IRS Determination Letter

Constitution & Bylaws

(Revised & Will be Reported to the IRS When Filing the 2025 Fiscal Year 990N)

ARTICLE I. NAME OF ORGANIZATION

The style of the nonprofit is Amending America Ltd. Doing business as Amending America and Tarpeia.

ARTICLE II. NONPROFIT PURPOSE

Section 1. Nonprofit Purpose

This nonprofit is organized exclusively for educational purposes, 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, or the corresponding section of any future federal tax code; along with the distribution of educational material directly to students, teachers, and anyone else.

Section 2. Specific Purpose

To provide tools for people to use and better understand American history and contemporary politics. It is a place for disquisitions, discussions, and deliberations that anyone can use for research, talk and network with others, and share their ideas on an open online forum platform all provided electronically via our website www.tarpeia.us and future app. The mission of Amending America is to garner a community of individuals who want to fix America's problems and provide them with the networking, writing & oral skills, equipment, and encouragement they need to pursue and achieve their goals.

ARTICLE III. DISSOLUTION

Section 1. Dissolution Clause

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE IV. ACTIVITIES

Section 1. Programs

1. A library of historical primary source documents freely available to students and teachers for research purposes, called “Compendium” and it is in the format of a timeline. This program along with others named “Timelines” will be run by the Chief Educator who may be supported by any Consociates appointed by the Chief Educator via online volunteer work or a hired employee. The Chief Educator will eventually be someone with a PHD or equivalent in history and with experience in education which will be perfect requisites for running this program. This furthers the purpose of the nonprofit by providing a library and research projects regarding historical knowledge that is available for anyone to use for free that will help with research and public learning. This program will take up around 10% of the company’s time.

2. Tarpeia Academy (Amending America’s Online Courses) is available for teachers and students and anyone else to enroll for free. This program will be run by the Chief Educator, via online volunteer work. The Chief Educator will eventually be someone with a PHD or equivalent in history and with experience in education which will be perfect requisites for running this program. This furthers the purpose of the nonprofit by providing educational material. This program will take up around 40% of the company’s time.

3. Free publication of essays written by site members; becoming a site member is free. This program will be run by the Chief Moderator via online volunteer work. The Chief Moderator is chosen due to the position’s role in making sure content on the site contributed by our clients are legal and consistent with the purpose of Amending America. This furthers the purpose of the nonprofit by providing a platform for people to publish their written work and receive feedback for correction. This will also help people get used to publishing content online, a cause of anxiety for many people today. This program will take up around 5% of the company’s time.

4. Forum for site members to propose mock legislation and learn about legal writing. This program will be run by the Chief Moderator via online volunteer work. The Chief Moderator is chosen due to the position’s role in making sure content on the site contributed by our clients are legal and consistent with the purpose of Amending America. This furthers the purpose of the nonprofit by providing a platform for people to create mock legislation and receive feedback from others which garners a community and sense of textual respect that is absent in most Americans. This forum and any mock bills or resolutions is for educational purposes only; the nonprofit does not condone any entries to the forum made by clients or members of the nonprofit. This program will take up around 5% of the company’s time.

5. Debate stage for people to watch or participate in online discussion. This program will be run by the Chief Moderator via online volunteer work. The Chief Moderator is chosen due to the position's role in making sure content on the site contributed by our clients are legal and consistent with the purpose of Amending America. This furthers the purpose of the nonprofit by providing a platform for people to watch online discussion or participate in said discussion. Public speaking is a fear that many Americans have and so this platform will help alleviate that fear. This program will take up around 5% of the company's time.

6. Video content. The company will publish videos on Youtube that consist of reading the full text and summaries of historical documents along with discussions on contemporary events. This program will be run by the Chief Publisher via online volunteer work. This position is chosen due to its purpose in creating video content. This furthers the purpose of the nonprofit by providing another platform that the company can use to provide historical knowledge to people. This program will take up around 35% of the company's time.

Section 2. NTEE

The NTEE code for the nonprofit is B90.

Section 3. Political Activism

Amending America Ltd. does not and will not advocate or oppose any individual political candidate of a public office or political party. The nonprofit will never be allowed to send aid or donations to any political campaign, nor publish statements from campaigns. The nonprofit will provide a platform for candidates to debate along with nonpartisan voter education. The nonprofit will not influence legislation by encouraging the public to contact members of a legislative body for the purpose of proposing, supporting, or opposing legislation. The nonprofit will provide a platform for the public to engage in public policy discussion and education. Any opinions made by the public using our platform are not official statements from the nonprofit; the opinions and statements made by the Chair, Censor, Consuls, Chiefs, Consociates, or anyone else apart of or employed by the nonprofit, on this platform or elsewhere, will not represent the nonprofit nor will the nonprofit endorse any statements made that can be construed as influencing legislation. Only statements approved by unanimous vote of the Joint Chiefs of Staff represent the charity.

Section 4. Fundraising

Volunteers and officers of the organization can participate in fundraising events. Income from gaming activities are not tax exempt and will fall under an Unrelated

Business Income tax. For the sake of simplicity, all revenue earned by merchandise will be considered “unrelated business income” and not exempt from paying taxes.

ARTICLE V. The Joint Chiefs of Staff

Section 1. General Powers

The Joint Chiefs of Staff shall have control of and be responsible for the management of the affairs and property of the nonprofit. The officers of the Joint Chiefs of Staff will have equal suffrage in making corporate decisions.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Chiefs shall be fixed from time-to-time by the Chair but shall consist of no less than five (5) nor more than twenty five (30). The officers of the Joint Chiefs of Staff shall, upon election, immediately enter upon the performance and responsibilities of their duties and shall continue in office until their successors shall be duly elected and qualified. A new Chair being elected will have to wait a period of over two months after being elected to assume the position. All officers of the Joint Chiefs of Staff must be approved by unanimous vote of the Chiefs present and voting. No vote on new officers of the Joint Chiefs of Staff shall be held unless a quorum of the Joint Chiefs of Staff is present as provided in Section 6 of this Article. No two officers of the Joint Chiefs of Staff closely related by blood may serve on the Joint Chiefs of Staff at the same time. No officer of the Joint Chiefs of Staff can have a title of nobility recognized by any sovereign or pretender state.

Newly elected Chiefs of the Joint Chiefs of Staff who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, Chiefs may serve additional two year terms. The Chair will serve four year terms with the election being held on November 11th of every fourth year starting in 2024. The inauguration of the new term or Chair will occur on the 20th of the following January.

Section 3. Regular and Annual Meetings

An annual meeting of the Joint Chiefs of Staff shall be held during the Winter Solstice of each year and at a location designated by the Chair of the Joint Chiefs of Staff.

Quarterly meetings will occur on the Vernal and Autumnal equinoxes, and the Summer Solstice with the fourth quarter being held at the same time as the annual meeting during the Winter Solstice.

The Joint Chiefs of Staff may provide by resolution the time and place for the holding of regular meetings of the Staff. Notice of these meetings shall be sent to all Chiefs of the Joint Chiefs of Staff no less than ten (10) days prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Joint Chiefs of Staff may be called by or at the request of the Chair or any two Chiefs, Consuls, or Censor of the Joint Chiefs of Staff. The person or persons authorized to call special meetings of the Joint Chiefs of Staff may fix any location, as the place for holding any special meeting of the Staff called by them.

Section 5. Notice

Notice of any special meeting of the Board of Consociates shall be given at least seven (7) days in advance of the meeting by telephone, electronic methods, written, or verbal notice. Any Chief may waive notice of any meeting. The attendance of a Chief at any meeting shall constitute a waiver of notice of such meeting, except where a Chief attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Joint Chiefs of Staff need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 6. Quorum

The presence, in person or remote, of a majority of current officers of the Joint Chiefs of Staff shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Joint Chiefs of Staff present at a meeting at which a quorum is present shall be the act of the Joint Chiefs of Staff, unless the act of a greater number is required by law or by these by-laws.

Comitiae may call for meetings consisting of Chiefs in the specific Comitia and a majority of existing Chiefs must be present for a quorum.

Section 7. Forfeiture

Any Chief of the Joint Chiefs of Staff who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article within three months being elected shall automatically forfeit their seat as Chief on the Staff. The Censor shall notify the Chief in writing that their seat has been declared vacant, and the Joint Chiefs of Staff may forthwith immediately proceed to fill the vacancy. Chiefs of the Joint Chiefs of Staff who are removed for failure to meet any or all of the requirements of Section 2 of this Article

are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these bylaws.

Section 8. Vacancies

The Chair of the Joint Chiefs of Staff shall also be responsible for nominating persons to fill vacancies which occur between annual or biannual elections, including those of Chiefs. Nominations shall be sent in writing to officers of the Joint Chiefs of Staff at least one (1) week prior to the next meeting at which the election will be held. The persons so elected shall hold office for the unexpired term in respect of which such vacancy occurred.

Section 9. Reimbursement & Compensation

Officers will receive reimbursements for any payments they make from their personal account to the business directly or indirectly, but each reimbursement must be agreed upon by majority vote of the Joint Chiefs of Staff without the interested person taking a part of the vote. The receipts involved will be submitted to the Chief Financier to be placed on record. A receipt incurred by the officer who spent their own money for the nonprofit and a receipt that the nonprofit reimbursed the officer. There is no statute of limitation on when an officer spends their own money on the nonprofit and when that officer is reimbursed. Officers will receive equal compensation paid monthly on the last day of the month. The sum of reimbursements and compensations to all officers will not exceed thirty percent of revenues in each fiscal year.

Section 10. Informal Action by Officers

Any action required by law to be taken at a meeting of the Joint Chiefs of Staff, or any action which may be taken at a meeting of the Joint Chiefs of Staff, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Chiefs following notice of the intended action to all officers of the Joint Chiefs of Staff.

Section 11. Confidentiality

Officers shall not discuss or disclose information about the nonprofit or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the nonprofit's purposes, or can reasonably be expected to benefit the nonprofit. Officers shall use discretion and good business judgment in discussing the affairs of the nonprofit with third parties. Without limiting the foregoing, officers may discuss upcoming fundraisers and the purposes and functions of the

nonprofit, including but not limited to accounts on deposit in financial institutions. To form formally secure confidentiality a Non Disclosure Agreement will be signed by all officers and kept in the records. Each officer shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Joint Chiefs of Staff.

Section 12. Advisory Council

An Advisory Board may be created whose members shall be elected by the officers of the Joint Chiefs of Staff annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Staff. Advisory Board members may attend said meetings at the invitation of a Chief of the Joint Chiefs of Staff. Members of the Advisory Board shall possess the desire to serve the community and support the work of the nonprofit by providing expertise and professional knowledge. Members of the Advisory Board shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Board.

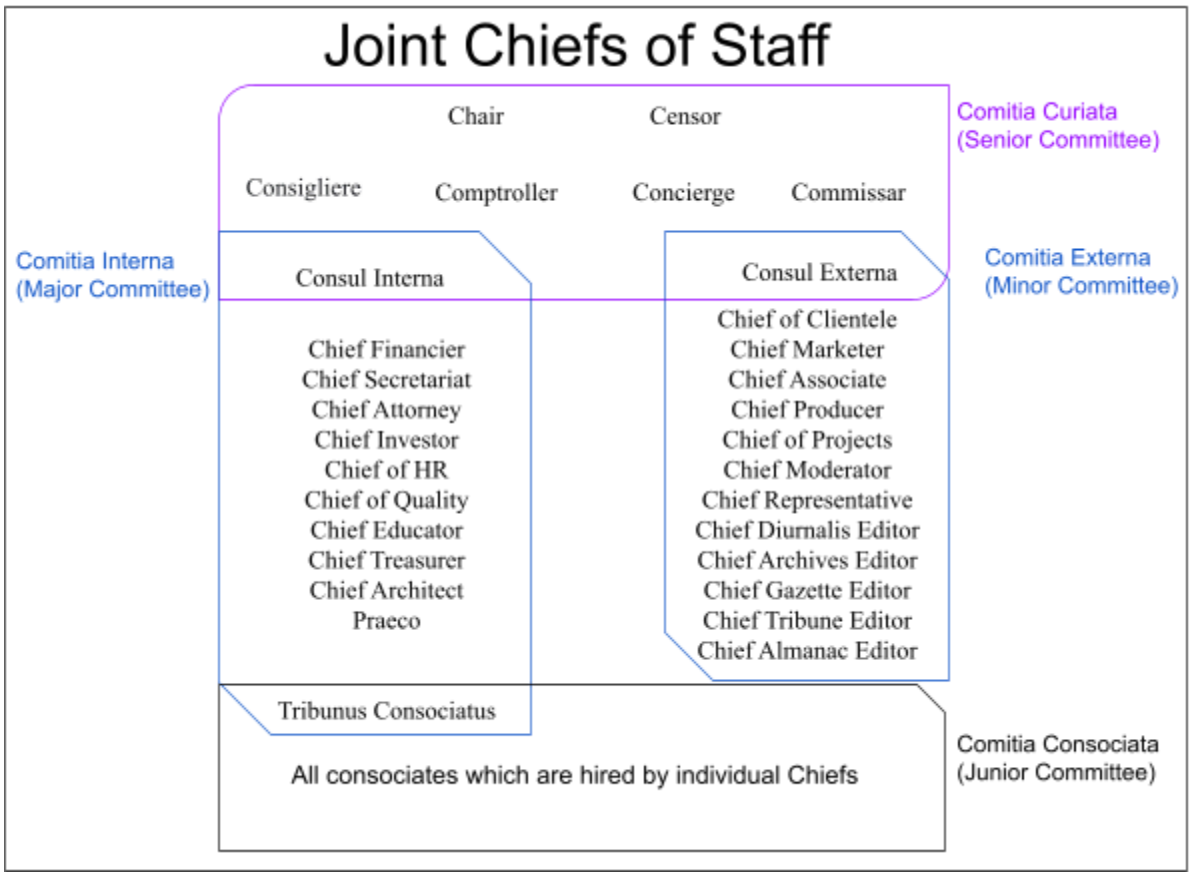
Section 13. Congressional Procedure

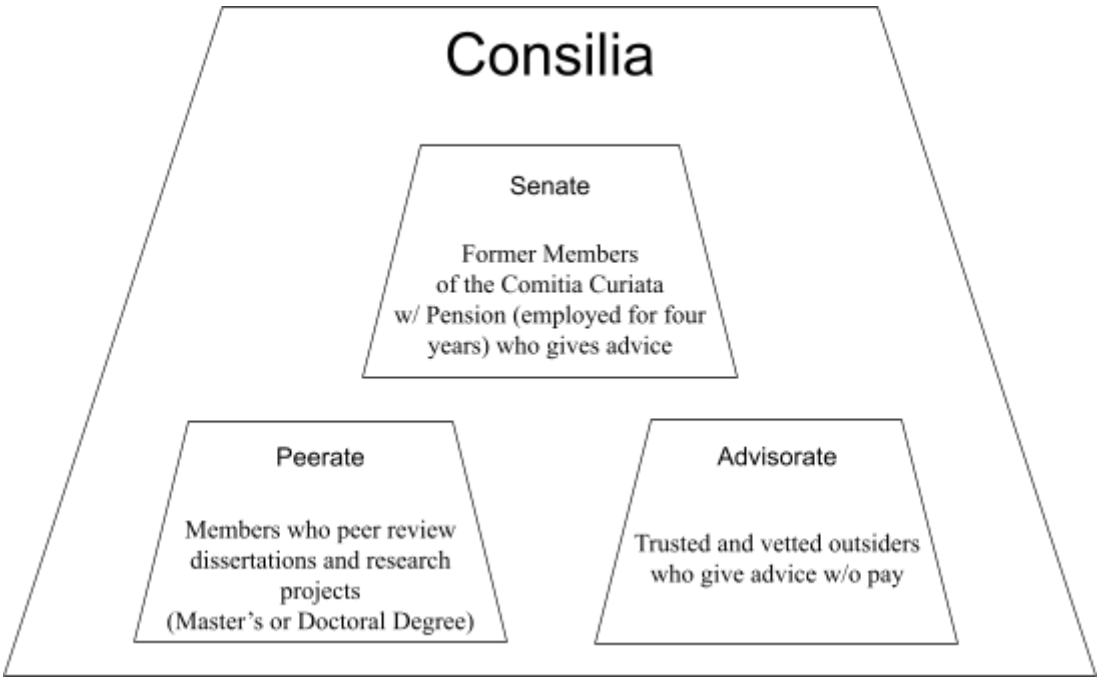
Any question concerning congressional procedure at meetings shall be determined by the Chair by reference to Robert's Rules of Order.

Section 14. Removal of Chiefs

The Joint Chiefs of Staff with the concurrence of 3/4 of all Chiefs may remove any Chief of the Joint Chiefs of Staff and elect a successor for the rest of the term. No Chief of the Joint Chiefs of Staff shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty five (25) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Staff for such expulsion.

Section 15. Chain of Command


Joint Chiefs of Staff
Chair
Censor
Comitia Curiata
(Senior Committee)
Consigliere
Comptroller
Concierge
Commissar
Comitia Interna
(Major Committee)
Consul Interna
Consul Externa
Comitia Externa
(Minor Committee)
Chief Financier
Chief Secretariat
Chief Attorney
Chief Investor
Chief of HR
Chief of Quality
Chief Educator
Chief Treasurer
Chief Architect
Praeco
Chief of Clientele
Chief Marketer
Chief Associate
Chief Producer
Chief of Projects
Chief Moderator
Chief Representative
Chief Diurnalis Editor
Chief Archives Editor
Chief Gazette Editor
Chief Tribune Editor
Chief Almanac Editor
Tribunus Consociatus
All consociates which are hired by individual Chiefs
Comitia Consociata
(Junior Committee)


Consilia
Senate
Former Members
of the Comitia Curiata
w/ Pension (employed for four
years) who gives advice
Peerate
Members who peer review
dissertations and research
projects
(Master's or Doctoral Degree)
Advisorate
Trusted and vetted outsiders
who give advice w/o pay

Jura

Jus Honorum

Jus Honorum is the right to hold office and this right is granted by the Censor after the Censor vets the candidate or consociate and after the Censor conducts the on boarding process.

Jus Contionandi

Jus Contionandi is the right to call a meeting. The Chair has the right to call a meeting of the any Comitia or Commission; the Censor has the right to call a meeting of the Comitia Curiata; the Consuls have a right to call a meeting for their respective Comitiae; the Tribunus Consociatus has the right to call a meeting for the Comitia Consociata; any Commissioners (those who head a Commission) has the right to call a meeting for their respective Commissions.

Jus Rogationis

Jus Rogationis is the right to propose bills. All chiefs (all officers excluding Consociates) except for the Consigliere, Comptroller, and the Concierge have the right to propose bills or resolutions.

Jus Suffragii

Jus Suffragii is the right to vote on bills. All chiefs (all officers excluding Consociates) except for the Consigliere, Comptroller, Censor, Commissar, and the Concierge

Jus Intercessio

Jus Intercessio is the right to veto bills. Only the Chair can veto bills and must give a message as to why they are vetoing. Vetoes can be overridden by a second vote from the Major and Minor Comitiae.

Offices and Responsibilities

Chair

The Chair of the Joint Chiefs of Staff is tasked with maintaining order, cohesion, culture, mission, energy, cooperation, direction, and oversees the management of the nonprofit.

The Chair primarily signs off on new hirees and policies; they can propose new policies which need to be approved by both Comitiae, they can veto a policy proposed by an individual Chief regarding a policy that only affects that particular Chief or by the request of the two Comitiae. The veto must be presented with reasons provided to the two Consuls within two weeks (14 days) or else the policy is enacted. The Chair can receive proposals from the Senate, Advisory Board, Censor, or Consuls. If a Chief has a policy proposal they can bring it up to their respective Consul or the Censor directly. The Senate and Advisory Board cannot propose policies directly but can get an officer to propose the bill for them.

The Chair can run meetings but must run the end of the year annual meeting where they will give a State of the Charity Address. The Censor, either Consul, Chief Secretariat, and Chief Representative may also run meetings if they so choose to. A rotation of who runs meetings should occur so that multiple officers have experience with the process and responsibilities.

The Chair is the highest position but is checked by the other officers of the Comitia namely the Censor. If the Joint Chiefs of Staff is at 40% vacancy (only 14 officers or less including the four officers of the Comitia (missing 8 or more)), then the Chair will hold Dictatorial Jurisdiction. Dictatorial Jurisdiction is the power to make unitary executive decisions without the approval of the other officers; this power is limited though, a Dictator cannot reject a candidate or applicant (only the Censor can), hire or fire without approval of the other officers, increase nor decrease the salaries, pay, or compensation of any officer, or spend the principle of the endowment. Dictatorial Jurisdiction is only for keeping the nonprofit functioning with low staff and will be abdicated as soon as a suitable number of official positions are filled.

Censor

The Censor is tasked with collecting data and keeping records namely about the officers of the nonprofit.

The Censor can override the Chair's veto if the Censor supports the policy that was vetoed.

The Censor also keeps track of all policies in the Tabula Legum Scriptum (Table of Written Laws) which is a published list of policies and their status including: proposed, supported by one Comitia, supported by both Comitiae and up for Chair Review, Chair approved, vetoed by Chair and up for review by Censor, approved by Censor, vetoed entirely, amendments to previous policies, and repealed.

The Censor will also keep a roster of all officers of the Comitia, both Comitiae, Consociateate, Senate, and Advisory Board.

If the Chair is absent the Censor will run the meeting; likewise if there is a vacancy in the Chair position, the Censor will be acting Chair until one is found and elected.

The Censor will run the hiring process for all offices by publishing the position available and reviewing all applications. If the Censor supports an applicant for a Consociate position then the application is sent to the Chair for final approval. The Censor will also keep track of all applicants and their resumes and organize them into categories such as dismissed (Censor rejected) and rejected (Chair rejected). For Chief, Consul, Censor, and Chair positions, the Censor will need to approve the candidate before the candidate is voted on by the rest of the Joint Chiefs of Staff (Censor and Chair do not vote), the Chief, Chair, Censor, or Consul Elect (voted by a majority of the JCoS) will be reviewed by the Chair for final approval and signature. A candidate of a Consul will be vetted by the Censor and elected by the Chiefs of the respective Comitia with the Chair giving their final approval. A candidate for the office of the Chief of the Consociate will be vetted by the Censor and voted by all of the Consociates with the Chair giving final approval.

The Censor will also be in charge of all employment filings being kept on record. The records to be kept include NDA, Waiver of Liability, Termination, Resignation, Code of Conduct, Handbook, local , state, and federal documentation including withholding wages form, employment eligibility verification, taxpayer identification number and certification, At-Will agreements, etc.

Concierge

The Concierge is tasked with maintaining relations and communications among the Comitia Curiata officers and with the rest of the Joint Chiefs of Staff. They will answer questions and concerns people have about the nonprofit, specifically about the Comitia Curiata.

Consigliere

The Consigliere is appointed by the Chair without the approbation of the rest of the nonprofit and is the advisor to the Chair. They will sign an At-Will policy which means they can be fired or replaced at any moment. Their salary/compensation is determined by a vote like the rest of the officers. The Consigliere has suffrage and can vote on policy decisions and can propose policies themselves. The minutes of meetings between the Chair and Consigliere are not kept, although notes of meetings should be kept for the rest of the nonprofit to view. If the Comitia Curiata, not including the Chair nor Consigliere, all want to remove the Consigliere then they can at any meeting.

Commissar

The Commissar is nominated by either the Chair or the Censor and is voted on by the rest of the Joint Chiefs of Staff. They are tasked with developing the culture of the nonprofit and making sure that all officers are knowledgeable of the mission, value proposition, purpose, by-laws & constitution. The Commissar can conduct team building exercises for the Chiefs to better know each other and be able to work together in a healthy manner and improve efficiency.

Comptroller

The Comptroller is nominated by either the Chair or the Censor and is voted on by the rest of the Joint Chiefs of Staff. They are tasked with overall financial administration of the nonprofit and making sure that all income and expenditure is accounted for, along with financial statements, receipts, donation forms, etc.

Interna Comitia

1. Interna Consul

The Interna Consul is responsible for holding Interna Comitia meetings to discuss issues and vote on policies. If a Chief of this Comitia has a policy proposal that impacts other Chiefs or the entire nonprofit then they must bring their proposed policy to their Consul who will then hold a Comitia meeting. During the meeting the entire Comitia will vote on the policy and if a majority support the policy then the Consul will take the approved policy and present it to the Consul of the other Comitia. The Other Consul will similarly hold a vote in their Comitia and if both Comitiae support a policy, the two Consuls will sign and present the policy to the Chair.

The Consul will advise the Chair and their Chiefs and will keep a record of the activities, goals, and accomplishments of their Chiefs.

If the Consul office is vacant then someone can apply, Chiefs can suggest someone they know to apply. After the Censor vets and approves the applicant then they will become a candidate. After a candidate is found an election will be held by the entire Comitia and if 2/3rds approve of the candidate then the election certificate will be sent to the Chair for their signature. After the Chair approves the Candidate will become the Consul. The Chief must wait three months before receiving Ius Suffrigi or the right to vote on other candidates and policies.

2. Chief Financier

The Chief Financier is tasked with managing the finances of the nonprofit, budgeting, accounting, cashflow, planning, and analysis along with supporting the Chief Investor with running the Tarpeia Dota the nonprofit's endowment.

After the Chair approves the Candidate will become the Chief. The Chief must wait three months before receiving Ius Suffrigi or the right to vote on other candidates and policies.

3. Chief Secretariat

The Chief Secretariat is tasked with keeping the minutes of each meeting, preparing each meeting, notifying officers of relevant information, and helping the Censor with record keeping.

After the Chair approves the Candidate will become the Chief. The Chief must wait three months before receiving Ius Suffrigi or the right to vote on other candidates and policies.

4. Chief Attorney

The Chief Attorney is tasked with maintaining the legal status of the nonprofit on the local, state, and federal level, and represents the nonprofit in court against lawsuits. This position

must be held by someone who passed the bar and is a legal attorney and will be paid normal legal attorney fees when defending the nonprofit in court.

After the Chair approves the Candidate will become the Chief. The Chief must wait three months before receiving Ius Suffrigi or the right to vote on other candidates and policies.

5. Chief Investor

The Chief Investor is tasked with managing the Tarpeia Dota the nonprofit's endowment along with the Chief Financier, Chief Treasurer, and Chair. The Chief Investor will work with the Chief of Clientele on investor relations.

After the Chair approves the Candidate will become the Chief. The Chief must wait three months before receiving Ius Suffrigi or the right to vote on other candidates and policies.

6. Chief of HR

The Chief of HR is tasked with managing the on-boarding process for new officers, officer benefits and retention, along with leadership development and team building.

After the Chair approves the Candidate will become the Chief. The Chief must wait three months before receiving Ius Suffrigi or the right to vote on other candidates and policies.

7. Chief of Quality

The Chief of Quality is tasked with surveying the work done by the other officers and comparing them with any market data to create a score of the quality of work and outcome of the nonprofit compiling and analyzing relevant data and making policy proposals to increase overall quality.

After the Chair approves the Candidate will become the Chief. The Chief must wait three months before receiving Ius Suffrigi or the right to vote on other candidates and policies.

8. Chief Educator

The Chief Educator is tasking with managing the Tarpeia Academy, Amending America's online curriculum, including its development, changes, and participant experience. Any questions or issues with the curriculum will be answered by the Chief Educator.

After the Chair approves the Candidate will become the Chief. The Chief must wait three months before receiving Ius Suffrigi or the right to vote on other candidates and policies.

9. Tribune of the Consociateate

The Tribune of the Consociate is tasked with representing the interests of the Consociates. Each Chief can hire workers or subordinate managers who are called Consociates. Consociates do not have voting rights in nonprofit level decisions so the Tribune of the

Consociateate will vote based on what the Consociates want. The Tribune of the Consociate can also propose policy changes like any other Chief.

The Tribune of the Consociate is unique in that they are not elected by the other Chiefs but instead by the Consociates who work under the Chiefs. A single Consociate, with a second, can nominate their Tribune which will then be vetted by the Censor, afterwards all of the Consociates will vote to accept their Tribune and if a 2/3rds approve the election result is sent to the Chair for final approval. After the Chair approves the Candidate will become the Tribune. The other Chiefs must wait three months before receiving Ius Suffrigi or the right to vote on other candidates and policies, however, the Tribune of the Consociate may vote immediately after the Chair signs off on their election. The other officers must be notified of their termination a month in advance, however, the Consociates can hold a Vote of No Confidence at any time and terminate the Tribune of the Consociateate immediately. The Tribune of the Consociateate will need to sign an At-Will agreement and that agreement will be kept by the Censor for record keeping.

10. Chief Treasurer

The Chief Treasurer is tasked with managing receipts, disbursements, payments, bank accounts, financial reporting, and budgeting, along with supporting the Chief Investor in managing the Tarpeia Dota the nonprofit's endowment.

After the Chair approves the Candidate will become the Chief. The Chief must wait three months before receiving Ius Suffrigi or the right to vote on other candidates and policies.

11. Chief Architect

As Chief of Architect you are tasked with updating the design and layout of the website along with adding new features to make the site more user friendly and to maximize SEO.

After the Chair approves the Candidate will become the Chief. The Chief must wait three months before receiving Ius Suffrigi or the right to vote on other candidates and policies.

Externa Comitia

1. Externa Consul

The Externa Consul is responsible for holding Externa Comitia meetings to discuss issues and vote on policies. If a Chief of this Comitia has a policy proposal that impacts other Chiefs or the entire nonprofit then they must bring their proposed policy to their Consul who will then hold a Comitia meeting. During the meeting the entire Comitia will vote on the policy and if a majority support the policy then the Consul will take the approved policy and present it to the Consul of the other Comitia. The Other Consul will similarly hold a vote in their Comitia and if both Comitiae support a policy, the two Consuls will sign and present the policy to the Chair.

The Consul will advise the Chair and their Chiefs and will keep a record of the activities, goals, and accomplishments of their Chiefs.

If the Consul office is vacant then someone can apply, Chiefs can suggest someone they know to apply. After the Censor vets and approves the applicant then they will become a candidate. After a candidate is found an election will be held by the entire Comitia and if 2/3rds approve of the candidate then the election certificate will be sent to the Chair for their signature. After the Chair approves the Candidate will become the Consul. The Chief must wait three months before receiving Ius Suffrigi or the right to vote on other candidates and policies.

2. Chief of Clientele

The Chief of Clientele is tasked with client relations, keeping track of all clients, looking for new clients, and reaching out to potential clients. The Chief of Clientele will work with the Chief Networker in going to networking events and the Chief Marketer on nonprofit messaging. The expected clients are schools to be associated with, public, private, homeschool groups. The Chief of Clientele will also work with the Chief Investor on investor relations.

After the Chair approves the Candidate will become the Chief. The Chief must wait three months before receiving Ius Suffrigi or the right to vote on other candidates and policies.

3. Chief Marketer

Chief Marketer is tasked with creating marketing campaigns and running the social media pages of the nonprofit. The Chief Marketer will work with the Chief of Clientele and Chief Networker on outreach and nonprofit messaging.

After the Chair approves the Candidate will become the Chief. The Chief must wait three months before receiving Ius Suffrigi or the right to vote on other candidates and policies.

4. Chief Networker

The Chief Networker is tasked with setting up and going to speaking events along with the Chief Representative to be the voice and face of the nonprofit.

After the Chair approves the Candidate will become the Chief. The Chief must wait three months before receiving Ius Suffrigi or the right to vote on other candidates and policies.

5. Chief Producer

As Chief Producer you are tasked with managing the product line. You will have the jurisdiction to suggest changes to quality, pricing, which products to sell, which to drop, design of products, all with the consent of the Chief Marketer and Chair.

After the Chair approves the Candidate will become the Chief. The Chief must wait three months before receiving Ius Suffrigi or the right to vote on other candidates and policies.

6. Chief Publisher

As Chief Publisher you are tasked with publishing videos and audio files. You will oversee the production of all three and keep track of voice actors/narrators, writers, researchers, and content editors.

After the Chair approves the Candidate will become the Chief. The Chief must wait three months before receiving Ius Suffrigi or the right to vote on other candidates and policies.

7. Chief of Projects

As Chief of Projects you are tasked with overseeing, starting, finishing, or publishing research projects such as those seen on the projects page. These research projects are designed to be an additional source of information for students, teachers, and researchers beyond that of the curriculum.

After the Chair approves the Candidate will become the Chief. The Chief must wait three months before receiving Ius Suffrigi or the right to vote on other candidates and policies.

8. Chief Moderator

As Chief Moderator you are tasked with setting up and running online debates, encouraging participation in debates, reviewing mock bills on the Forum page and essays on the Essays page to make sure content is following site guidelines. You will also manage interactive socials such as Discord.

After the Chair approves the Candidate will become the Chief. The Chief must wait three months before receiving Ius Suffrigi or the right to vote on other candidates and policies.

9. Chief Representative

As Chief Representative you are tasked with being the face of the charity, giving interviews, talking to the press, working with the Chief Networker and Chief of Clientele to

organize and run social events to get new clients which include new schools to associate with, new donors, and new students.

After the Chair approves the Candidate will become the Chief. The Chief must wait three months before receiving Ius Suffrigi or the right to vote on other candidates and policies.

When a Chief has a policy proposal that affects the entire nonprofit they will present it to their respective Consul depending on which Comitia they belong to. The respective Consul will organize a meeting of all the Chiefs in the same Comitia to vote on the policy. When a consensus is determined in the affirmative, the Consul will send the policy proposal to the other Comitia's Consul where they will hold a meeting to vote on the policy. When both Comitiae support the policy both Consuls will sign it and deliver it to the Chair. The Chair can veto a policy and give their reasons why to the two Consuls; the policy proposal will start over and wait three months before the Comitiae can resend it back to the Chair. If the same policy is presented twice then the policy will go into effect even without the Chair's signature and will be written down by the Censor.

All Chiefs and Consuls will have equal voting rights; one officer one vote. Consociates or anyone subordinate to a Chief will not have suffrage but will be represented by either their respective Chief or by the Tribune of the Consociate who directly represents their interests since the Tribune will be elected by the Consociates in a similar manner as the other Chiefs are by the Joint Chiefs of Staff.

ARTICLE VI. COMMITTEES

Section 1. Committee Formation

The Joint Chiefs of Staff may create committees (Comitia) as needed, such as executive, finance, fundraising, product management, public relations, data collection, etc. Committee can be formed during any type of meeting where a quorum of Chiefs is present and with a simple majority vote.

ARTICLE VII. – Conflict of Interest and Compensation

Section 1: Purpose

The purpose of the conflict of interest policy is to protect Amending America's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Consociate of the Organization or might result in a possible excess benefit transaction. 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 Consociate, principal officer, Chief, or officer of a committee with delegated powers, 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 Organization has a transaction or arrangement,

2. A compensation arrangement with the Organization or with any entity or individual with which the Organization 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 Organization 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 governing board or committee decides that a conflict of interest exists.

Section 3. 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 Consociates and officers 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 officers shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. 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.

2. 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.

3. After exercising due diligence, the governing board or committee shall determine whether the Organization 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.

4. 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 Consociates whether the transaction or arrangement is in the Organization'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

1. If the governing board or committee has reasonable cause to believe an officer has failed to disclose actual or possible conflicts of interest, it shall inform the officer of the basis for such belief and afford the officer an opportunity to explain the alleged failure to disclose.

2. If, after hearing the officer's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the officer 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 the Joint Chiefs of Staff and all committees with Staff 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

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

Section 6.Annual Statements

Each Chief shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization 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 Organization operates in a manner consistent with nonprofit purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

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

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in insurance, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization 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 VIII. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Georgia, the nonprofit shall indemnify any Consociate, officer, employee, agent, or Chief, or former Consociate, officer, employee, agent, or Chief of the nonprofit, or any person who may have served at the nonprofit's request as a Consociate or officer of another corporation (each of the foregoing Consociates, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such Consociate, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification

shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Consociates, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the nonprofit in advance of the final disposition of such action, suit, or proceeding, if authorized by the Joint Chiefs of Staff, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The nonprofit may purchase and maintain insurance on behalf of any person who is or was a Consociate, Chief, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the nonprofit would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE IX. BOOKS AND RECORDS

The nonprofit shall keep complete books and records of accounts and minutes of the proceedings of the Joint Chiefs of Staff. The nonprofit will also keep notes and records of all transactions, accounts, donations, expenditures, etc.

ARTICLE X. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Joint Chiefs of Staff, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each chief at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all Consociates then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of Chiefs then in office.

Section 2. Bylaws

The Joint Chiefs of Staff may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each Consociate within the time and the manner provided for the giving of notice of meetings of Consociates.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial Chiefs and incorporators of this nonprofit, and we consent to, and hereby do, adopt the foregoing Bylaws as the Bylaws of this nonprofit organization.

ADOPTED AND APPROVED

by the Joint Chiefs of Staff on this 30th day of August, 2023

Mark Shubert

Mark Shubert, Chair of the Joint Chiefs of Staff

Callie Donaghue

ATTEST: Callie Donaghue, Chief Financial Officer & Secretary

Melinda Huspen

ATTEST: Melinda Huspen, Chief Moderator

Evan Louey-Dacus

ATTEST: Evan Louey-Dacus, Chief Producer

Nour Chbany

ATTEST: Nour Chbany, Chief Marketer