

By-Laws of Hungry Minds, Inc., a New Jersey Non-Profit Corporation

Article I - Name

1.01 Organization Name

The name of this corporation shall be Hungry Minds, Inc. The business of the corporation shall be conducted as Hungry Minds, Inc. or Hungry Minds.

Article II – Purpose & Powers of Organization

2.01 Purpose

Hungry Minds, Inc. is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986, or the corresponding section of any future Federal Tax Code.

Without limitation to future activities authorized by the Hungry Minds Inc. board and in compliance with the above paragraph, the initial purpose of the corporation will be to focus on school lunch debt and food security needs of public school students demonstrating need.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the corporation is organized, and to assist other organizations or persons whose activities further accomplish, foster or attain such purposes. The powers of the corporation may include but not be limited to the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Non-Profit Status and Exempt Activities Limitation

(a) Non-profit Legal Status. Hungry Minds, Inc. is a New Jersey non-profit corporation, recognized as tax exempt, or pending recognition, under section 501 (c) 3 of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these bylaws, no director, officer, employee, member or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by any organization exempt under Section 501 (c) 3 of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170 (c) 2 of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member or other private person, except that corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these bylaws.

(c) Distributable Upon Dissolution. Upon termination or dissolution of Hungry Minds, Inc., any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501 (c) 3 of the Internal Revenue Code, or described in any successor statute, which

organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Hungry Minds, Inc. shall be selected in the discretion of a majority of the board of directors of Hungry Minds, Inc., and if the directors cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Hungry Minds, Inc., by one or more of its directors which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon finding that this section is applicable shall select the qualifying organization(s) to receive the assets to be distributed.

In the event the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose which, at least generally, includes a purpose similar to Hungry Minds, Inc., then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of New Jersey to be added to the general fund.

Article III – Membership

3.01 No Membership Classes. The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

3.02 Non-Voting Affiliates. The board of directors may approve classes of non-voting affiliates with rights, privileges and obligations established by the board. Affiliates may be individuals, businesses and other organizations that seek to support the mission of the corporation. The board, a designated committee to the board or any duly elected officer in accordance with board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the board of directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or on the corporation website or social media sites. Affiliates have no voting rights and are no members of the corporation.

3.03 Dues. Any dues for affiliates shall be determined by the board of directors.

Article IV – Board of Directors

4.01 Number of Directors. Hungry Minds shall have a board of directors consisting of no less than 4 and no more than 11 directors. Within these limits the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering terms of directors.

4.02 Powers. All corporate powers shall be exercised by or under the authority of the board of directors and the affairs of Hungry Minds, Inc. shall be managed under the direction of the board, except as otherwise provided by law.

4.03 Terms

(a) All directors shall be elected to serve one-year terms, however the term may be extended until a successor has been elected.

(b) directors may serve terms in succession.

(c) the term of office shall be considered January 1 to December 31 of the first full year in office (which may be the second calendar year in office), unless the term is extended pursuant to 4.03 (a) above.

4.04 Qualifications and Election of Directors. In order to be eligible to serve on the board of directors, the individual must be at least 18 years of age. Directors may be elected at any board meeting by majority vote of the existing board of directors. The election of directors to replace or re-elect those who have fulfilled their terms in office shall take place in January of each year.

4.05 Vacancies. The board of directors may fill vacancies to the expiration of a director's term in office, resignation, death or removal of a director, or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these bylaws.

Vacancies in the board due to resignation, death and removal shall be considered "unexpected vacancies" and shall be filled by vote of the remaining board members for the balance of the term of the director being replaced.

4.06 Removal of Directors. A director may be removed by three-fourths vote of the board of directors then in office if:

(a) the director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board chairman is empowered to excuse directors from attendance for reasons deemed adequate by the board chairman. However, the chairman will not have the power to excuse him/herself, and in that case the president shall determine whether to excuse the chairman. Or;

(b) For cause or no cause, if before any meeting the board member at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss his/her case and is given the opportunity to be heard at a meeting of the board.

4.07 Board of Director Meetings

(a) Regular Meetings. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon at least four (4) days notice by first class mail, electronic mail, SMS/Text messaging or facsimile transmission, or at least forty-eight (48) hours notice if delivered personally or by telephone. If sent by mail, electronic mail, SMS/Text or facsimile, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify place, day and hour of meeting. The purpose of the meeting need not be specified.

(b) Special Meetings. Special meetings of the board may be called by the chairman, president or any two (2) other directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time and place, but not the purpose of the meeting.

(c) Waiver of notice. Any director may waive notice of any meeting, unless prohibited by New Jersey law.

4.08 Manner of Acting

(a) Quorum. A majority of directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority vote. Except as otherwise required by law, or by these bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be an act of the board.

(c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the chairman or president in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) Participation. Except as required by law, the Articles of Incorporation, or these bylaws, directors may participate in regular or special meetings through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including but not limited to in person, internet video meeting or telephonic conference calls.

4.09 Compensation for Board Member Services. Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reimbursement of reasonable expenses incurred by directors in conjunction with carrying out their board responsibilities, such as travel expensed to attend meetings.

4.10 Compensation for Professional Services by Directors. Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

Article 5 - Committees

5.01 Committees. The board of directors may, by resolution adopted by a majority of directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

(a) take any final action on matters which also require board members' approval or approval of a majority of board members;

(b) fill vacancies on the board of directors or in any committee which has the authority of the board;

(c) amend or repeal bylaws or adopt new bylaws;

(d) amend or repeal any resolution of the board of directors which by its express terms is not so amenable or repealable;

(e) appoint any other committees of the board of directors or the members of these committees;

(f) expend corporate funds to support a nominee for director; or

(g) approve and transaction:

(i) to which the corporation is a party and one or more directors have a material financial interest; or

(ii) between the corporation and one or more of its directors or between the corporation and any person in which one or more of its directors have a material financial interest.

5.02 Meetings and Actions of Committees. Meetings and action of the committees shall be governed by and held and taken in accordance with the provisions of Article IV of these bylaws concerning meetings of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members, except that the time for regular meetings of the board of directors may be determined either by resolution of the board of directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the board of directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minute shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with provisions of the se bylaws.

5.03 Informal Action by the Board of Directors. Any action required or permitted to be taken by the board of directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid written communication. The intent of this provision is to allow the board of directors to use e-mail to approve actions, as long as a quorum of the board members gives consent.

Article VI - Officers

6.01 Board Officers. The officers of the corporation shall be board chairman, president, treasurer and secretary, all of whom shall be chosen by and serve at the pleasure of the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these bylaws or by the resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint vice presidents and such other officers as it deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

6.02 Term of Office. Each officer shall serve a one year term of office. Each board officer's term will begin upon the adjournment of the board meeting at which elected and end upon the adjournment of a board meeting during which a successor is elected.

6.03 Removal and Resignation. The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

6.04 Board Chairman. The board chairman shall be co-chief volunteer of the corporation and lead the board of directors in performing its duties and responsibilities including, if present, presiding at all meetings of the board of directors, and shall perform all the other duties incident to the office oir properly required by the board of directors.

6.05 Board President. The board president shall be co-chief volunteer of the corporation and lead the day to day operations of the organization. In the absence or disability of the board chairman, the board president shall perform the duties of the board chairman. When so acting, the board president shall have all the powers of and be subject to all the restrictions upon the board chairman. The president shall have such other powers and perform such other duties prescribed by the board of directors.

6.06 Secretary. The secretary shall keep or cause to be kept a book of minutes of all meetings and actions of the directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meetings was held in accordance with the law and these bylaws. The secretary shall cause notice to be given of all meetings of directors and committees as required the bylaws. The secretary shall have such other powers and perform such other duties prescribed by the board of directors or the board chairman. The secretary may appoint, with approval of the board, a director to assist in the performance of all or part of the duties of the secretary.

6.07 Treasurer. The treasurer shall be the lead director for the oversight of the financial condition and affairs of the corporation. The treasurer shall oversee and keep the board informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other directors and officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports. Including an account of major transaction and the financial condition of the corporation, are made available to the board of directors on a timely basis or as may be required by the board of directors. The treasurer shall perform all duties properly required by the board of directors or the board president. The treasurer may appoint, with the approval of the board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

6.08 Non-Director Officers. The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation

Article VII – Contracts, Checks, Loans, Indemnification and Related Matters

7.01 Contracts and Other Writings. Except as otherwise provided by resolution of the board or by board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the treasurer or other person(s) to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the board.

7.02 Checks, Drafts. All checks, drafts, electronic transfers, wire transfers, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the board.

7.03 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depository as the board or a designated committee of the board may select.

7.04 Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the board. Such resolution shall be confined to specific instances.

7.05 Indemnification.

(a) Mandatory indemnification. The corporation shall indemnify a director or former director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation. Such indemnification will be against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation against liability incurred in the proceeding, if the determination to indemnify him or her has been made in a manner prescribed by law and payment has been authorized in a manner prescribed by law.

(c) Advance for Expenses. Expenses incurred in defending civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation under these bylaws.

(d) Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with New Jersey Law and public policy, provided such indemnification and the scope of such indemnification is set forth by the general or specific action of the board or by contract.

Article 8 – Miscellaneous

8.01 Books and Records. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its board of directors, a record of all actions taken by the board without a meeting, and a record of all actions taken by committees of the board. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and bylaws as amended to date.

8.02 Fiscal Year. The fiscal year of the corporation shall be from January 1 to December 31 of each year.

8.03 Conflict of Interest. The board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate or member of a committee with board delegated powers.

8.04 Nondiscrimination Policy. The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, religion, national origin and sexual or gender orientation. It is the policy of Hungry Minds, Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender including gender identification, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion or national origin.

8.05 Bylaw Amendment. The bylaws may be amended, altered, repealed or restated by a vote of the majority of the board of directors then in office, at a meeting of the Board, provided however:

(a) that no amendment shall be made to these bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501(c)3 of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and

(b) that an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by three-fourths (3/4ths) vote of a quorum of directors at a board meeting; and

(c) that all amendments be consistent with the Articles of Incorporation.

Article IX – Counterterrorism and Due Diligence Policy. In furtherance of its exemption by contributions to other organizations, domestic or foreign, Hungry Minds, Inc. shall stipulate how the funds will be used and shall require the recipient to provide the corporation with records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of Treasury’s publication “Voluntary Best Practice for US Based Charities” is not mandatory, Hungry Minds, Inc. willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to develop, re-evaluate and strengthen a risk based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activities by terrorist organizations and support networks.

Hungry Minds, Inc. shall also comply and put into practice the federal guidelines, suggestions, laws and limitations set forth by pre-existing U.S. legal requirements related to combating terrorist financing, which include but are not limited to various sanctions programs administered by the Office of Foreign Assets Control (OFAC) in regards to its foreign activities.

Article X – Document Retention Policy

10.01 Purpose. The purpose of this document retention policy is to establish standards for document integrity, retention and destruction and to promote the proper treatment of Hungry Minds, Inc. records.

10.02 Policy.

(a) General Guidelines. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Hungry Minds, Inc. may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

(b) Exception for Litigation Relevant Documents. Hungry Minds, Inc. expects all officers, directors and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors and employees should not the following general exception to any stated destruction schedule: If you believe, or Hungry Minds, Inc. informs you that corporate records are relevant to litigation or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously established destruction schedule for those records.

(c) Minimum Retention Periods for Specific Categories:

(i) Corporate Documents. Corporate records include the corporation's Article of Incorporation, bylaws, and IRS form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(ii) Tax Records. Tax records include, but may not be limited to documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(iii) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(iv) Board and Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minutes book. A clean copy of all other board and board committee materials should be kept for no less than three years by the corporation.

(v) Press Release/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

(vi) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be retained for a period of ten years.

(vii) Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period it keeps other corporate files, generally three years. An exception to the three year policy may be sales invoices, contracts, leases, and other legal documentation related to marketing and sales. These documents should be kept for at least three years beyond the life of the agreement.

(viii) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g. patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

- (1) Derives independent economic value from the secrecy of the information; and
- (2) Has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secrets for at least the life of the trade secret.

(ix) Contracts. Final execution copies of all contracts entered into by the corporation should be retained for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(x) Correspondence. Unless correspondence falls under another category listed elsewhere in this article, it should generally be saved for two years.

(xi) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks should be kept for three years unless required for tax purposes in which case they should be kept for seven years.

(xii) Insurance. Expired insurance policies, accident reports, claims materials, etc. should be kept permanently.

(xiii) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

(d) Electronic Mail. E-mail that needs to be saved should be either:

- (i) printed in hard copy and kept in the appropriate file; or
- (ii) downloaded to a computer file and kept electronically or on a disk as a separate file. The retention period depends upon the subject matter, as covered elsewhere in this article.

Article XI – Transparency and Accountability; Disclosure of Financial Information to the General Public

11.01 Purpose. By making full and accurate information about its mission, activities, finances and governance publicly available, Hungry Minds, Inc. practices and encourages transparency and accountability to the general public. This policy will:

- (a) Indicate which documents and materials produced by the corporation are presumed open to staff and/or the public; and
- (b) Indicate which documents and materials produced by the corporation are presumed closed to staff and/or the public; and
- (c) Specify the procedures whereby the open or closed status of documents and materials can be amended.

11.02 Financial and IRS Documents. Hungry Minds, Inc. shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy and financial statements to the general public for inspection free of charge.

11.03 IRS Annual Information Returns. While neither board approval of the Form 990 nor a board review of the 990 is required under Federal law, Hungry Minds, Inc. shall submit the Form 990 to its board of directors via either hard copy or email at least 10 days prior to filing the Form 990 with the IRS.

11.04 Board. All board deliberations, board minutes and board papers or materials considered shall be open to the public following the meeting at which they were performed or considered, except where the board passes a motion to make all or part of any of these topics or materials confidential.

11.05 Staff Records.

(a) All staff records shall be available for consultation by the staff member concerned or by his or her legal representative.

(b) No staff records shall be made available to any person outside the corporation except to authorized governmental agencies.

(c) Within the corporation, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member.

(d) Staff records shall also be made available to board when requested.

11.06 Donor Records.

(a) All donor records shall be made available for consultation by the donor(s) concerned or by their legal representatives.

(b) No donor records shall be made available to any person outside the corporation except to authorized governmental agencies.

(c) Within the corporation, donor records shall be made available only to those persons with managerial or record keeping responsibility for dealing with donors.

(d) Donor records shall also be made available to the board when requested.

Article XII – Code of Ethics and Whistleblower Policy

12.01 Purpose. Hungry Minds, Inc. requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. Hungry Minds, Inc. will adhere to all laws and regulations that apply to the corporation, and the underlying purpose of this policy is to support the corporation's goal of legal compliance.

12.02 Reporting Violations. If any director, officer or employee reasonably believes the some policy, practice or activity of Hungry Minds, Inc. is in violation of law, that person must file a written complaint with the president or chairman.

12.03 Acting in Good Faith. Anyone filing a complaint concerning violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information reported indicates a

violation. Any allegations that prove to be unsubstantiated and which prove to have been made maliciously or with knowledge that they were false shall be subject to civil and criminal review.

12.04 Retaliation. Anyone filing a complaint under this article is protected from retaliation if she or he brings the alleged unlawful activity, policy or practice to the attention of Hungry Minds, Inc. and provides Hungry Minds, Inc. with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals who comply with this requirement.

Hungry Minds, Inc. shall not retaliate against any director, officer or employee who in good faith has made a protest or raised a complaint against some practice of the corporation or of another individual or entity with which/whom Hungry Minds, Inc. has a business relationship, on the basis of a reasonable belief that the practice is in violation of law or of a clear mandate of public policy.

Hungry Minds, Inc. shall not retaliate against any director, officer or employee who discloses or threatens to disclose to a supervisor or a public body and activity, policy or practice of Hungry Minds, Inc. that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning health, safety, welfare or protection of the environment.

12.05 Confidentiality. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

12.06 Handling of Reported Violations. The board chairman or president shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and appropriate action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers and employees and they shall have the opportunity to ask questions about the policy.

Article XIII – Amendment of Articles of Incorporation

Any amendment of the Articles of Incorporation may be adopted by approval of two thirds (2/3rds) of the board of directors.

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CERTIFICATION OF ADOPTION OF BYLAWS

I do hereby certify that the above stated bylaws of Hungry Minds, Inc. were approved by the Hungry Minds, Inc. board of directors on __9/28/2019_____ and constitute a complete copy of the bylaws of the corporation.

_____(signature on file)_____

Deborah Hayman, Secretary

Date: __9/28/2019_____