

**BYLAWS OF  
GLOBAL EMPOWERMENT MISSION, INC.**

[A Florida Corporation, recognized as a tax-exempt organization under IRS § 501(c)(3)]

Adopted by the Board August 2023

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**ARTICLE I**  
**Name and Offices**

The name of the organization is GLOBAL EMPOWERMENT MISSION, INC. (the "Corporation"). The principal office of the Corporation shall be located within the State of Florida as the Board may from time to time determine. The Corporation may also have other offices, including but not limited to within the State of Florida as the Board of Directors may from time to time determine or the purposes of the Corporation may require.

**ARTICLE II**  
**Purpose**

The purposes of the Corporation shall be those set forth in the Certificate of Incorporation, as may be amended from time to time.

**ARTICLE III**  
**(Intentionally omitted.)**

**ARTICLE IV**  
**Board of Directors**

Section 1 - Powers and Numbers

The affairs and property of the Corporation shall be managed by or under the direction of the Board of Directors (the "Board") in accordance with the purposes and limitations set forth in the Certificate of Incorporation and in these Bylaws. The number of directors shall be at least three (3) but no more than fifteen (15). Within the specified limits, the number of directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the entire Board and no decrease shall shorten the term of any incumbent director.

Section 2 - Election and Term

The initial directors shall be the persons named in the Certificate of Incorporation and shall serve until the first annual meeting of the Board. In the election held by the Corporation at the first annual meeting of the Board, there shall be directors elected. To become a director, a person shall be nominated by a director and elected by a majority of the Board. Directors shall hold office for a term of two (2) years and each shall continue in office for such term and until such director's successor shall have been re-elected or qualified, or until such director's death, resignation or removal. So long as a director remains actively engaged, their term shall be automatically renewed unless terminated in accordance with Section 5 of Article IV.

Section 3 - Newly Created Directorships

Newly created directorships resulting from an increase in the authorized number of directors and vacancies occurring in the Board for any cause, including any vacancy occurring by reason of the removal of any director from office with or without cause, may be filled by the vote of the majority of the directors then in office. Each director so elected shall serve until the next annual meeting and until such director's successor is elected or appointed and qualified or until such director's earlier death, resignation, or removal.



#### Section 4- Removal

Any director may be removed at any time, at any meeting by a majority of the entire Board or by action in writing signed by all of the other directors.

#### Section 5 - Resignation

Any director may resign at any time by giving notice to the President or Secretary. The resignation shall take effect immediately upon said notice, or at such other time as shall be specified therein, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 6 - Meetings

The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Regular or special meetings of the Board may be held at any time upon the call of the President or any two directors.

#### Section 7 - Notice of Meetings

Notice need not be given of regular meetings of the Board if the time and place of such meetings are fixed by the Board. Notice of each special meeting of the Board must be given to each director not less than seven (7) business days before such meeting. Notice may be in writing and sent by mail, addressed to such director at his/her address as it appears on the records of the President, with prepaid postage thereon. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Such notice shall be deemed to have been given when it is deposited in the United States mail. Notice may also be given by telephone or sent by facsimile transmission, telegraph, courier service, electronic mail ("e-mail") or hand delivery. Notice of any adjournment of a meeting of the Board to another time or place shall be given to any directors who were not present at the time of the adjournment. Notice of a regular or special meeting need not be given to a director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to him or her.

#### Section 8 - Quorum

At each meeting of the Board, the presence of one-half of the total number of directors shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting from time to time without notice other than by announcement at the meeting, until such a quorum is present.

#### Section 9 - Manner of Acting

The vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board.

#### Section 10 - Meeting by Conference Telephone

Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.



#### Section 11 - Action Without a Meeting

Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

#### Section 12 - Compensation of Directors

The Corporation shall not pay compensation to directors for services rendered to the Corporation in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. This shall not in any way limit reimbursement of or payment for services provided to the Corporation by the director in any capacity separate from his or her responsibilities as a director, provided that there is full disclosure of the terms of such compensation and the arrangement has been approved by the Board. The provisions of this section shall not in any way limit reimbursement of expense incurred, subject to the Conflict of Interest Policy of the Corporation, as enacted and amended from time to time.

### **ARTICLE V**

#### **Advisory Board**

The Board, by resolution adopted by a majority of the entire Board, may designate an Advisory Board. Such Advisory Board shall consist of persons who are interested in the purpose and principles of the Corporation. The Advisory Board and each member thereof shall serve at the pleasure of the Board. The Board may remove any member of the Advisory Board, either with or without cause. The Advisory Board shall advise the Board as to any matters that are put before it by the Board concerning the Corporation. The Advisory Board shall not have or purport to exercise any powers of the Board nor shall it have the power to bind the Corporation in any manner.

### **ARTICLE VI**

#### **COMMITTEES**

#### Section 1 - Nominating Committee

By resolution of the Board, a Nominating Committee may be appointed consisting of three (3) directors, who shall be elected by a plurality of the votes cast by the directors of the Corporation at each Annual Meeting and shall serve until the next Annual Meeting. The Nominating Committee shall present a slate of nominees for the Board at the next Annual Meeting following its election.

#### Section 2 - Executive Committee, Finance Committee and Other Standing Committees

The Board, by resolution adopted by a majority of the entire Board, must designate from among its members an Executive Committee, a Finance Committee and other standing committees consisting of three (3) or more directors. The standing committees shall have such authority as the Board shall by resolution provide; and the Executive Committee shall have all the authority of the Board, except that no such committee shall have authority as to the following matters:

- (i) The filling of vacancies in the Board or in any committee.
- (ii) The fixing of compensation of the directors for serving on the Board or on any committee.
- (iii) The amendment or repeal of the Bylaws, or the adoption of new Bylaws.
- (iv) The amendment or repeal of any resolution of the Board which by its terms, shall not be so amendable or repealable. Any reference in these Bylaws to the Board shall include the Executive Committee unless the context or express provision otherwise indicates.

- A. The Executive Committee shall be tasked with general oversight and strategic planning on behalf of the mission of the Corporation. Among its duties, it shall be tasked with the development and growth of the Board of Directors as well as the annual evaluation of the performance and compensation of the Founder and/or President of the Corporation. The Executive Committee shall also be responsible for the maintenance of succession planning for the Founder and/or President of the Corporation.
- B. The Finance Committee shall be tasked with financial oversight of the budgeting, expenses and financial planning of the Corporation. The Finance Committee shall meet at least twice per fiscal year and review quarterly financial reports, budgeting, expenses, investments and any other relevant financial issues to the Corporation. The Finance Committee will annually review audits submitted during the first quarter of every fiscal year.

### Section 3 - Special Committees

The Board may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee by Section 2 of this Article VI.

### Section 4 - Meetings

Meetings of committees, of which no notice shall be necessary, shall be held at such time and place as shall be fixed by the President of the Corporation or the chairman of the committee or by vote of a majority of the members of the committee.

### Section 5 - Quorum and Manner of Acting

Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of the committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board.

### Section 6 - Tenure of Members of Committees of the Board

Each committee of the Board and every member thereof shall serve at the pleasure of the Board except as otherwise expressly set forth in these bylaws.

### Section 7 - Alternate Members

The Board may designate one (1) or more directors as alternate members of the Executive Committee or of any standing committee of the Board, who may replace any absent member or members at any meeting of such committee.



## ARTICLE VII

### Officers

#### Section 1 - Officers

The officers of the Corporation shall at least consist of a Chairman, Vice Chairman, and Secretary/Treasurer, and such other officers, if any, including one or more Vice Presidents, as the Board may from time to time appoint. All officers shall be chosen by and shall serve at the pleasure of the Board.

#### Section 2 - Election, Term of Office, and Qualifications

The officers of the Corporation shall be elected annually by a majority vote of the Board at the annual meeting of the Board, and each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. Except as may otherwise be provided in the resolution of the Board choosing an officer, no officer need be a director. One person may hold, and perform the duties of, more than one office, provided that the same person may not hold the offices of President and Secretary. All officers shall be subject to the supervision and direction of the Board.

#### Section 3 - Removal

Any officer elected or appointed by the Board may be removed at any time, with or without cause, at any meeting by a majority of the entire Board at which a majority of the directors is present or by action in writing signed by all directors.

#### Section 4 - Resignations

Any officer may resign at any time by giving seven (7) days written notice to the Chairperson. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### Section 5. Vacancies

A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for regular appointment to such office.

#### Section 6. Chairman

The Chairman shall:

- A. preside at all meetings of the Board;
- B. exercise general charge and supervision of the affairs of the Corporation and shall do and perform such duties as the Board may assign to the Chairman;
- C. keep the Board fully informed about the activities of the Corporation; and
- D. have the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.

#### Section 7- Vice Chairman

At the request of the Chairman, or in the event of the Chairman's absence or disability, the Vice Chairman shall perform the duties and possess and exercise the powers of the Chairman, and the Vice Chairman shall have such other powers and perform such other duties as the Board may assign to the Vice Chairman.

#### Section 8 – Secretary/Treasurer

The Secretary/Treasurer shall:

- A. record and keep the minutes of all meetings of the Board in books to be kept for that purpose;
- B. see that all notices and reports are duly given or filed in accordance with these Bylaws or as required by law;
- C. be custodian of the records (other than financial) and have documents whose execution on behalf of the Corporation under its seal is required by law or duly authorized in accordance with these Bylaws; and
- D. in general, perform all duties incident to the office of Secretary/Treasurer and such other duties as the Chair of the Board may from time to time assign to the Secretary/Treasurer.
- E. have charge and custody of, and be responsible for, the oversight of all funds and securities of the Corporation and the oversight of the deposit of all such funds in the name of the Corporation in such depositories as shall be designated by the Board;
- F. exhibit at all reasonable times the Corporation's books of account and records to any of the directors of the Corporation upon application during business hours at the office of the Corporation where such books are kept;
- G. render a statement of the condition of the finances of the Corporation at the annual meeting of the Board;
- H. receive, and give receipt for, amounts due and payable to the Corporation from any source whatsoever and, subject to the direction of the Board, authorizing the disbursement of funds of the Corporation;
- I. in general, perform all the duties incident to the office of Secretary/Treasurer, and such other duties as the Chair or the Board may from time to time assign to the Secretary/Treasurer; and
- J. if required by the Board, give such security for the faithful performance of the Secretary/Treasurer's duties as the Board may require.

#### Section 9 - Employees and Other Agents

The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

### **ARTICLE VIII**

#### **Execution of Instruments**

#### Section 1 - Contracts and Instruments

The Board, subject to the provisions of Article XI, may authorize any officer or agent of the Corporation to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.



## Section 2 - Deposits

Funds of the Corporation may be deposited from time to time to the credit of the Corporation with the depositories that are selected by the Board.

## Section 3 - Orders for the Payment of Money and Endorsed for Deposit

- A. All checks, drafts or other orders for the payment of money, notes, or acceptances issued in the name of the Corporation shall be signed by the office or officers or agent or agents of the Corporation authorized, and in the manner determined, from time to time by resolution of the Board.
- B. Endorsements for deposits to the credit of the Corporation in any of its authorized depositories may be made, without countersignature, by any officer of the Corporation or may be endorsed by hand-stamped impression in the name of Corporation, unless otherwise provided by resolution of the Board.

## Section 4 - Non-profit Status

The Corporation is a non-profit corporation organized exclusively for religious, charitable and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code, as amended. In no event will any part of the assets of the Corporation be applied directly for the benefit of any member of the Corporation in any manner that is prohibited by or may jeopardize the exempt status of the Corporation under Section 501(c)(3) of the Internal Revenue Code, and any such improper action shall be void and ultra vires as to the Corporation, and the individual(s) responsible for such action shall be personally liable to the Corporation, for the full amount of the consequences of any acts contrary to the Bylaws of the Corporation including all costs and fees which would put the Corporation's non-profit tax status in jeopardy.

## Section 5 - Net Earnings

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 set forth in the purpose clause hereof. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office;

## Section 6 - Non-permitted Activity

Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code; and

## Section 7 - Assets Upon Dissolution

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purpose.



## **ARTICLE IX**

### **Indemnification**

#### Section 1 - Indemnification

The Corporation may, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate, was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

#### Section 2 - Insurance

The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors, officers and employees pursuant to Section 1 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 1 above.

## **ARTICLE X**

### **General Provisions**

#### Section 1 - Fiscal Year

The Board may from time to time fix the fiscal year of the Corporation. In the absence of such action(s), the fiscal year of the Corporation shall be the calendar year.

#### Section 2 - Seal

At such time as the Board may so elect, the corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Not-for-Profit, Florida." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

#### Section 3 - Books and Records

The Corporation shall keep correct and complete books and records of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, all resolutions of the Board, and all minutes of meetings of the Board and committees thereof.

## **ARTICLE XI**

### **Conflicts of Interest**

Any potential conflict of interest which could result in a direct or indirect financial or personal benefit to a director, officer or staff member must be disclosed on good faith or known to the Board, and must be resolved pursuant to the Conflict of Interest Policy adopted by the Corporation and attached to these bylaws as **Exhibit A**. The Conflict of Interest Policy shall be reviewed by every director, officer, staff member and board member.

**ARTICLE XII**  
**Amendments**

These Bylaws may be amended or repealed by the affirmative vote of two-thirds of the entire Board present at any meeting of the Board at which a quorum is present. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.


**ARTICLE XIII**  
**Non-Discrimination**

In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, or mental or physical handicap.

**ARTICLE XIV**  
**Reference to Certificate of Incorporation**

References in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted.

These Bylaws were approved at a meeting of the Board of Directors of Global Empowerment Mission on

August 3, 2023.  




**Exhibit A**  
**Conflict of Interest Policy**

**GLOBAL EMPOWERMENT MISSION, INC.**  
**OFFICER AND DIRECTOR**  
**CONFLICT OF INTEREST POLICY**

1. **Purpose.** The purpose of this Conflict of Interest Policy (this "Policy") is to protect the interests of **GLOBAL EMPOWERMENT MISSION, Inc.** (the "Corporation") when it is contemplating entering into any arrangement, understanding or agreement (collectively referred to hereinafter as, "Transactions") that could be perceived to, or in fact, benefit the private interests of an officer or member or committee member of the Board of Directors (the "Board") of the Corporation (each such person, a "Governing Person"), or might result in a potential Excess Benefit Transaction, as defined below. This Policy is intended to supplement but not replace any applicable state or federal laws governing conflicts of interest applicable to nonprofit or charitable organizations.

2. **Additional Definitions**

"Interested Person" means any Governing Person who has an Interest.

"Interest" means with respect to any Governing Person that such person holds an interest in an entity with which the Corporation is contemplating or may contemplate Transactions or with respect to which the Corporation is contemplating or may contemplate taking any decision or action (such entity, a "Potential Counterparty") and that as a result of any Transactions, decision or action with such Potential Counterparty, such Governing Person's interest in the Counterparty would result in material benefit or detriment, whether direct or indirect or economic or otherwise, to such Governing Person, its family or other affiliate. In furtherance of the foregoing, and not by way of limitation, a Governing Person shall in all cases be deemed to have an Interest in a Potential Counterparty if the Governing Person in question, its family or other affiliate:

- a. serves as a director, officer, member, or a partner of such Potential Counterparty or any of its affiliates, creditors or beneficiaries;
- b. either directly or indirectly holds a debt, equity, or other contractual interest in any Potential Counterparty; or
- c. has a compensation arrangement with (i) any Potential Counterparty, or, if such compensation arrangement could reasonably be expected to be affected by any specifically contemplated Transactions, decision or action, (ii) the Corporation.

"Conflict of Interest" shall be deemed to exist if the Board or one of its Committees determines in good faith that an Interest is held by an Interested Person that is relevant to any Transactions, decisions or actions before any one or more organs of the Corporation in which such Interested Person has influence, and that such Interest does, or could reasonably be



expected to conflict with the best interests of the Corporation. For the avoidance of doubt, an Interest does not automatically constitute a Conflict of Interest.

"Limited Conflict of Interest" shall be deemed to exist if, in the consideration of a Conflict of Interest, the Board or one of its Committees determines that the Interested Person should be prohibited from voting, but not from participating in discussions by the relevant organ of the Corporation with respect to the subject Transactions, decisions or actions with a Potential Counterparty.

### 3. Disclosure.

(a) Prior to being elected or otherwise designated a Governing Person, and thereafter on an annual basis, all Governing Persons shall disclose in writing, to the best of their knowledge, all Interests in Potential Counterparties. A copy of each disclosure statement shall be available to any Governing Person on request.

(b) If at any time during his or her term of service, a Governing Person acquires or identifies any Interest; that Interest and the material terms of any potential conflict of interest shall be promptly disclosed in writing to the Chairman of the Board and any Governing Person designated by the Chairman of the Board.

(c) When any Transactions, decisions or actions come before the Board, any committee thereof or any officer of the Corporation, and an Governing Person has an Interest or other possible conflict, such Interested Person shall immediately disclose the Interest or other conflict to its supervisor or the Chairman of the Board or the subject committee thereof, together with all material facts (if the Chairman of the Board is or becomes an Interested Person, the Chairman of the board must disclose its Interest to the entire Board).

### 4. Non-Participation and Voting.

(a) Procedure for all Conflict-of-Interest Transactions. No Interested Person shall be permitted to be present during or otherwise participate in the discussion or determination of whether such Interested Person has a Conflict of Interest or a Limited Conflict of Interest, nor shall such Interested Person, if a Conflict of Interest is deemed to exist, be permitted to participate in or be present during the discussion of whether to approve the Transactions in question except as provided below. No Interested Person shall vote on any matter in which he or she has a Conflict of Interest or a Limited Conflict of Interest. Notwithstanding the foregoing, an Interested Person determined to have a Conflict of Interest may make a presentation at the Board or committee meeting, but after the presentation, such Person shall leave the meeting during the discussion of, and the vote on, the Transactions, decision or action involving the Conflict of Interest.

### (b) Circumstances in Which Comparability Data is Necessary.

(i) If the Transaction, decision or action involves compensation for services of a Governing Person, or other individual deemed to be a disqualified person under the



federal tax laws and regulations (a "Disqualified Person"), or if the Transaction, decision or action involves the transfer of property or other benefit to a Governing Person or other Disqualified Person, the disinterested members of the Board or committee must determine that the value of the economic benefit provided by the Corporation to the Interested Person or Persons does not exceed the value of the consideration received in exchange (an "Excess Benefit Transaction") by obtaining and reviewing appropriate comparable data ("Comparability Data").

(ii) When considering the comparability of compensation, the relevant data which the Board or committee may consider includes, but is not limited to, the following: (1) compensation levels paid by similarly situated organizations, both exempt and non-exempt; (2) the availability of similar services within the same geographic area; (3) current compensation surveys compiled by independent firms; and (4) written offers from similar institutions competing for the same person's services. When the transaction involves the transfer of real property as compensation, the relevant factors include, but are not limited to, (1) current independent appraisals of the property, and (2) offers received in a competitive bidding process.

(iii) Based on the Comparability Data, the Board or committee shall determine by a majority vote of the disinterested directors or committee members, as applicable, whether the Transactions, decision or action are fair and reasonable to the Corporation. In conformity with the above determination, it shall make its decision as to whether to enter into the Transactions, decision or action.

(iv) If such Transactions, decision, or action are approved by the Board or committee, such Board or committee shall adequately document such approval as provided in Section 8 below.

5. Attempts to Influence. Interested Persons shall not attempt to influence Governing Persons regarding matters that are the object of such Interested Person's Interest or with respect to which a Conflict of Interest has been deemed to exist.

6. Contract Review Committee. The Board may, in its discretion, establish a Contract Review Committee to review any contract that is proposed for approval by the Board with respect to which an Interested Person may have a Conflict of Interest (an "Interested Party Contract") and to investigate alternatives to the Interested Party Contract. If no Contract Review Committee has been duly appointed, the Board shall serve such role. The Board shall review the Interested Party Contract and, in accordance with this Conflict of Interest Policy, determine whether to authorize the contract. The Board shall, by a majority vote of the disinterested directors entitled to vote on the matter, determine whether the Interested Party Contract is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable, and in conformity with the foregoing make its decision as to whether to approve the Interested Party Contract.

7. Compensation.



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

(b) A voting member of any committee whose purview 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.

(c) No voting member of the Board or any committee whose purview 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.

8. Records of Proceedings. The minutes of the 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 Interest in connection with an actual or possible Conflict of Interest, the nature of the Interest, any action taken to determine whether a Conflict of Interest was present, and the 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 Interested Party Contract, including the fact that the Interested Person or Persons left the room during any discussion, the content of the discussion, including any alternatives to the Interested Party Contract, and whether the Interested Party Contract was approved or not.

9. Annual Statements. Each Interested Person shall annually sign a statement which affirms such person: (a) has received a copy of this Policy, (b) has read and understands the Policy and (c) has agreed to comply with the Policy



**GLOBAL EMPOWERMENT MISSION, INC.  
INTEREST DISCLOSURE FORM**


This form must be completed and filed in accordance with the Global Empowerment Mission, Inc. Conflict of Interest Policy, as amended from time to time (the "Policy").

☒ I have no Interest (as defined in the Policy) to report.

☐ I have the following Interests to report (please specify completely, and err in favor of over-inclusion):

\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
By signing this form, I acknowledge that I (a) have received a copy of the Policy, (b) have read and understood the Policy, (c) will comply with the Policy and (d) have truthfully and comprehensively completed this disclosure form.

  
\_\_\_\_\_  
Signature

President GEM  
\_\_\_\_\_  
Printed Name

10/19/2019  
\_\_\_\_\_  
Date