BYLAWS OF

SERENDIP COMMONS SOCIETY

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These Bylaws are adopted by the Board of Directors of Serendip Commons Society on June 26, 2026, pursuant to the Delaware General Corporation Law and the Certificate of Incorporation of the Society. They are organized in three tiers of differing entrenchment. Articles I through VI constitute the Constitutional Core (Tier I); Schedule A, appended at the end, constitutes the articulation of the infrastructural domains (Tier II); Articles VII through XIV constitute the Operational Bylaws (Tier III). The procedure for amending each tier is set forth in Article V.

Contents

ARTICLE I
Name

§1.1 Name. The name of this organization is Serendip Commons Society (the "Society"). The Society is incorporated as a nonstock nonprofit corporation under the laws of the State of Delaware.

ARTICLE II
Purpose, Vision, and Mission

§2.1 Purpose. The Society exists to propose and to develop an orientation toward relational being as a response to the insufficiency of the symbolic order to ground value, justice, and ethics. The Society works to establish relational foundations from which value may emerge, justice may be understood, ethical co-existence may be sustained, and trust may be built.

§2.2 Vision. The Society pursues a world in which no one is left alone with what they cannot bear alone, and no one is cut off from what they could only become together. It is a world in which what is heavy is shared, in which meaning is made together, and in which people become themselves in relation, even across distance, asymmetry, and vulnerability.

§2.3 Mission. The mission of the Society is to cultivate the conditions for relational being, shared meaning, ethical co-existence, and co-creation, through international research, development, technical assistance, education, and cross-sector partnership.

§2.4 Underlying Premise. People, institutions, and meanings do not exist first and form relationships afterward; they come to be through their relationships. The work of the Society proceeds from this premise.

ARTICLE III
Constitutive Commitments

The following are constitutive commitments of the Society. They define the kind of organization the Society is. They are protected by the procedure of Article V.

§3.1 Independence. The Society is and shall remain an independent non-governmental organization. It shall not be controlled by any government, intergovernmental body, political party, for-profit entity, or related organization. The major portion of its funds shall be derived from non-governmental sources.

§3.2 Non-distribution. No part of the assets or earnings of the Society shall inure to the benefit of any director, officer, member, employee, or other private person, except as reasonable compensation for services rendered. All assets and earnings serve the purposes of the Society.

§3.3 Democratic Decision-Making. The Society is governed by procedures of collective deliberation and accountability, not by personal authority. Substantive decisions are made by bodies whose members are answerable to those they govern.

§3.4 Working in the Open. The Society works transparently in its governance and operations. Its processes, decisions, financial records, and substantive outputs are made available to participants and to the public, except where confidentiality is required to protect persons, ongoing research, or partner trust. The Society shall publish reports on its substantive projects on a regular basis, in accordance with a policy adopted by the Board.

§3.5 Ethical Conduct of Work. The Society conducts its substantive work in accordance with established standards of research ethics and the protection of persons affected by that work. Any project of the Society that involves human subjects, sensitive personal data, vulnerable populations, biomedical or psychological research, or other matters requiring ethical review shall be subject to formal ethics examination prior to commencement. The findings of such examination, together with the protocols approved and any conditions imposed, shall be published as part of the project's public record, except where publication would itself compromise the protection of persons. The standards, procedures, scope, and exceptions of ethics examination are set forth in a policy adopted by the Board.

§3.6 International Scope. The Society operates internationally. It is not bound to any single nation, language, or cultural tradition, and it seeks to work across distance, language, and difference.

§3.7 Non-discrimination. The Society does not discriminate on the basis of race, color, national or ethnic origin, sex, gender identity or expression, sexual orientation, religion, age, disability, marital status, or any other protected characteristic, in its membership, governance, hiring, programs, or services.

ARTICLE IV
The Infrastructures

§4.1 Mission-Bearing Structures. The Society pursues its mission by developing, supporting, and sustaining the infrastructural domains articulated in Schedule A.

§4.2 The Schedule. The current articulation of the infrastructural domains is set forth in Schedule A, which is a constituent governance document of the Society maintained as a separately published instrument and identified in the document register established under §5.16. Schedule A is amendable through the procedure for Tier II provisions under Article V, distinct from and less demanding than the procedure for amending the Constitutional Core.

§4.3 Stability of Principle, Evolution of Articulation. The commitment of the Society to building articulated infrastructural domains is constitutive and protected as Tier I. The current articulation in Schedule A is the present understanding, expected to evolve as the theoretical and practical work of the Society matures.

ARTICLE V
The Rule of Change

§5.1 Tiered Structure of These Bylaws. These Bylaws are organized in three tiers:

- *Tier I, the Constitutional Core:* Articles I through VI.
- *Tier II, Schedule A:* the articulation of the infrastructural domains.
- *Tier III, the Operational Bylaws:* Articles VII through XIV and all other provisions adopted by the Board under authority of these Bylaws.

§5.2 Authority to Propose. An amendment may be proposed by any Director, by the Executive Director, by the Governance Committee, by any five (5) Voting Members acting jointly, or by the Voting Members in any annual or special meeting by majority vote.

§5.3 Form of Proposal. Every proposal shall be in writing and shall include the precise text of the amendment, the text of any existing provision to be replaced, the proposer's classification of the proposal, a written rationale, and a disclosure of any interest of the proposer.

§5.4 Classification. The Secretary transmits each proposal to the Governance Committee, which classifies it within fourteen (14) days. The classification is appealable to the Board, whose determination is final. In case of doubt, the more demanding classification applies.

§5.5 Notice and Publication. Upon classification, the Secretary publishes the proposal and rationale to all Directors and Voting Members. The minimum notice period before any vote is fourteen (14) days for Tier III, thirty (30) days for Tier II, and sixty (60) days for Tier I.

§5.6 Comment Period. During the notice period, written comments may be submitted by any Director, Officer, Voting Member, or staff member. The Secretary compiles and circulates all comments, unredacted except for personally identifying information, to all Directors and Voting Members not less than seven (7) days before the vote.

§5.7 Two Readings. Tier I and Tier II amendments require two readings at separate meetings, separated by not less than thirty (30) days. No substantive vote may be taken at the first reading. A material revision between readings triggers a new notice period equal to one-half of the original.

§5.8 Quorum and Voting Thresholds.

- *Tier III:* a quorum of a majority of Directors then in office; adoption by a majority of Directors present and voting.
- *Tier II:* a quorum of two-thirds (2/3) of Directors then in office and a majority of Voting Members in good standing; adoption by two-thirds (2/3) of Directors present and voting at the second reading; ratification by a majority of Voting Members present and voting at a meeting held not less than thirty (30) days thereafter.
- *Tier I:* a quorum of two-thirds (2/3) of Directors then in office and two-thirds (2/3) of Voting Members in good standing; adoption by three-quarters (3/4) of Directors present and voting at the second reading; ratification by two-thirds (2/3) of Voting Members present and voting at a meeting held not less than thirty (30) days thereafter.

§5.9 Effective Date. No amendment shall take effect earlier than thirty (30) days after final approval, unless the same vote required for the amendment determines that an earlier effective date is necessary to comply with law or to preserve the operations of the Society.

§5.10 Record of Dissent. The minutes of every amendment vote shall record the final text adopted, the vote of each Director by name, the aggregate Member vote where applicable, and the full text of any written dissent or concurrence submitted during the comment period or within seven (7) days after the vote.

§5.11 Publication and Permanent Record. Within fourteen (14) days of taking effect, the Secretary shall incorporate the amendment into the consolidated text of these Bylaws, publish the amended Bylaws to all Members and on the public website of the Society, and maintain in the permanent records the prior text, the amendment, the rationale, the vote, and any dissents, for the life of the Society.

§5.12 Annual Review. The Governance Committee reviews these Bylaws not less than once each calendar year and reports to the Board on any provisions it believes warrant amendment, together with any procedural concerns observed in prior amendment processes. The annual review is not itself an amendment and triggers no notice or vote unless and until a specific proposal is brought forward.

§5.13 Emergency Procedure. If compliance with this Article is rendered impossible by force majeure or similar circumstance, the Board may by unanimous written consent of all Directors then in office adopt a temporary emergency amendment, which expires automatically ninety (90) days after adoption unless ratified through the ordinary procedure. No emergency amendment may modify a Tier I provision.

§5.14 Anti-Circumvention. This Article is itself Tier I. No amendment of this Article may reduce any notice period, quorum requirement, voting threshold, or procedural protection by reference to a procedure less demanding than the procedure herein established. In particular, no amendment may abolish the requirement of two readings for Tier I or Tier II amendments, the requirement of Member ratification for Tier I amendments, the comment period, or the record of dissent. Any purported amendment in violation of this provision is void *ab initio*.

§5.15 Relation to the Certificate of Incorporation. Where an amendment to these Bylaws would conflict with the Certificate of Incorporation of the Society, the amendment shall not take effect until the Certificate has been amended in accordance with Delaware law. The procedure of this Article shall be followed in addition to, and not in place of, the requirements of Delaware law for amending the Certificate.

§5.16 Document Identification. The Society maintains a permanent register of governance documents, each of which bears a unique document identifier. Document identifiers take the form `SCS/[TYPE]/YYYY/NN`, where `[TYPE]` denotes the document type (`BYL` for these Bylaws, `SCH-A` for Schedule A, and additional codes for any future schedules or governance instruments adopted under the authority of these Bylaws), `YYYY/NN` identifies the original adopted document of that type, and `/Rev.M` is appended for sequential revisions. The revision of a schedule does not constitute a revision of these Bylaws, and the revision of these Bylaws does not constitute a revision of any schedule; each maintains its own revision line independently. Where, however, a revision of these Bylaws changes a section number, schedule designation, or other reference that is cited within a schedule, the schedule is updated to maintain technical consistency with the revised Bylaws. Such a technical update does not require the Tier II amendment procedure and is effected by the Secretary, who notes the technical update in the schedule's revision record without incrementing the substantive revision number. The document identifier, version status, and date of adoption or revision shall appear on the title page or schedule heading and on each subsequent page of the document. Prior versions remain part of the permanent records under §5.11 and retain their original identifiers. The Secretary maintains the register of document identifiers as part of the permanent records of the Society.

§5.17 Implementing Instruments. Certain provisions of these Bylaws require or contemplate the adoption of implementing policies, procedures, or standards by the Board. The instruments contemplated by these Bylaws include, without limitation:

- a Transparency and Reporting Policy under §3.4;
- a Research Ethics Policy under §3.5;
- a Conflict of Interest Disclosure Procedure under §10.3;
- an Infrastructural Domain Classification Standard under Schedule A;
- a Project Intake and Approval Procedure governing the documentation, classification, and approval of substantive projects of the Society;
- a Jurisdiction Documentation Template under §14.12(e);
- a Sanctions Screening Procedure under §14.14; and
- such other instruments as the Board determines are necessary for the proper administration of these Bylaws.

Implementing instruments are adopted, amended, and rescinded by majority vote of the Board, with not less than seven (7) days notice of the proposed instrument or change. Each instrument shall be reviewed by the Board not less than once every three (3) years. The Secretary maintains a register of implementing instruments and their current versions as part of the permanent records of the Society. The existence of an instrument under this Section does not in itself displace any provision of these Bylaws; in case of conflict between an instrument and these Bylaws, these Bylaws prevail.

During the Initial Period, the Board may adopt implementing instruments as needed and is not required to have all instruments listed in this Section in force. An instrument that is required by a specific provision of these Bylaws shall be in force before that provision is engaged.

ARTICLE VI
Dissolution

§6.1 Procedure. The Society may be dissolved only by a three-quarters (3/4) vote of all Directors then in office, after notice meeting the requirements for a Tier I amendment, and a three-quarters (3/4) vote of all Voting Members then in good standing.

§6.2 Distribution of Assets. Upon dissolution, after payment of all liabilities, all remaining assets of the Society shall be distributed to one or more organizations that are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, and whose purposes are most closely aligned with those of the Society, as determined by the Board.

§6.3 Non-Distribution at Dissolution. No part of the dissolution proceeds shall be distributed to any director, officer, member, employee, or other private person.

ARTICLE VII
Members

§7.1 Voting Members. The Society shall have Voting Members. A Voting Member is a natural person who subscribes in writing to the purposes of the Society, is admitted by majority vote of the Board upon recommendation of the Governance Committee, and pays any annual dues established by the Board.

§7.2 Rights. Voting Members are entitled to elect Directors, ratify Tier I and Tier II amendments under Article V, receive notice of and attend meetings of the Members, receive the annual report and audited financial statements, and exercise such other rights as are conferred by these Bylaws or by the Board.

§7.3 Honorary Members. The Board may admit Honorary Members in recognition of distinguished contribution to the purposes of the Society. Honorary Members do not vote and pay no dues.

§7.4 Resignation and Removal. A Voting Member may resign at any time by written notice to the Secretary. A Voting Member may be removed for cause by a two-thirds (2/3) vote of the Board, after written notice of the grounds and an opportunity to be heard.

§7.5 Annual Meeting. An annual meeting of the Voting Members shall be held each calendar year at a time and place set by the Board, with not less than thirty (30) days written notice. The annual meeting shall elect Directors whose terms are commencing, receive the annual report and financial statements, ratify any amendments pending under Article V, and transact such other business as is properly brought before it.

§7.6 Special Meetings. A special meeting of the Members may be called by the Board, by the Chair, or by written petition of not less than one-quarter (1/4) of the Voting Members.

§7.7 Quorum and Voting. A quorum is one-quarter (1/4) of the Voting Members then in good standing. Each Voting Member has one vote. Voting may be in person, by proxy where permitted, or by electronic means designated by the Board.

§7.8 Suspension During Initial Period. The provisions of this Article are suspended during the Initial Period defined in Article XIV. The Society has no Voting Members during the Initial Period.

ARTICLE VIII
Board of Directors

§8.1 Powers. The affairs of the Society are managed by the Board of Directors, subject only to the Certificate of Incorporation, these Bylaws, and applicable law. The Board may delegate operational authority to the Executive Director and to committees but may not delegate its fiduciary responsibilities.

§8.2 Number and Composition. The Board shall consist of not fewer than three (3) and not more than eleven (11) Directors, with a target of seven (7). A majority of Directors shall be independent of the Executive Director, the Founder, and any Related Entity as defined in Article X. The minimum of three Directors is qualified by Article XIV during the Initial Period.

§8.3 Election. Directors are elected by the Voting Members at the annual meeting. The Governance Committee makes nominations. Additional nominations may be made by any five (5) Voting Members acting jointly, by written submission to the Secretary not less than twenty-one (21) days before the annual meeting.

§8.4 Term. Each Director serves a term of three (3) years. Terms shall be staggered such that approximately one-third of the Board is elected each year.

§8.5 Term Limits. No Director may serve more than two (2) consecutive three-year terms. A Director who has served two consecutive terms is eligible for re-election after a one-year interval.

§8.6 Vacancies. A vacancy occurring between annual meetings may be filled by majority vote of the remaining Directors. A Director so appointed serves until the next annual meeting, at which the Members elect a Director to fill the remainder of the original term.

§8.7 Removal. A Director may be removed, with or without cause, by a two-thirds (2/3) vote of the Voting Members at a meeting called for that purpose, after written notice of the grounds (if any) and an opportunity to be heard.

§8.8 Compensation. Directors serve without compensation, except for reimbursement of reasonable expenses approved by the Board.

§8.9 Regular Meetings. The Board shall meet not less than four (4) times each calendar year, at times and places set by the Chair after consultation with the Directors. Notice of regular meetings is not less than seven (7) days in advance.

§8.10 Special Meetings. A special meeting of the Board may be called by the Chair, by the Executive Director, or by any three (3) Directors. Notice of a special meeting is not less than forty-eight (48) hours in advance and shall state the purpose; only business stated in the notice may be transacted.

§8.11 Quorum and Voting. A quorum is a majority of Directors then in office. Each Director has one vote. Decisions are by majority of Directors present and voting, except where these Bylaws require a higher threshold.

§8.12 Electronic Participation. A Director may participate in any meeting by telephone or other electronic means by which all participants can hear and respond to one another in real time. Such participation constitutes presence at the meeting.

§8.13 Action Without a Meeting. The Board may take action without a meeting only by unanimous written consent of all Directors then in office, which shall be filed with the minutes.

§8.14 Minutes. The Secretary shall keep minutes of every meeting, recording attendance, the substance of decisions, the vote of each Director on every contested matter, and any written dissent. Minutes are reviewed and approved at the next regular meeting and are part of the permanent records of the Society.

ARTICLE IX
Officers

§9.1 Officers. The officers of the Society are a Chair, a Secretary, and a Treasurer. The Board may also elect a Vice-Chair and such other officers as it deems necessary.

§9.2 Election and Term. Officers are elected annually by the Board from among the Directors, except that the Treasurer need not be a Director if the Board so determines. Each officer serves a term of one (1) year and may be re-elected, subject to applicable term limits as a Director.

§9.3 Chair. The Chair presides at meetings of the Board and of the Members, represents the Society in its external relations except as otherwise provided by the Board, and performs such other duties as the Board determines.

§9.4 Secretary. The Secretary is responsible for the records of the Society, including minutes, the membership roll, the consolidated text of these Bylaws, and the records required by Article V §5.11. The Secretary issues all notices required by these Bylaws.

§9.5 Treasurer. The Treasurer oversees the financial management of the Society, including the books of account, the annual budget, the annual audit, and the filings required by Article XII. The Treasurer reports to the Board at every regular meeting.

§9.6 Separation of Roles. The Founder of the Society may serve as Executive Director or as a Director but shall not simultaneously serve as Chair of the Board. The Executive Director shall not concurrently serve as Chair, Secretary, or Treasurer. This Section is qualified by Article XIV during the Initial Period.

§9.7 Executive Director. The Board may appoint an Executive Director, who serves as the chief operating officer of the Society, reports to the Board, and is responsible for the daily affairs of the Society within the policies and budget adopted by the Board. The Executive Director attends Board meetings but is not a Director ex officio.

ARTICLE X
Conflicts of Interest

§10.1 Policy. The Society operates in the interest of its purposes and of the public. No Director, Officer, Member, employee, or contractor may use their position to obtain a personal benefit, or a benefit for a Related Person or Related Entity, at the expense of the Society.

§10.2 Definitions.

- *Related Person* means a spouse, partner, child, parent, sibling, or any individual living in the same household as a Director, Officer, or Executive Director.
- *Related Entity* means any entity in which a Director, Officer, Executive Director, or Related Person holds a material ownership interest, a directorship, an officer position, or material employment.
- *Material Interest* means any financial or other interest that a reasonable person would expect to affect their judgment in the matter.

§10.3 Annual Disclosure. Every Director, Officer, and Executive Director shall disclose in writing to the Secretary, at the time of taking office and annually thereafter, all Related Entities and all positions or interests that may give rise to a conflict. The Secretary shall maintain a register of disclosures available to all Directors.

§10.4 Related-Entity Transactions. Any transaction between the Society and a Related Entity shall:

1. be disclosed in writing to the Board in advance;
2. be approved by a two-thirds (2/3) vote of the Disinterested Directors, with the interested Director or Officer recused from discussion and vote;
3. be on terms not less favorable to the Society than would be obtained from an unrelated party in an arm's-length transaction;
4. be evidenced by a written agreement; and
5. be disclosed in the annual report and in the Form 990 of the Society.

§10.5 Recusal. A Director, Officer, or Executive Director with a Material Interest in any matter before the Board shall disclose the interest, withdraw from discussion and vote on the matter, and not be counted toward the quorum for that matter.

§10.6 Annual Statement. Every Director, Officer, and Executive Director shall sign annually a statement affirming that they have read and complied with this Article. The statements are filed with the Secretary and are part of the permanent records of the Society.

ARTICLE XI
Governance Committee

§11.1 Establishment. The Society shall maintain a Governance Committee. The Governance Committee is the body charged with the functions assigned to it by these Bylaws, including those under Article V and this Article.

§11.2 Composition. The Governance Committee shall consist of not fewer than two (2) Directors, appointed by the Board for one-year terms. The Chair of the Society may not serve as a member of the Governance Committee.

§11.3 Functions. The Governance Committee shall:

1. recommend candidates for election as Director, as required by Article VIII §8.3;
2. classify each amendment proposal under Article V §5.4;
3. conduct the annual review of these Bylaws under Article V §5.12; and
4. perform such other governance-related functions as the Board may assign.

§11.4 Meetings. The Governance Committee meets as often as its work requires, with not less than one meeting each calendar year. It reports to the Board at every regular meeting of the Board.

§11.5 Qualification During Initial Period. The provisions of this Article are qualified by Article XIV during the Initial Period. During the Initial Period, the functions of the Governance Committee are exercised by the Initial Director, subject to the constraints of Article XIV.

ARTICLE XII
Financial Stewardship

§12.1 Fiscal Year. The fiscal year of the Society ends on December 31, unless otherwise determined by the Board.

§12.2 Books and Records. The Society shall maintain accurate books and records of account, consistent with generally accepted accounting principles for non-profit organizations and the requirements of the Internal Revenue Code.

§12.3 Annual Budget. The Board shall adopt an annual budget not later than the last regular meeting of each fiscal year, for the following fiscal year.

§12.4 Annual Audit. For each fiscal year in which the gross revenue of the Society exceeds an amount determined by the Board, but in no case later than the second fiscal year of operations or the fiscal year preceding any application for ECOSOC consultative status (whichever is earlier), the Board shall engage an independent certified public accountant to audit the financial statements of the Society. During earlier fiscal years, a financial review by an independent certified public accountant is acceptable.

§12.5 Public Disclosure. The Society shall make available to the public, on its website and on request: the Certificate of Incorporation; the current Bylaws (including Schedule A); the IRS determination letter; the three most recent Form 990 filings; and the three most recent audited financial statements or reviews.

§12.6 Funding Composition. Consistent with Article III §3.1, the major portion of the funds of the Society shall be derived from non-governmental sources. The Treasurer shall report annually to the Board on the composition of funding sources, and the Board shall document its independence in light of this composition.

ARTICLE XIII
Indemnification

§13.1 Scope. The Society shall indemnify, to the fullest extent permitted by Delaware law, every Director, Officer, and Executive Director against expenses, judgments, fines, and amounts paid in settlement incurred in connection with any threatened, pending, or completed action by reason of the fact that the person is or was a Director, Officer, or Executive Director, provided that the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Society.

§13.2 Insurance. The Society may purchase directors' and officers' liability insurance on such terms as the Board determines.

ARTICLE XIV
The Initial Period

§14.1 Purpose and Status. This Article governs the Initial Period during which the Society is founder-led. It qualifies certain provisions of this Part as expressly stated, and expires in its entirety upon the conditions of §14.2. The provisions of this Article apply only during the Initial Period and have no force thereafter. The principle of these Bylaws is that the Society is governed by a Board of not fewer than three (3) Directors; this Article is a time-limited exception that does not displace that principle.

§14.2 Definition and End. The Initial Period begins on the date of incorporation of the Society and ends on the date the Board first has three (3) or more Directors holding office. Upon the end of the Initial Period, this Article expires automatically and in its entirety.

§14.3 Obligation to Expand the Board. The Board shall expand to not fewer than three (3) Directors no later than the earliest of:

1. the date on which cumulative funding received by the Society from sources other than the Founder's personal contributions first exceeds USD 5,000;
2. the date on which the Society first has two (2) or more paid personnel, including the Founder if compensated; or
3. twelve (12) months after the date on which the Society first receives any external funding, whether or not the cumulative amount has reached USD 5,000.

The Founder shall report to the records of the Society, at the end of each fiscal year, on the question of Board expansion and any steps taken to recruit additional Directors. This annual reflection is not itself a trigger and does not by passage of time end the Initial Period; it is a record of intent and effort.

§14.4 Soft Sunset. If the Board has not expanded to three (3) or more Directors by any deadline set in §14.3, the constraints of this Article remain in force notwithstanding the passage of that deadline. The constraints expire only upon the actual end of the Initial Period under §14.2.

§14.5 Initial Director and Emergency Succession. The Founder serves as the sole initial Director from the date of incorporation, as designated in the Certificate of Incorporation or in the first resolution of the Incorporator. The Founder serves continuously as Director throughout the Initial Period, and the provisions of §8.4 (Term) and §8.5 (Term Limits) are suspended as applied to the Founder during the Initial Period and apply in full upon the end of the Initial Period. The Founder may not be removed during the Initial Period except by their own written resignation.

The Founder shall designate by signed written instrument a natural person of legal age and capacity (the Emergency Successor), willing to act in the limited capacity described in this Section, as soon as reasonably practicable during the Initial Period. The instrument, when made, is filed with the permanent records of the Society and may be amended by the Founder at any time by a new signed instrument. The Founder acknowledges that during the period before designation, the absence of a designated Emergency Successor is a known limitation that may, in the event of the Founder's incapacity, lead to interruption of the Society's compliance and operational continuity, and the Founder undertakes to remedy this limitation by designation at the earliest practicable opportunity.

If the Founder is incapacitated, deceased, or unreachable for a continuous period of sixty (60) days, and no Director other than the Founder is then in office, the Emergency Successor is authorized to act for the limited purposes of: maintaining the compliance, accounting, banking, and legal status of the Society; communicating with regulators, tax authorities, and counterparties; preserving the records of the Society; initiating Board expansion under §14.3; and taking such other steps as are necessary to prevent dissolution or forfeiture of the Society. The authority of the Emergency Successor terminates automatically upon the Founder resuming capacity, upon the Board first having three (3) or more Directors, or upon the Founder's lawful successor in interest assuming control.

The Emergency Successor shall not, in such capacity, amend these Bylaws, alter the purposes of the Society, transfer or commit assets of the Society other than for the purposes stated above, receive compensation other than documented out-of-pocket reimbursement at cost, or take any action that would terminate the Initial Period except by Board expansion under §14.3.

§14.6 Concentration of Offices. During the Initial Period, one person may hold all three offices of Chair, Secretary, and Treasurer. The Founder may concurrently serve as Director, Chair, Secretary, Treasurer, and Executive Director. The Founder, when serving as Officer during the Initial Period, serves continuously in any such office throughout the Initial Period, and the annual term provision of §9.2 is suspended as applied to the Founder during the Initial Period and applies in full upon the end of the Initial Period, at which time the Board shall hold an organizational meeting to elect Officers in accordance with §9.2. The separation requirements of Article IX §9.6 are suspended during the Initial Period and apply in full upon its end.

§14.7 Suspension of Member Provisions. During the Initial Period, the Society has no Voting Members. The provisions of Article VII are suspended.

§14.8 Suspension of Tier I and Tier II Amendments. During the Initial Period, no Tier I or Tier II amendment may be made. The provisions of Article V requiring Member ratification of such amendments cannot be satisfied in the absence of Members and shall not be substituted by any other procedure. Tier III amendments remain possible but may not modify this Article during the Initial Period, except as provided in §14.17.

Notwithstanding the foregoing suspension of Tier I and Tier II amendments, during the fourteen (14) days following the formal adoption of these Bylaws by the Founder under §14.5 (the "Free Modification Window"), the Founder may amend Tier I and Tier II provisions by signed written resolution, provided that at the time of the amendment the Society has not yet entered into any substantive legal act. For the purposes of this paragraph, a substantive legal act means a material civil-law act by which the Society binds itself to a third party, including any material contract, agreement, or memorandum of understanding; the acceptance of any donation, grant, or other transfer of value; the engagement of any paid personnel; or the issuance of any binding undertaking on a substantive matter. Routine administrative acts necessary to establish the legal and tax existence of the Society, including incorporation, application for an Employer Identification Number, designation of a registered agent, opening of a bank account on standard terms, and similar setup acts, do not constitute substantive legal acts for this purpose. The Free Modification Window ends at the earlier of fourteen (14) days after formal adoption or the Society's entering into the first substantive legal act after adoption. Each amendment made under this paragraph shall be recorded in the permanent records of the Society with the prior text, the amended text, the rationale, and the date; the consolidated text shall be republished within seven (7) days with an updated document identifier under §5.16; and the amendment shall be noted in the monthly working log under §14.14. Upon the end of the Free Modification Window, this paragraph ceases to apply and the suspension stated above resumes in full force.

§14.9 Financial Limitations. During the Initial Period:

1. total expenditures shall not exceed USD 5,000 in any calendar month;
2. no single transaction shall exceed USD 10,000; and
3. cumulative funding received from sources other than the Founder's personal contributions shall not exceed USD 5,000 (reaching this threshold triggers §14.3(a)).

§14.10 Fundraising Limitations. During the Initial Period:

1. the Society shall not solicit or accept donations, gifts, or contributions from any natural person, except from the Founder's personal contributions to the Society;
2. the Society may receive external funding only from sources that are registered juridical persons under the law of their place of registration. Eligible sources include philanthropic foundations, established non-governmental organizations, multilateral institutions, registered research institutes, universities, and similar institutional entities, whether incorporated in the United States or abroad;
3. the Society shall not receive or have committed funding from more than three (3) such institutional sources at any time during the Initial Period;
4. the Society shall not engage in general public solicitation of funds by any means and in any jurisdiction;
5. the Society shall not accept funds, whether grants, contracts, or donations, from any government or governmental agency; and
6. the Society shall not accept anonymous donations in any amount.

§14.11 Commitment Limitations. During the Initial Period:

1. the Society shall not enter into any contract or commitment of duration longer than twelve (12) months;
2. the Society shall not employ full-time staff. Part-time employment, contract work, and consultancy relationships are permitted; and
3. the Founder shall not receive compensation, salary, stipend, or fees from the Society. Documented out-of-pocket reimbursement of expenses incurred on behalf of the Society, at cost and with receipts, is permitted and is not compensation for purposes of this Section.

§14.12 Activity Limitations. During the Initial Period:

1. the activities of the Society shall be limited to the following categories: (i) volunteer-

based cooperative research, scholarly writing, and other no-income activities consistent with Article II §2.3; (ii) seeking funding through formal application to institutional sources permitted by §14.10; (iii) seeking and developing relationships with institutional cooperators and partners; (iv) internal planning, preparation, and organizational setup; and (v) administrative activities necessary to maintain the legal, tax, and compliance status of the Society. Activities that generate income, fees, or commercial revenue from third parties are not permitted;

2. all activities shall remain within the scope of Article II §2.3. Any new category of activity within the permitted types in §14.12(a) requires a written rationale recorded by the Founder and placed in the permanent records;

3. the Society shall not make cross-border financial outflows, including payments to foreign entities or stipends to foreign individuals. The Society may receive funds from foreign institutional sources permitted under §14.10(b), provided such receipt is documented and any applicable reporting under United States, Delaware, or counterparty-jurisdiction law is completed. Cross-border collaborative activity that does not involve financial transfer (including joint research, co-authorship, academic exchange visits, joint conferences, and exchange of information and materials) is permitted and encouraged;

4. the Society shall not issue public policy statements in its own name, sign open letters as an organization, or engage in political advocacy as an organization. The Founder, in personal or scholarly capacity, may publish work that has policy implications, sign letters as an individual scholar, or participate in academic policy discussions, provided that such activity is clearly identified as personal or scholarly and not as a position of the Society; and

5. the Society shall not conduct activity on the territory of any jurisdiction until the Founder has documented in the permanent records of the Society the legal basis on which the Society is permitted to conduct that activity in that jurisdiction, including any registration, filing, licensing, or notification required by the law of that jurisdiction. For the purposes of this paragraph, conducting activity on the territory of a jurisdiction means: organizing or co-organizing events within that jurisdiction; signing agreements to be performed within that jurisdiction; engaging paid personnel located within that jurisdiction; collecting or processing personal data of persons located within that jurisdiction; receiving funds from residents or entities of that jurisdiction outside the channels permitted by §14.10; or operating an office within that jurisdiction. Communications conducted from outside a jurisdiction, exploratory correspondence about possible future collaborations, academic publications and exchange occurring outside that jurisdiction, and the participation of individuals associated with the Society in events in their personal capacity, do not constitute

conducting activity on the territory of that jurisdiction.

§14.13 Authority Limitations. During the Initial Period, the Founder shall not delegate signing authority for any obligation of the Society to another person except by formal written appointment that names the appointee, defines the scope of authority, and is placed in the permanent records.

§14.14 Monthly Working Log. During the Initial Period, the Founder shall prepare and sign a written working log for each calendar month, recording all decisions taken, all expenditures, all contracts and external communications of consequence, and all changes in the affairs of the Society. The working log shall also include confirmation that any new institutional funder, counterparty, or named individual that has interacted with the Society during the period has been screened against the Specially Designated Nationals List of the United States Treasury Office of Foreign Assets Control and equivalent sanctions lists of other applicable jurisdictions. The working log is part of the permanent records of the Society and is reviewed at the end of the Initial Period by the expanded Board.

§14.15 Transparency Obligations. During the Initial Period, the Society shall publish on its website, not less than quarterly:

1. all expenditures of the preceding period, in summary by category and in detail above USD 500;

2. all external partnerships, contracts, and consultancies entered into, with the names of partners and counterparties disclosed unless a counterparty has requested confidentiality, in which case the existence, category, and approximate scale of the relationship are disclosed but the identity may be withheld;

3. all compensation, reimbursement, and benefits received by the Founder from the Society; and

4. the working log for the preceding period, with any redactions limited to personally identifying information of third parties and to information protected by counterparty confidentiality under §14.15(b).

§14.16 Transition. Upon the Board first having three (3) or more Directors, the Initial Period ends. The expanded Board shall, within sixty (60) days, hold the first annual organizational meeting, adopt by Tier III procedure any operational policies it deems necessary, and call the first meeting of Voting Members for the admission of an initial cohort of Members under Article VII. The records of the Initial Period, including all monthly working logs and quarterly disclosures, are reviewed by the expanded Board at this meeting.

§14.17 Anti-Circumvention. This Article may not be amended during the Initial Period except to impose additional or more restrictive constraints upon the Society. No amendment of this Article during the Initial Period may relax the triggers in §14.3, relax any constraint in §§14.9 through 14.15, alter the suspensions in §§14.7 and 14.8, or otherwise weaken the protections of this Article. The protections of this Article that limit unilateral action by the Founder may not be amended by the Founder acting alone, and any purported amendment that weakens those protections during the Initial Period is void *ab initio*.

§14.18 Expiration. Upon the end of the Initial Period under §14.2, this Article expires automatically and in its entirety. Its expiration does not require any vote or further act of the Board. The provisions of these Bylaws that were qualified or suspended by this Article take full effect upon its expiration.

SCHEDULE A

Articulation of the Infrastructural Domains (Tier II)

Document: SCS/SCH-A/2026/01
Status: Adopted
Adopted: June 26, 2026

This Schedule is adopted under the authority of Article IV and is amendable through the procedure for Tier II provisions under Article V. It articulates the present understanding of the infrastructural domains by which the Society pursues its mission. As the theoretical and practical work of the Society matures, this Schedule is expected to evolve. The constitutional commitment to building articulated infrastructural domains is in Tier I and is not affected by amendment of this Schedule.

A.1 Meaning of "Infrastructure"

By *infrastructure* the Society means the durable conditions that let relational being be understood, happen, be sustained, and continue. An infrastructure is not a project or a program; it is the underlying enabling stratum through which projects and programs become possible and through which their effects endure.

A.2 The Seven Infrastructures

The Society pursues its mission by developing, supporting, and sustaining the following seven infrastructural domains.

I. **Theoretical.** Understanding clearly how people are actually connected to one another.

II. **Conceptual and Ontological.** Understanding why people in our age feel increasingly lonely and unseen.

III. **Co-presence.** Letting people who are far apart, lying in a hospital bed, or living alone still feel that someone is near.

IV. **Decision.** Keeping a person's own voice audible in the decisions that shape their fate (care, welfare, education, justice), not only the data.

V. **Co-creative.** Letting different people (including those with disabilities, the very old, and those who struggle to express themselves) make something together, rather than be left out.

VI. Educational. Teaching the next generation how to truly listen and how to live in relationship, not only how to test and compete.

VII. Ethical and Care. Sustaining a relationship when it cannot be repaid in kind, when the other is fragile and depends on you.

A.3 Status of the Articulation

The seven domains set forth in §A.2 are the present articulation of the infrastructural commitments of the Society. They are not exhaustive of what the Society may do, but they delineate the categories within which the work of the Society is understood to fall. As the work of the Society develops, the articulation may be refined (by adding a domain, by dividing or merging existing domains, or by restating their plain-language descriptions) through the procedure for Tier II amendment under Article V.

A.4 Relation to Projects and Activities

Specific projects, programs, and activities of the Society serve one or more of the infrastructural domains in §A.2. The assignment of projects to domains is administrative and is determined by the Board or by the Executive Director under the policies of the Board. Such assignments are not part of these Bylaws and may be made or changed without amendment of this Schedule.