

**BYLAWS
OF
THE LAST PRISONER PROJECT**

The name of the organization is The Last Prisoner Project. The organization is organized in accordance with the Colorado Revised Nonprofit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

**ARTICLE I
PURPOSE**

The Last Prisoner Project was formed in direct response to the criminalization of cannabis and the disproportionate impact it has had on marginalized communities. The goal of the organization is to reduce and one day eliminate the social and economic inequities caused by unfair cannabis laws and related public policies. We are dedicated to ensuring that, through clemency efforts and advocating for criminal justice reform, no individual in the U.S. remains incarcerated as a result of a cannabis related offense.

Additionally, the Last Prisoner Project seeks to ensure that those formerly incarcerated or whose lives have been negatively impacted by a cannabis related offense or conviction on their criminal record are able to clear their records through expungement.

Finally, the Last Prisoner Project will ensure that those incarcerated for cannabis offenses are not just released from prison, but actually able to rebuild their lives through reentry programs.

**ARTICLE II
MEETINGS**

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Special Meetings. Special meetings maybe be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location if

the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed, or electronically transmitted, to all directors of record at the address shown on the corporate books, at least 7 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid. Any notice transmitted by electronic communication shall be deemed to have been given and received on the date of its transmission provided that if such day is not a Business Day or if it is received after the end of normal business hours on the date of its transmission at the place of receipt, then it shall be deemed to have been given and received at the opening of business in the office of the recipient on the first Business Day next following the transmission thereof.

Section 4. Place of Meeting. Meetings shall be held at a location agreed upon by the Board of Directors in advance of such meeting. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 5. Quorum. A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

ARTICLE III DIRECTORS

Section 1. Number of Directors. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than seven (7).

Section 2. Election and Term of Office. The directors shall be elected at the annual meeting. Each director shall serve a term of 1 year, or until a successor has been elected and qualified.

Section 3. Quorum. A majority of directors shall constitute a quorum.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Section 5. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 7. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 8. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 9. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 10. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

Section 11. Compensation. Members of the Board of Directors shall not receive any compensation for their services as directors, however, reimbursement for reasonable and necessary expenditures may be allowed.

Section 12. Confidentiality. Directors shall not discuss or disclose information about the organization or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the organization's purposes, or can reasonably be expected to benefit the organization. Directors shall use discretion and good business judgment in discussing the affairs of the organization with third parties. Without limiting the foregoing, directors may discuss upcoming fundraisers and the purposes and functions of the organization, including but not limited to accounts on deposit in financial institutions.

Section 13. Advisory Board. An Advisory Board may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Board members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Board shall possess the desire to serve the community and support the work of the organization by providing expertise and professional knowledge. Members of the Advisory Board shall comply with the confidentiality policy set forth herein.

ARTICLE IV OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a President, a Treasurer, and a Secretary. Two or more offices may be held by one person. The President/Executive Director may not concurrently serve as the Secretary or Treasurer/CFO. The President may not serve concurrently as a Vice President.

President/Executive Director. The President shall be the executive director and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board. The President shall be an ex-officio, non-voting member of the Board of Directors, any committees, and any Advisory Board.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Treasurer/CFO. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

**ARTICLE V
CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

**ARTICLE VI
AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by the Board of Directors by a two-thirds majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

**ARTICLE VII
DISSOLUTION**

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Certification

Mary Bailey, President of The Last Prisoner Project, and Dean Raise, Secretary of The Last Prisoner Project certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on April 29, 2019.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on April 29, 2019.

DocuSigned by:



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Mary Bailey, President

DocuSigned by:



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Dean Raise, Secretary



CONFLICT OF INTEREST POLICY

Article I -- Purpose

The purpose of the conflicts of interest policy is to protect Last Prisoner Project (LPP's) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of LPP. This policy is intended to supplement but not replace any applicable laws of any state, or the United States, governing conflicts of interest applicable to nonprofit and charitable corporations.

Article II -- Definitions

1. Interested Person

Any director, principal officer, or member of a committee with board-delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

- a) A person has a financial interest if the person has, directly or indirectly, through business, investment or family –
 - i) an ownership or investment interest in any entity with which LPP has a transaction or arrangement,
 - ii) a compensation arrangement with LPP or with any entity or individual with which LPP has a transaction or arrangement, or
 - iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which LPP is negotiating a transaction or arrangement.
- b) Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

3. Family

Family includes any degree of familial connection known to the person including someone who is a lover or domestic partner.

Article III -- Procedures

1. Duty to Disclose

- a) In connection with any actual or possible conflicts of interest, an interested person must disclose the existence and nature of his or her financial interest to the directors and members of committees with board-delegated powers considering the proposed transaction or arrangement.
- b) The chair of the board or any committee, at the commencement of consideration of any proposed transaction or arrangement, shall ask of the board or the committee, "Do any of you have any financial interest in the transaction or arrangement we are about to consider? If in the course of our consideration, you realize that you may have any financial interest, please bring it to our attention as soon as possible."

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest, the interested person shall leave the board or committee meeting while the financial interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists. If a conflict exists, then the procedures of section 3 are to be followed.

3. Procedures for Addressing the Conflict of Interest

In order to exercise due diligence, the chairperson of the board or committee shall designate a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement, appropriate to the size of the transaction.

- a) Upon receiving the report regarding possible alternatives, the board or committee shall determine whether LPP can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- b) If a more advantageous transaction or arrangement is not reasonably obtainable under circumstances that would not give rise to a conflict of interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is:
 - i) in LPP's best interest;
 - ii) for its own benefit; and
 - iii) fair and reasonable to LPP.
- c) The board or committee shall make its decision to enter into the transaction or arrangement in conformity with such determination.

4. Violations of Conflicts of Interest Policy

- a) If the board or committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member for the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the board or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take disciplinary and corrective action pursuant to the Code of Ethics and Discipline Policy.

Article IV -- 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 financial interest in connection with a transaction, the nature of the financial 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; and
- b) the names of the persons who were present for discussions and votes relating to the transaction, a summary of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with any alternative, as well as the final transaction.

Article V -- Compensation committees

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from LPP for services is precluded from voting on matters pertaining to their compensation.

Article VI -- Annual Statements

Each director, principal officer and member of a committee with board-delegated powers shall annually sign a statement which affirms such person

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- a) has received a copy of the conflicts of interest policy;
- b) has read and understands the policy;
- c) has agreed to comply with the policy;
- d) understands that LPP is a charitable organization that to maintain its federal tax exemption must guard against self-dealing and inurement, and engage primarily in activities which accomplish its tax-exempt purposes.

Article VII -- Periodic Reviews

To ensure that LPP operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a) Whether the compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
- b) Whether any services result in inurement or impermissible private benefit.
- c) Whether arrangements with vendors and other organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further LPP's charitable purposes, and do not result in inurement or impermissible private benefit.

Article VIII -- Use of outside experts

In conducting periodic reviews provided for in Article VII, LPP may, but need not, use outside advisors. If outside advisors are used their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.

conflict of interest. I understand that all such information will be held in confidence by the Members of the Board, unless the interests of LPP require disclosure and the Board votes in favor of disclosure.

Signature

Printed name

Date