

BYLAWS OF ASCEND - LEADERSHIP THROUGH ATHLETICS, INC.

ARTICLE I NAME

The name of this corporation shall be Ascend - Leadership Through Athletics, Inc. (hereinafter “Ascend” or “Non-Profit Corporation”). The business of the corporation may be conducted as Ascend – Leadership Through Athletics, Inc. or “Ascend.”

ARTICLE II PURPOSES AND POWERS

SECTION 1. Purpose. Ascend is a non-profit corporation and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”). Specifically, Ascend will provide educational and leadership training programs to young women around the world.

SECTION 2. Nonprofit Legal Status. Ascend is a Virginia non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the Code. Ascend is a non-profit organization incorporated under the laws of the State of Virginia.

SECTION 3. Exempt Activities Limitations. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, agent, or representative of Ascend shall take any action or carry on any activity by or on behalf of Ascend prohibited by an organization exempt under Section 501(c)(3) of the Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of the Code and relevant Treasury Regulations as now exists or may be amended. No part of the net earnings of Ascend shall inure to the benefit or be distributable to any director, officer, member or other private person, except that the non-profit 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 these Bylaws.

SECTION 4. Distribution Upon Dissolution. Upon termination or dissolution of Ascend, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations, as described in Section 501(c)(3) of the Code (or described in any corresponding provision of any successor statute), that are non-profit and have a charitable purpose which, at least generally, includes a purpose similar to Ascend. The organization to receive the assets of Ascend hereunder shall be selected by the Board of Directors of Ascend. In the event the Board of Directors cannot agree upon a recipient organization, General Counsel for Ascend will file a petition in equity with a court of competent jurisdiction to select the recipient organization.

SECTION 5. Principal Office. The principal office of Ascend shall be located in the County of Arlington, Virginia. The non-profit corporation may have such other offices, either within or without the State of Virginia, as the Board of Directors may designate or as the business of Ascend may require from time to time.

ARTICLE III MEMBERSHIP

SECTION 1. Membership. Ascend shall have no members who have any right to vote or title or interest in or to the non-profit corporation, its properties and franchises.

SECTION 2. Non-voting Affiliates. The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of Ascend. The Board shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliates be shared with or sold to other organizations or groups without the consent of the Board of Directors of Ascend. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media (including social media) coverage at fundraising activities, clinics, other events or at the corporation website. Affiliates have no voting rights, and are not members of Ascend.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of Ascend shall be managed by its Board of Directors, except as otherwise provided by law.

SECTION 2. Size and Terms. The number of directors of Ascend shall be fixed by the Board of Directors, but in no event shall be less than four (4) or more than fifteen (15) directors. Each director shall hold office for two years unless duly removed as prescribed in Section 4 of this Article. Directors may serve terms in succession.

Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year. Within these limits, the Board may increase or decrease the number of directors serving on the Board, including for the purpose of staggering the terms of directors.

SECTION 3. Election of Directors. Directors may be elected at any Board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place at the annual Board meeting. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the Board members for the balance of the term of the director being replaced. Nothing in the section, or within these Bylaws, prohibits the Board from holding elections for new

directors at any time, provided the total number of Board members does not exceed fifteen (15).

SECTION 4. Removal. Any director (other than the Founder's Chair, as outlined in Section 5 of this Article) may be removed by a two-thirds vote of the remaining Board of Directors whenever, in the Board's judgment, the best interests of Ascend will be served thereby. Any director must be provided notification by certified or registered mail, Federal Express, UPS, or similar private national delivery service, or email of the Board's intention to vote on removal and be given an opportunity to be heard at an in-person or virtual meeting of the board prior to such vote. Failure to respond to the notification within two weeks of receipt, or otherwise declining an opportunity to be heard, shall constitute a waiver of such rights. Removal shall be without prejudice to the contractual rights, if any, of the person so removed. Election or appointment of a director shall not of itself create contract rights, and such appointment shall be terminable at will.

SECTION 5. Founder's Chair. In light of her service and dedication to Ascend, Marina J. LeGree shall have a lifetime position as a Director of the Board. The position will be included in the total board members, as defined in Section 2 of this Article. The position is not an officer position, as defined in Article V. The position neither guarantees nor precludes Marian J. LeGree from serving as an officer of the Board or an employee of Ascend. The position is not subject to Sections 2 and 3 of this Article. Rather, Marina J. LeGree may only be removed by a unanimous vote of all board members that she has engaged in willful misfeasance or malfeasance in the performance of her duties. Marina J. LeGree may not be transfer, sell, or bequeath the Founder's Chair or any rights derived therefrom.

SECTION 6. Regular Meetings. A regular Annual Meeting of the Board of Directors shall be held in the first quarter of each year. The Board of Directors shall have a minimum of four (4) regular meetings each calendar year at times and places determined by the Board. A calendar of quarterly meetings for the year shall be prepared and published to all board members at the Annual Meeting or otherwise at the earliest possible opportunity upon their scheduling.

SECTION 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any two directors. Any actions taken during Special Meetings must comport with the requirements prescribed in Sections 8, 9, and 10 of this Article.

SECTION 8. Notice. Notice of the Annual Meeting, or any change to a previously scheduled regular meetings, shall be given at least two weeks previous thereto by written or electronic notice. A Special Meeting must be preceded by at least two (2) days of notice to each director of the date, time, and place, but not necessarily the purpose, of the meeting. Any directors may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 9. Quorum. A majority of the number of directors fixed by Section 2 of this Article shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. For purposes of counting a quorum, a director will be counted once, regardless of the number of Officer position(s) the member may hold on the board. A quorum shall not be established if more than 50 percent of such quorum are related under Sections 267(b) or 707(b)(1) of the Code. If less than a majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 10. Manner of Acting. Except as otherwise required by law or by these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. For purposes of voting, a director's vote will be counted once, regardless of the number of Officer position(s) the member may hold on the board. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the Chairperson or Treasurer (in the order of presence) shall have the power to swing the vote based on her/his discretion.

SECTION 11. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed before such action by a majority of the directors.

SECTION 12. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors, unless otherwise provided by law. A director elected to fill a vacancy shall be elected for the remaining term of her/his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors by the Directors.

SECTION 13. Compensation. No Director or Officer shall for reason of her/his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

SECTION 14. Presumption of Consent. A director of Ascend 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 consented to the action taken unless her/his objection shall be entered in the minutes of the meeting or unless s/he shall file her/his written objection to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such objection by registered mail or electronic mail to the Secretary of the Corporation within five days of the adjournment of the meeting. Such right to object shall not apply to any director who voted in favor of such action.

ARTICLE V COMMITTEES

SECTION 1. Committees. The Board of Directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of at least two directors, to serve at the pleasure of the Board. Non-board members may serve on committees, provided the non-Board member is unanimously selected by the Board members on the committee. Any committee, to the extent provided in the resolution of the Board, shall have the authority of the Board, except that no committee, regardless of the Board resolution, may:

- a. Take any final action on matters which also requires Board members' approval or approval of a majority of the all members;
- b. Fill vacancies on the Board of Directors;
- c. Amend or repeal Bylaws or adopt new Bylaws;
- d. Amend or repeal any resolution of the Board of Directors which by its express terms is not amendable or repealable;
- e. Approve any contract or transaction to which Ascend is a party.

ARTICLE VI OFFICERS

SECTION 1. Number. The officers of Ascend who sit on the Board of Directors shall be the Chairperson of the Board of Directors, the Vice Chairperson of the Board of Directors, the Secretary of the Board of Directors, and the Treasurer of the Board of Directors. All officers who sit on the Board shall be elected as prescribed in Section 2 of this Article. Such other director officers and assistant officers, as may be deemed necessary, may be elected or appointed by a majority vote of the Board of Directors for a term of one year; however, if the Bylaws are not changed within the one-year term to reflect the addition of the newly created officer position, the position is terminated. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office, except those of Chairperson and Secretary. Any two or more officer positions may be held by the same person, except for the officer positions of Chairperson and Secretary.

SECTION 2. Election and Term of Office. The officers of Ascend who sit on the Board of Directors shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. All officers of Ascend shall be elected by a majority vote of the Board of Directors participating at the meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as practicable. Each officer shall hold office until her/his successor shall have been duly elected and shall have qualified; or until her/his death; or until s/he shall resign or shall have been removed in the manner prescribed in Section 3 of this Article.

SECTION 3. Removal. The Board of Directors may remove an officer at any time, with or without cause. Any officer may be removed by a two-thirds vote of the remaining

Board of Directors whenever, in the Board's judgment, the best interests of Ascend will be served thereby. Removal shall be without prejudice to the contractual rights, if any, of the person so removed. Election or appointment of an officer shall not create contract rights, and such appointment shall be terminable by the Board at will.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. Chairperson of the Board of Directors. The Chairperson shall: (a) Serve as the principal executive officer of Ascend and, subject to the control of the Board of Directors, supervise and control all of the business and affairs of Ascend; (b) Preside at all meetings of the Board of Directors, whenever present; (c) Function as the executor and signatory, with the Secretary or any other proper officer of Ascend, thereunto authorized by the Board of Directors, to execute any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the non-profit corporation, or shall be required by law to be otherwise signed or executed; (d) Provide recommendations to the Board for the delegation of responsibilities to the Executive Director of Ascend and, if approved by the Board, assign such responsibilities; and (e) Perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice Chairperson of the Board of Directors. In the absence or disability of the Chairperson of the Board of Directors, the Vice Chairperson shall perform the duties of the Chairperson. When so acting, the Vice Chairperson shall have all the powers of and be subject to all the restrictions upon the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties prescribed for them by the Board of Directors and the Chairperson.

SECTION 7. Secretary of the Board of Directors. The Secretary shall: (a) Keep the minutes of the proceedings of the Board of Directors in one or more minute book; (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) Be custodian of Ascend's records and of the seal of the Corporation and see that the seal of Ascend is affixed to all documents, where the execution of which on behalf of the non-profit corporation under its seal is duly authorized; (d) Keep a register of the contact information, including home address, of each Director; (e) Maintain donation recordkeeping, including the names and contact information of donors and the amount of the donation, as required by law; and (f) Generally perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to her/him by the Chairperson or by the Board of Directors.

SECTION 8. Treasurer of the Board of Directors. The Treasurer shall: (a) Be responsible for the accuracy and integrity of all financial and accounting records; (b) Disburse the funds of Ascend as may be ordered by the Board; (c) Prepare financial and

accounting records for any audit or other review, as required by law; (d) Render to the Chairperson and Directors, at the regular meeting of the Board or whenever they may be requested by a majority of the Board, accounts of all her/his transactions as Treasurer and of the financial condition of Ascend; (e) Perform the duties usually incident to the office of Treasurer and such other duties as may be prescribed by the Board of Directors or by the Chairperson.

SECTION 9. Non-Director Officers. The Board of Directors may designate additional officer positions and may appoint and assign duties to other non-director officers of Ascend.

SECTION 10. Executive Director. The Executive Director is a non-director officer of Ascend. The Executive Director shall be responsible for overseeing the implementation of Ascend's programs. In concert with the Board of Directors, the Executive Director shall work to accomplish Ascend's mission, goals and core values and to structure the non-profit corporation's programs in support of these aims. With approval from the Board, the Chairperson may exercise her/his delegation authority by assigning responsibilities to the Executive Director in a manner that is in the best interest of Ascend. Nothing in this section, nor contained within these Bylaws, prohibits the individual serving as the Executive Director from simultaneously serving as a Director of the Board, with the exception that an individual may not serve as the Executive Director and either Treasurer or Secretary at the same time. Any compensation, as prescribed in Section 5 of Article VIII is for the exclusive and sole purposes of serving as the Executive Director and not for service as a Board member.

ARTICLE VII INDEMNITY

SECTION 1. Indemnity. Ascend shall indemnify its directors, officers and employees as follows: (a) Every director, officer, or employee of Ascend shall be indemnified by Ascend against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which s/he may become involved, by reason of her/his being or having been a director, officer, employee or agent of the non-profit corporation or is or was serving at the request of the non-profit corporation as a director, officer, employee or agent of the non-profit corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of her/his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. (b) Ascend shall provide to any person who is or was a director, officer, employee, or agent of the non-profit corporation or is or was serving at the request of the non-profit corporation as a director, officer, employee or agent of the non-profit corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically

permissible under applicable law. (c) The Board of Directors may, in its discretion, direct the purchase of liability insurance.

ARTICLE VIII CONFLICTS OF INTEREST

SECTION 1. Purpose. The purpose of the conflict of interest policy is to protect Ascend's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of Ascend or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations under Section 501(c) of the Code.

SECTION 2. Definitions.

2.1 Interested Person. Any director, officer, or committee member, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, or through a related person as defined in Section 267 of the Code: (a) An ownership or investment interest in any entity with which Ascend has a transaction or arrangement, (b) A compensation arrangement with Ascend or with any entity or individual with which Ascend has a transaction or arrangement, or (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Ascend is negotiating a transaction or arrangement.

Ascend includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3.2, a person who has a financial interest may have a conflict of interest only if the appropriate Board of Directors or designated committee decides that a conflict of interest exists.

SECTION 3. Procedures.

3.1 Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of designated committee.

3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or designated committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest.

(a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, s/he shall leave the meeting during the

discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The Chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the governing board or committee shall determine whether Ascend can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Ascend's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

3.4 Violations of the Conflicts of Interest Policy.

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

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 4. Records of the Proceedings. The minutes of the governing 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 an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest is present, and the governing board's or committee's decision as to whether a conflict of interest in fact exists. (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 5. Compensation.

5.1 A voting member of the governing board who receives compensation, directly or indirectly, from Ascend is precluded from voting on matters pertaining to that member's compensation.

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

5.3 No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Ascend, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

5.4 The majority of our Board of Directors shall be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, all compensation decisions will be made by the Board of Directors.

5.5 Further, all compensation paid shall be reasonable and shall be based on the following factors: (a) the type and amount of compensation received by others in similar positions, (b) the compensation levels paid in the particular geographic community the position is operating in, (c) the amount of time the individual spends in their position, (d) the expertise and other pertinent background of the individual, (e) the size and complexity of Ascend, and (f) the need of Ascend for the services of the particular individual.

SECTION 6. Annual Statements. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person: (a) has received a copy of the conflicts of interest policy, (b) has read and understands the policy, (c) has agreed to comply with the policy, and (d) understands that Ascend is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. Periodic Reviews. To ensure Ascend operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects: (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to Ascend's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, Ascend may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. Except as otherwise provided by resolution of the Board or Board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of

Ascend shall be executed on its behalf by the Chairperson or other person to whom Ascend has delegated authority to execute such documents in accordance with policies approved by the Board. By a majority vote, the Board of Directors may authorize any officer or officers, including non-board officers, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Ascend, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of Ascend and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Ascend, shall be signed by such officer or officers, including non-board officers, of Ascend and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of Ascend not otherwise employed shall be deposited from time to time to the credit of Ascend in such banks, trust companies or other depositories as the Board of Directors or designated committee of the Board may select.

ARTICLE X COUNTERTERRORISM AND DUE DILIGENCE POLICY

In furtherance of its exemption by contribution to other organizations, domestic or foreign, Ascend shall stipulate how the funds will be used and shall require the receipt and written verification to provide the non-profit corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the U.S. Department of the Treasury's publication the "Voluntary Best Practices for U.S. Based Charities" is not mandatory, Ascend willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

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

ARTICLE XI FISCAL YEAR

The fiscal year of Ascend shall be January 1 to December 31.

ARTICLE XII

DOCUMENT RETENTION POLICY

SECTION 1. Purpose. The Purpose of this Article is to establish standards for document integrity, retention, and destruction and to promote the proper treatment of Ascend's records.

SECTION 2. Policy. Records should not be kept if they are no longer needed for the operation of Ascend or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

SECTION 3. Litigation Relevant Documents. Ascend expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or Ascend informs you, that corporate records are relevant to litigation, or potential litigation (i.e., dispute that could result in litigation), then such records shall be preserved until it is determined by the relevant directors or officers that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

SECTION 4. Minimum Retention Periods for Specific Categories.

4.1 Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws, and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

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

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

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

4.5 Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

4.6 Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contract for at least three years beyond the life of the agreement, and no longer in the case of publicly filed contracts.

4.7 Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statement, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

4.8 Insurance. Expired insurance policies, insurance records, accident reports, claims, etc., should be kept permanently.

4.9 Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

ARTICLE XIII CORPORATE SEAL

The Board of Directors may, at its discretion, provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of Ascend, Leadership Through Athletics, Inc. and the State of Virginia and the words, "Corporate Seal."

ARTICLE XIV WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any director of Ascend under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV NONDISCRIMINATORY POLICY

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

ARTICLE XVI CODE OF ETHICS AND WHISTEBLOWER POLICY

SECTION 1. Purpose. Ascend requires and encourages directors, officers, and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the corporation must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Ascend to adhere to all laws and regulations that apply to the corporation and the underlying purpose of this policy is to support the corporation's goal of legal compliance. The support of all corporate staff is necessary to achieving compliance with various laws and regulations.

SECTION 2. Reporting Violations. If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Ascend is in violation of law, a written complaint must be filed by that person with the Chairperson or Vice Chairperson of the Board of Directors.

SECTION 3. Acting in Good Faith. Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

SECTION 4. Retaliation. Said person is protected from retaliation only if s/he brings the alleged unlawful activity, policy, or practice to the attention of Ascend and provides Ascend with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

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

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

SECTION 5. Confidentiality. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

SECTION 6. Handling of Reported Violations. The Chairperson or Vice Chairperson of the Board of Directors shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and its appointed committee and appropriate corrective action shall be taken if warranted by the investigation.

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

ARTICLE XVII AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted when necessary by approval of two-thirds of the Board of Directors. Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds of the Board of Directors. No amendment shall be made to the Bylaws or Articles of Incorporation which would cause Ascend to cease to qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

The above Bylaws were approved and adopted by the Board of Directors of Ascend on the ____ day of _____, 2020.

David Thoenen
Chairperson

Marina J. LeGree
Founder/Executive Director

Tamara K. Thorp
Secretary/Treasurer