

BYLAWS OF INDEPENDENT INTEGRATION SYSTEMS ENGINEERING, INC.
Adopted by the Board of Directors on: 02/10/2024

Article I – Name and Offices

Section 1. Name

The name of this corporation is **Independent Integration Systems Engineering, Inc.** (“the Corporation”).

Section 2. Principal Office

The principal office of the Corporation shall be:

P.O. Box 904, Condon, MT 59826,

or such other location as the Board of Directors may designate.

Section 3. Registered Office and Agent

The registered office and agent shall be as listed in the Articles of Incorporation unless changed by Board resolution and filed with the Montana Secretary of State.

Article II – Purpose

Section 1. General Purpose

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Purpose

The Corporation exists to develop, research, teach, and promote the principles of **Independent Integration Systems Engineering (IISE)**—a systems-engineering framework focused on strengthening the human being mentally, physically, and structurally through integration science, educational resources, and public outreach.

Section 3. Powers

The Corporation shall have all powers granted to nonprofit corporations under Montana law, including but not limited to the ability to contract, hire, acquire, and distribute property in furtherance of its exempt purposes.

Article III – Governance and Membership

Section 1. No Voting Members

The Corporation shall have **no voting members**. All powers shall be exercised by the Board of Directors.

Section 2. Advisory Participants (Optional)

The Board may appoint nonvoting advisors or committees to assist with programs or operations, but such persons shall have no governance authority.

Article IV – Board of Directors

Section 1. Authority

The affairs of the Corporation shall be governed by the Board of Directors (“the Board”).

Section 2. Number and Positions

The Board shall consist of **three (3)** directors.

Initial directors:

- **Angela Miely**
- **Victor Miely**
- **Walter Miely**

Section 3. Officers

The officers of the Corporation shall be:

- **Chief Executive Officer (CEO):** Angela Miely
- **Chief Financial Officer (CFO) & Secretary:** Victor Miely
- **Chief Technology Officer (CTO):** Walter Miely

Section 4. Terms

Directors shall serve **indefinite terms**, continuing until resignation, removal, or replacement.

Section 5. Meetings

1. **Annual Meeting:**
The Board shall hold **at least one regular meeting annually**, as required by Montana law.
2. **Special Meetings:**
May be called by any director with reasonable notice.
3. **Electronic Meetings:**
Meetings may be held via telephone, videoconference, or other electronic means, provided all directors can hear and participate.
4. **Written Consent:**
Actions may be taken without a meeting by unanimous written consent under Mont. Code Ann. § 35-2-417.

Section 6. Quorum

A majority (2 of 3) constitutes a quorum.

Section 7. Voting

Each director shall have one vote.

Actions require a majority vote unless otherwise required by law.

Section 8. Vacancies

Vacancies shall be filled by majority vote of the remaining directors.

Article V – Major Decisions

The Board shall approve all **major decisions**, defined as:

Section 1. Major Decision Definition

“Major decisions” include, but are not limited to:

1. Entering any contract, agreement, or obligation exceeding an amount set by Board policy (**initially \$2,500**).
2. Hiring, compensating, evaluating, or terminating any contractor, employee, or officer.
3. Applying for, accepting, or declining grants or restricted funds.
4. Acquiring, leasing, or disposing of real or personal property.
5. Opening, closing, or modifying bank accounts or credit lines; taking on debt.
6. Transactions involving potential conflicts of interest.
7. Material changes to the Corporation’s mission, programs, or organizational strategy.

The Board may revise dollar thresholds or decision categories by resolution as the Corporation grows.

Article VI – Conflict of Interest Policy

Section 1. Purpose

This policy protects the Corporation’s integrity and ensures compliance with IRS rules regarding private inurement and excess benefit transactions.

Section 2. Definitions

A **conflict of interest** exists when a director or officer (or family member) has a financial or personal interest that could influence their decision-making.

Section 3. Disclosure

1. Directors shall annually complete and sign a **Conflict of Interest Disclosure Form**.
2. Directors must disclose conflicts immediately as they arise.

Section 4. Recusal

A director who has a conflict of interest with respect to a matter shall disclose the conflict and shall not be present for deliberation or voting on the matter, except to provide factual information at the request of the Board.

If all or a majority of the directors have a conflict of interest with respect to a matter, the Board may proceed under the doctrine of necessity, provided that the conflict is fully disclosed, independent evidence of fairness and reasonableness is obtained, and the basis for the decision is documented in the minutes.

Section 5. Independent Review

Transactions involving conflicts shall be approved by:

- disinterested directors, **or**
- an independent third-party review confirming fair-market-value terms.

Section 6. Documentation

Minutes shall record:

- the conflict
- recusal
- independent evidence of fair-market value
- the final vote

Section 7. Compensation

Compensation must be reasonable and based on comparable market data. Documentation must include the basis for determining compensation.

Section 8. Penalties

Failure to disclose may result in disciplinary action or removal from the Board.

Article VII – Whistleblower Protection

The Corporation shall maintain an environment in which directors, officers, volunteers, and contractors may report suspected illegal, unethical, or improper conduct without fear of retaliation. Retaliation is prohibited and may result in removal or termination.

Article VIII – Document Retention & Destruction

The Corporation shall maintain a Document Retention Policy ensuring appropriate retention of financial records, minutes, contracts, and filings.

No documents shall be destroyed during litigation, audits, or government investigations.

Article IX – Committees

The Board may create committees as needed. Committees shall not exercise Board authority unless expressly delegated in writing and permitted by law.

Article X – Indemnification

To the fullest extent permitted by Montana law, the Corporation shall indemnify its directors and officers for expenses and liabilities incurred in good-faith service to the Corporation, except in cases of gross negligence, fraud, or willful misconduct.

Article XI – Transparency & Public Disclosures

The Corporation shall maintain a **public governance section** on its website that includes:

- IRS Form 1023 (if applicable)
- Most recent three years of Form 990
- Bylaws and conflict policies
- Annual impact reports
- Names of directors and officers

This ensures public trust and accountability.

Article XII – Fiscal Year

The fiscal year of the Corporation shall be:

January 1 – December 31.

Article XIII – Dissolution

Upon dissolution, assets shall be distributed according to Article VII of the Articles of Incorporation, exclusively to 501(c)(3) purposes.

Article XIV – Amendments

These bylaws may be amended by majority vote of the Board of Directors, provided notice is given at least seven (7) days before the vote.

Article XV – Parliamentary Authority

Robert's Rules of Order, Newly Revised shall govern procedures when not inconsistent with these bylaws or applicable law.

Certification

These bylaws were approved by the Board of Directors of **Independent Integration Systems Engineering, Inc.** on this 10 day of February, 2024.



Angela Miely
CEO



Victor Miely
CFO, Secretary, Incorporator



Walter Miely
CTO