

NATURAL PHILOSOPHY ALLIANCE, INC.

By-laws

Approved January 3, 2014

ARTICLE I - NAME PURPOSE AND BUSINESS PROCESS

Section 1.01. Name and Principal Office.

The name of the organization is the Natural Philosophy Alliance, Inc., operating as a tax-exempt non-stock corporation under the laws of the State of Maryland, hereafter and publically referred to as the "Natural Philosophy Alliance" or "NPA." Its principal office shall be a street address designated by the Board of Directors.

Section 1.02. Purposes.

The purposes for which the Corporation is formed are as follows: advancement of our understanding of the natural physical world, using the investigative tools of the scientific method for the discussion and dissemination of the results of this work, with special emphasis placed on a spirit of freedom and tolerance within the limits of competent scientific research. The emphasis shall be on the free and open pursuit of knowledge, substantiated by carefully reasoned scholarship. The Corporation shall provide a platform whereby new ideas and paradigms can emerge and be expounded, allowing its members and the general audience to decide for themselves what is reasonable and correct.

In order to fulfill these purposes the Corporation shall:

- a) Promote the free and open discussion of relevant scientific issues with the hope of resolving the unanswered questions the scientific community about the nature of physical reality.
- b) Continue the historical evolution of science as our understanding and knowledge deepens on such broad-based issues as space, time and causality, and the operating principle at work in structuring energy and mass.
- c) Encourage the unification of our knowledge into a single and all-inclusive whole to whatever extent possible.
- d) Diligently make an effort to provide a vehicle to accomplish the overarching goal of science, that of understanding how our universe works.
- e) Avail our efforts to the general public by making an outreach to all people, societies, cultures and nations who consider these ambitions to be beneficial and in the best interests of humanity and life in general.
- f) Be spokespeople for the harmonious integration of science into society.

The Corporation is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 1.03 Business Process

NPA operating expenses and program services will be funded by external donations and grants and internally managed income generating enterprises including but not limited to: membership fees, conference fees, publication fees and science and technology oriented product sales.

NPA will generally strive to operate on a not-for-profit basis, balancing income and expenses, so as to avoid accumulating more capital than is required to meet ongoing year-to-year cash flow requirements with modest reserves for contingencies.

Article II – Members.

Section 2.01. Classes.

There shall be two classes of membership, including General Member and Associate Member.

Privileges and obligations may differ between these member classes, which are detailed at Appendix I.

Section 2.02. Qualifications.

NPA membership shall be open to all who find interest in the objectives of the NPA, regardless of credentials, titles or professional standing.

Section 2.03. Basis for Membership.

Registration and creation of at least a minimal member profile is required to become a Member, and all Members must agree to comply with the NPA Guidelines for Published Works (Appendix III).

NPA membership application is accomplished through registration on the NPA web site or by submitting a manually completed registration form. Members may, at their option, be either publically listed or remain unlisted and may also choose what registration information they wish to declare to be public on their profile page.

Section 2.04. Membership Term.

Membership begins upon registration, and General Membership begins upon payment of Membership dues. General Membership will revert to Associate Membership if the sustaining dues are not maintained, or as may be otherwise determined by the Board of Directors.

Section 2.05. Dues.

Dues for member classes shall be established by the Board of Directors on an annual basis.

Section 2.06. Member Communications.

An internet web site will be established and maintained for member communications, currently hosted at www.worldnpa.org.

Section 2.07. Membership Benefits.

NPA Member benefits include:

- a) use of "members only" section that may be so designated on the website;
- b) invitations to attend NPA and related organization's events and activities;
- c) product or event discounts that NPA may be able to offer or arrange with others;
- d) camaraderie with fellow Members and the enhanced opportunity to communicate with peers;
- e) opportunity to have works published on-line or in print and accessible to the general public;
- f) opportunity to establish a record and time-line of disclosure for ideas and authorship;
- g) opportunity for non-scientists to interact with practicing scientists; and
- h) privilege to participate in the formation and realization of new paradigms in scientific achievement.

Section 2.08. Publication of Works.

Submission and publication of works in the NPA archives, and in other publications, shall be governed by the Statement on Open Access and Intellectual Property Rights, at Appendix II.

Works shall comply with the NPA Guidelines for Published Works, at Appendix III. Acceptance of works may be denied, or previously submitted works may be removed from the NPA archives, if intent or content of works are, in the sole opinion of the Board of Directors, found not be in compliance with the Guidelines.

Categories may be established for works in the NPA archives and in select NPA publications, which may distinguish between works directly submitted for publication and those that have been subjected to a review process. Such review process shall be structured and applied so as only to evaluate and rate excellence in scholarship and presentation, as defined in the Guidelines for Published Works.

These provisions shall be applied strictly for purposes of ensuring civil conduct and improving scholastic qualities of NPA publications, but not for suppression of dissenting views or theories.

Section 2.09. Resignation of Membership.

Any member may resign by notification to the NPA. Upon such resignation, the Member's profile will be removed from the NPA archives; and abstracts and presentations may be removed if requested by the resigning member and agreed to by the Board of Directors.

Section 2.10. Termination of Membership or Participation.

The Board of Directors may revoke NPA membership or deny participation in NPA events to anyone who is publically abusive, disruptive, or offensive in any NPA forum, or attempts to use an NPA service or activity for personal gain other than through scientific or technical achievement.

ARTICLE III - AUTHORITY OF BOARD AND DUTIES OF DIRECTORS

Section 3.01. Authority of the Board.

The NPA Board of Directors ("Board") is the governing body with plenary authority over all activities of the NPA, and shall be responsible for the business and affairs of the corporation. The Board may exercise all powers and authority granted to the corporation.

The Board may, upon affirmative vote of a simple majority (51%) of the full Board at a regular or special meeting of the Board, amend, repeal or replace these By-laws, provided that a detailed summary or actual text of such proposed changes are included with notice of the meeting and delivered at least five (5) days prior to the vote, unless notice is waived by unanimous agreement of the Board.

The Board shall have access to all information relating to financial, material and intellectual property assets or operation of the NPA; and shall review and approve all contracts for supply of materials or services and agreements for cooperation or information sharing with other organizations.

The Board of Directors may delegate the powers and duties of any Officer to any other Officer, or to any Director.

The Board may, by resolution, create such policy statements as they deem advisable to amplify provisions of these By-laws and to establish criteria and processes for efficient and effective management of NPA activities.

Section 3.02. Duties of the Board of Directors.

The Board shall have responsibility to:

- a) perform strategic planning and take actions required to achieve the stated purposes of the NPA;
- b) develop and adopt a public statement of NPA Mission, Vision and Values;
- c) act as trustee of all funds, tangible and intangible property, and all other assets of the NPA to exercise control over the financial processes and administration herewith;
- d) review and approve annual budgets and statutorily required reports;
- e) determine use of funds and establishment of income, in accordance with applicable laws, Articles of Incorporation, and consistent with purposes set forth in these By-laws;
- f) select and supervise officers, advisors and agents, hired or appointed, with or without compensation, to undertake activities on behalf of the NPA;
- g) develop and adopt policies for conduct of business and programs for the organization;
- h) establish working groups, committees, and advisory bodies as deemed necessary and appropriate to fulfill the purposes of the organization;
- i) determine membership structure and any associated fees; and
- j) establish and maintain Guidelines for Published Works and evaluate and enforce Member compliance with the Guidelines.

Section 3.03. Number or Directors.

The Board shall include no fewer than five (5) and no more than nine (9) Directors.

Section 3.04. Nomination and Election of Directors.

Any General Member of the NPA may submit to the Board a self-nomination for a seat on the Board.

Such nomination shall include representations concerning the nominee's:

- a) scientific, technical, management and leadership qualifications to serve on the Board;
- b) motivation for and history of participation in the NPA or similar scientific organizations;
- c) willingness and ability to actively participate in the management of the business and affairs of the NPA; and
- d) agreement to abide by these By-laws and enforce the Guidelines for Published Works.

Upon endorsement of the nomination by a simple majority (51%) of the full serving Board, the nominee shall be elected to the Board.

Section 3.05. Director Responsibilities and Limitations.

Individual Directors upon assumption of their office agree to accept responsibility to:

- a) attend Board meetings as scheduled, or provide advanced notice of schedule conflicts to enable rescheduling to ensure a quorum;
- b) be prepared to engage in informed debate and decision on matters on the Board agenda;
- c) propose agenda items as required for Board action and provide read-ahead material to other members of the Board for any such proposed agenda item;
- d) consider and decide all matters before the Board in accordance with due diligence and fiduciary duty to act in the best interests of NPA and not in furtherance of personal interests;
- e) participate in strategic and event planning through e-mail communications and event planning teleconferences;
- f) complete and submit a conflict of interest statement at least yearly, when requested by the Board or at any other time that a personal or financial interest may cause a potential conflict with fiduciary duty to the NPA;
- g) publically support decisions of the Board in venues outside Board meetings and strategic planning sessions; and
- h) relinquish access to and control of NPA business accounts and properties and transfer to successor(s) or the board chair logins and passwords after leaving a position of Director or Officer.

Individual Directors upon assumption of their office agree to refrain from:

- a) entering into any private agreements regarding contracts, compensation or performance by NPA, as such commitments shall be valid obligations of NPA only when approved by action of the Board; and
- b) issuing any statement purporting to represent a position of NPA unless such position statement has been approved by a majority (51%) of the Board.

Section 3.06. Tenure and Term Limits.

The term of Directors shall be three (3) years, unless they shall have resigned or have been removed from the Board.

Directors shall serve no more than three (3) consecutive terms unless continuation is approved by a two-thirds (67%) vote of the entire Board.

Section 3.07. Reimbursement of Expenses.

Ordinary and necessary expenses for travel, lodging, meals and NPA related expenses incurred in the furtherance of NPA business may be reimbursed upon submission of supporting documentation, provided that the Board has, by resolution, approved the purpose, location and duration of such travel and expenses.

Claims for such expenses shall be reviewed and approved by the Treasurer, and any discrepancies noted will be reviewed with the Board prior to payment.

Section 3.08. Compensation.

Officers and Directors may be compensated based upon the demands of their duties and their contribution to generation of income by NPA supported enterprises. Terms of compensation shall be established by the Board.

Section 3.09. Resignation.

Resignations are effective upon receipt by the General Secretary of written notification, except that resignation of the Treasurer shall be effective upon receipt of a statement of reconciliation of the financial accounts of the NPA within two (2) weeks following the date of submission of resignation.

Section 3.010. Removal.

A Director or Officer may be removed from office by majority vote (51%) of the full Board, based upon concerns with performance of duties or material misrepresentation of qualifications on application for Board seat.

A decision to remove a Director or Officer shall be effective ten (10) days after affirmative vote to remove, during which time the affected Director or Officer shall be given opportunity to address the Board in person, in writing or by videoconference or teleconference to appeal the decision. No public announcement of removal action will be made by the Board until after conclusion of the appeal period.

Section 3.11. Disclosure of Conflicts of Interest.

Any Director or employee of the NPA who has a financial interest in any enterprise providing materials or services to the NPA shall disclose the extent of such interest prior to commencement or continuation of any such associated financial relationship.

Any such conflicted Director shall recuse himself or herself from Board actions involving the conflicted interest, in conformity with the organization's Conflict of Interest Policy, detailed in Appendix IV.

ARTICLE IV - AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers of the NPA.

Officers of the NPA shall include a Board Chair, President, Vice President, General Secretary and Treasurer.

Section 4.02. Election of Officers.

Officers of the NPA shall be elected from among the Directors of the Board by simple majority (51%) vote of the full Board after seating of a new Director.

Officers hold their office for one (1) year and may serve consecutive terms as long as they remain a Director.

Any Director elected to serve as an Officer may decline such office, but such declination may, at the option of the Board, be regarded as a resignation from the Board.

Directors may serve in only one Officer capacity at any time, except when there are fewer serving Directors than Officer positions.

Upon vacation, offices of President and Vice President may remain vacant until such time as suitably qualified candidates are found to fill them.

Section 4.03. Qualifications and Duties of the Board Chair.

The Board Chair shall:

- a) be selected based upon a record of demonstrated ability to organize and manage the activities of the Board, conduct meetings in accordance with generally accepted rules of parliamentary procedure and lead the NPA to greater organizational success;
- b) act as the principle spokesman for the NPA in matters of organizational management;
- c) schedule and call meetings of the Board as may be required to manage business affairs;
- d) provide notice and a proposed agenda to Directors regarding regular and special Board meetings;
- e) preside at meetings of the Board;
- f) exercise such other duties as may be reasonably expected of the Chair of a Board, or as may be requested by the Board.

Section 4.04. Qualifications and Duties of the President.

The President shall:

- a) be selected based upon a record of service and achievement in academia, industry or government in fields of science, engineering or other technical endeavors and demonstrated capability to represent and lead the NPA to greater scientific achievement;
- b) oversee scientific and technical aspects of the NPA to ensure that all endeavors undertaken are in conformance with expressed mission, vision and values;
- c) oversee the NPA publications and conference presentation selection process to ensure adherence to credible scientific methodology and quality of presentation;
- d) act as principal scientific spokesperson for the NPA and liaison with other scientific organizations; and
- e) exercise such other duties as may be reasonably expected of the President of any organization, or as may be requested by the Board.

Section 4.05. Qualifications and Duties of the Vice President

The Vice President shall:

- a) be selected based upon a record of service and achievement in academia, industry or government in science, engineering or other technical field of endeavor and demonstrated capability to represent and lead the NPA to greater scientific achievement;
- b) assist the President in the performance of technical review and oversight of the NPA and serve in the absence of the President;
- c) act as principal scientific point of contact for the NPA membership and liaison with other scientific and technical investigation and publishing organizations; and
- d) exercise such other duties as may be reasonably expected of the Vice President of any organization, or as may be requested by the Board.

Section 4.08. Qualifications and Duties of the General Secretary.

The General Secretary shall:

- a) be selected based upon a record of service and achievement in a leadership and organizational management capacity with demonstrated capability to administer and improve business processes of the NPA;
- b) ensure efficient flow of information among the Board, business enterprises, committees and technical working groups;
- c) support the conference planning process;

- d) develop and submit, upon Board approval, certifications required by statute, except for financial statements;
- e) maintain the minutes and records of the organization and ensure that these records are maintained in a secure and confidential manner;
- f) act as the official custodian of the records and seal of the organization; and
- g) exercise such other duties as may be reasonably expected of the General Secretary of any organization, or as may be requested by the Board.

Section 4.09. Qualifications and Duties of the Treasurer.

The Treasurer shall:

- a) be selected based upon a record of service and achievement in a leadership and management capacity with demonstrated capability to administer and improve accounting and finance processes of the NPA;
- b) exercise care and custody of all funds of the organization and responsibility for finances of the organization;
- c) provide periodic written accounts of the finances of the organization, as requested by the Board, upon at least two weeks' notice of request;
- d) lead the development of the NPA budget planning and approval process;
- e) support the conference planning process;
- f) develop and submit, upon Board approval, financial reports and certifications required by statute or financial benefactors; and
- g) at intervals of at least once (1) per year, arrange for audit and report of financial records of the organization by an independent certified accountant; and
- h) exercise such other duties as may be reasonably expected of the Treasurer of any organization, or as may be requested by the Board.

ARTICLE V – (RESERVED)

ARTICLE VI – MEETINGS AND PROCEDURES

Section 6.01. Regular Meetings.

The Board shall hold at least four (4) regular meetings per calendar year to plan and approve budgets, approve submission of statutorily required reports and to conduct other NPA business as may be required.

Meetings shall be at such dates, times and places as the Board shall determine, and may take place in person or via teleconference or videoconference.

At the last regular Board meeting of each year, the Board shall establish dates for regular meetings of the Board for the following year and approve a budget for the following year.

Notice shall be provided to Directors at least five (5) days in advance of each meeting, by e-mail, mail or telephone, which shall identify matters to be considered or acted upon at the meeting, and provide supporting materials for items to be acted upon.

Section 6.02. Special Meetings.

Special meetings may be called by the Board Chair, President or at the request of any two (2) Directors by notice emailed, mailed, or telephoned to each Director not less than five (5) days before such meeting, which shall identify matters to be considered or acted upon at the meeting.

The director initiating the request for special meeting shall: be responsible for providing the proper notice to all directors and any requested guests; provide read-ahead materials as required to inform Directors of the background for matters to be acted upon; and chair the meeting.

Section 6.03. Quorum and Approval of Actions.

Meetings of the Board and the General Membership shall be conducted in accordance with Robert's Rules of Order, Newly Revised, 11th Edition.

A quorum shall consist of a simple majority (51%) of the full Board.

In the absence of the Chair, the President, Vice President, Treasurer or General Secretary, in succession, shall preside at meetings.

Except where otherwise specified in these By-laws, actions of the Board shall be approved by affirmative vote of a simple majority (51%) of the Board members attending in person, through teleconference or videoconference. The presiding officer shall serve as a neutral parliamentarian and refrain from voting, except to create a tie vote or break a tie vote.

Where "consent in writing", "endorsement", "vote" or "approval" by a Director is specified in these By-laws, an e-mail transmittal from an e-mail address verifiably associated with a Director shall be considered as equivalent to personally signed consent, endorsement, vote or approval for purposes of any action requiring Board approval, except for dissolution of the organization.

Section 6.04. Action without a Meeting.

Any action required or permitted to be taken at a meeting of the Board, including amendment of these By-laws, or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to

approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

ARTICLE VII – EXTENSIONS OF THE BOARD

Section 7.01. Advisory Board.

The Board may, by resolution, establish an Advisory Board, composed of at least two (2) members with prior experience in the NPA or in a scientific or technical organization of similar focus, to advise the NPA Board with regard to strategic planning or other issues. The chair of any such Advisory Board shall be designated by and report to the NPA President.

Any prior NPA Director serving on the Advisory Board shall be recognized as a “Director Emeritus.”

Section 7.02. Committees.

The Board may, by resolution, establish committees composed of at least two (2) Directors which, except for an executive committee, may also include non-Directors.

The Board may appoint the chair of such committees; establish such procedures to govern their activities; and delegate thereto such authority as may be necessary or desirable for the efficient management of property, affairs, business, or activities of the NPA.

Section 7.03. Technical Working Groups.

The Board may, by resolution, establish technical working groups composed of at least two (2) General Members, which may also include Associate Members and non-members.

The Board may appoint the chair of each such technical working group, who shall be recognized as “Principal Investigator” of his or her technical domain.

ARTICLE VIII - GENERAL MEMBERSHIP MEETING

Section 8.01. Frequency of Meeting.

Members of the NPA shall be provided an opportunity to attend a General Membership (“GM”) meeting, which shall be held in conjunction with a scheduled NPA public conference.

The President of the Board shall be responsible for scheduling the GM meeting.

Section 8.02. Work of the General Membership Meeting.

Official work to be carried out at the GM meeting shall include:

- a) notification of changes in NPA Board membership and election of Officers;
- b) notification of amendments to the By-laws;

- c) report of financial condition of the organization;
- d) report of significant accomplishments and challenges faced by the organization;
- e) report of other items of interest to the membership as requested by the Board; and
- f) opportunity for Members to ask questions, raise issues or comment on the NPA.

ARTICLE IX - BOOKS AND RECORDS

Books of account of the activities and transactions of the NPA shall be safely archived in a physical location as well as in multiple electronic locations.

Records of the NPA shall include the Articles of Incorporation, a copy of these By-laws and amendments, and minutes of regular and special meetings of the Board.

Meeting minutes shall not be required for informational or strategic planning sessions by the Board.

ARTICLE X - FINANCIAL ADMINISTRATION

Section 10.01. Fiscal Year.

The fiscal year of the NPA shall start on January 1st and conclude on December 31st, but may be changed by resolution of the Board.

Section 10.02. Checks, Drafts, and Orders.

All checks, drafts and orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by the Treasurer. By resolution of the Board, another Officer or Director of NPA may be designated as an alternate signer or as a co-signer.

The Board may, by resolution, establish limits for direct or reimbursable spending authority by specific Officers, for which expenditures will not require case-by-case prior approval by the Board, but only notification to the Treasurer.

ARTICLE XI – PROTECTION PROVISIONS

Section 11.01. Bonding.

Officers and Directors who have authority to contract or sign checks in the name of the NPA shall be bonded in an amount and manner to be determined by the Board.

Section 11.02. Indemnification.

Every person who is, has been or shall be a Director, Officer, volunteer or agent of the NPA and his or her personal representative shall be indemnified by the NPA against all costs and

expenses reasonably incurred by or imposed upon him or her in connection with any action suit or proceeding to which he or she may be made a party by reason of his or her being a Director, Officer, volunteer, or agent of NPA, except in relation to such matter as to which he or she shall finally be adjudicated to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty. "Cost and expenses" shall include, without limiting the generality thereof, reasonable attorney's fees, damages, and reasonable amounts paid in settlement. Nothing in this section shall be construed to limit any of the rights or remedies provided for the indemnification of Directors, Officers, volunteers and agents as provide by statue.

Section 11.03. Limitation of Liability.

No person will be liable to the NPA for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as Director, officer, agent or employee of the NPA in good faith, if this person: relied upon financial statements of the NPA represented to him or her to be correct by the President or other Officer of the Association having charge of its books of account or stated in a written report by an independent public or certified public accountant or firm of such accountants fairly to reflect the financial condition of the Association; or considered the assets to be of their book value; or relied upon the advice of legal counsel for the NPA.

ARTICLE XII - DISSOLUTION OF THE ORGANIZATION

The NPA may be dissolved by eighty percent (80%) vote of the full Board of Directors, provided that notice of the proposed dissolution has been submitted to all Directors in writing with written notice of the meeting date and location to decide the proposed dissolution at least thirty (30) days prior to the meeting date.

In the event of dissolution, the Board shall dispose of all of the net assets of the corporation exclusively to such organizations which are organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code. Any remaining assets not disposed of by the Board shall be disposed of by the Court in the jurisdiction n which the principal office of the corporation is then located, exclusively for such purposes or to such organizations.

Adopted by the Board this 3rd day of January, 2014.

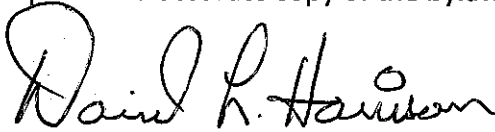


January 3, 2014

Board Chair

Date

I, the undersigned, being secretary of the corporation, hereby certify that the above is a true, complete and accurate copy of the bylaws adopted by the Board.



2.19.14

General Secretary

Date

APPENDICES TO THE BY-LAWS OF THE NPA

APPENDIX I - MEMBER CLASSES

General Member.

General Members shall generally have complete access to all public areas of the NPA web site and will be permitted to post abstracts, presentations and scientific papers to and engage in discussions on the NPA websites.

General Members may be required to pay a sustaining membership fee.

Associate Member.

Associate Member's may have more limited access to the NPA's full web site, and may engage in discussions on the NPA websites, but may be restricted from posting abstracts, presentations or scientific papers.

Associate Members may not be required to pay a sustaining membership fee.

APPENDIX II - STATEMENT ON OPEN ACCESS AND INTELLECTUAL PROPERTY RIGHTS

Manuscripts, whether peer-reviewed or not, containing original research or scholarship are available to the public immediately upon inclusion in the archives, at no charge and without requiring registration or other restrictions to access.

Members submitting works agree to allow users to "copy, use, distribute, transmit and display the work publicly and to make and distribute derivative works, in any digital medium for any responsible purpose, subject to proper attribution of authorship."

Submission of a work to the NPA archives constitutes a grant to the NPA of a non-exclusive right to provide public access to the work and to publish the work in the Proceedings of the NPA, or other NPA publications, which may be offered in print or electronically accessible form.

APPENDIX III – GUIDELINES FOR PUBLISHED WORKS

Members of the NPA are expected to adhere to the following Guidelines regarding submission of works for publication.

Focus on Natural Philosophy - Submitted works should be focused upon scientific inquiry and explanation of the structures and processes of our natural physical world through:

- a) expression of a scientific theory, observation or results of experimentation;
- b) examination of the history of science, technology, or scientific method;
- c) improvement in a method of scientific reasoning, modeling, analysis or computation;
- d) interpretation, extension or critique of a scientific theory; or
- e) definition of an approach to unification of scientific theories.

Boundaries - Submitted works should not promote or oppose any religious view, political view, legislative proposal or candidate for public office.

Excellence in scholarship - Members should strive for clarity and quality of presentation, well reasoned and logical development of concepts, and thorough substantiation of conclusions through supporting evidence.

Original research - Works are represented by submitters to contain original research or scholarship.

Attribution - Extracts of theories, observations or experimentation results substantially copied or paraphrased from works of others shall include appropriate attribution of authorship.

Civility - Submitted works shall not be used to disparage the reputation of any author or researcher, but may properly examine, comment upon or refute specific works of any author or researcher when accomplished through responsible critique by application of scientific inquiry, improved logical or computational analysis, or by inviting attention to new observations or results of experimentation.

Personal responsibility - Members are expected to take personal responsibility for their works; and contact information shall accompany all works submitted.

These Guidelines shall be regularly reviewed and maintained by the NPA Board to enhance expectation of consistently high standards in NPA associated works.

Members have an obligation to maintain the integrity of the NPA archives by privately communicating to a member of the Board, any perceived breach of these Guidelines.

APPENDIX IV - CONFLICT OF INTEREST POLICY

Appendix 4.01. Application of Policy.

This policy applies to Directors, staff and certain advisors and volunteers of the NPA. An advisor or volunteer is covered under this policy if that person has been granted significant independent decision making authority with respect to financial or other resources of the organization. Persons covered under this policy are hereinafter referred to as "interested parties."

Appendix 4.02. Conflict of Interest.

A conflict of interest may exist when the interests or concerns of an interested party may be seen as competing with the interests or concerns of the organization. There are a variety of situations, which raise conflict of interest concerns including, but not limited to, the following.

Financial Interests - A conflict may exist where an interested party, or a relative or business associate of an interested party, directly or indirectly benefits or profits as a result of a decision made or transaction entered into by the organization. Examples include situations where:

- a) the organization contracts to purchase or lease goods, services, or properties from an interested party, or a relative, or business associate of an interested party;
- b) the organization purchases an ownership interest in or invest in a business entity owned by an interested party, or by a relative or business associate of an interested party;
- c) the organization offers employment to an interested party, or a relative, or business associate of an interested party, other than a person who is already employed by the organization;
- d) an interested party, or a relative or business associate of an interested party, is provided with a gift, gratuity or favor, of a substantial nature, from a person or entity which does business, or seeks to do business, with the organization; or
- e) an interested party, or a relative or business associate of an interested party, is gratuitously provided use of the facilities, property, or services of the organization.

Other Interests - A conflict may also exist where an interested party, or a relative or business associate of an interested party, obtains a non-financial benefit or advantage that he would not have obtained absent his or her relationship with the organization, or where his or her duty or responsibility owed to the organization conflicts with a duty or responsibility owed to some other organization.

Examples include where:

- a) an interested party seeks to obtain preferential treatment by the organization for himself, or relative, or business associate;
- b) an interested party seeks to make use of confidential information obtained from the organization for his own benefit, or for the benefit of a relative, business associate, or other organization; or
- c) an interested party seeks to take advantage of an opportunity, or enable a relative, business associate or other organization to take advantage of an opportunity, which he or she has reason to believe would be of interest to the organization.

Appendix 4.03. Disclosure of Actual or Potential Conflicts of Interest.

An interested party is under a continuing obligation to disclose any actual or potential conflict of interest as soon as it is known, or reasonably should be known.

An interested party shall complete a questionnaire, in the form attached hereto as Appendix A, to fully and completely disclose the material facts about any actual or potential conflicts of interest. The disclosure statement shall be completed upon his or her association with the organization, and shall be updated annually thereafter. An additional disclosure statement shall be filed at such time as an actual or potential conflict arises.

For Directors, the disclosure statements shall upon assumption of Director duties and at the beginning of each year be provided to the Board Chair, or in the case of the Board Chair's disclosure statement shall be provided to the Secretary. Copies shall be provided to any Director upon request.

In the case of staff or volunteers with significant decision making authority, the disclosure statements shall be provided to the Board Chair of the organization.

The Secretary of the board of directors shall file copies of all disclosure statements with the official corporate records of the organization.

Appendix 4.04. Procedures for Review of Actual or Potential Conflicts – General.

Whenever there is reason to believe that an actual or potential conflict of interest exists between NPA and an interested party, the Board of Directors shall determine the appropriate organizational response. This shall include, but not necessarily be limited to, invoking the procedures described as follows, with respect to a specific proposed action or transaction.

Where the actual or potential conflict involves an employee of the organization other than the Executive Director, the Executive Director shall, in the first instance, be responsible for reviewing the matter and may take appropriate action as necessary to protect the interests of

the organization. The Executive Director shall report to the Chairman the results of any review and the action taken. The Chairman, in consultation with the Executive Committee, shall determine if any further board review or action is required.

Appendix 4.05. Procedures for Addressing Conflicts of Interest - Specific Transactions.

Where an actual or potential conflict exists between the interests of NPA and an interested party with respect to a specific proposed action or transaction, NPA shall refrain from the proposed action or transaction until such time as the proposed action or transaction has been approved by the disinterested members of the board of directors of the organization. The following procedures shall apply:

- a) An interested party who has an actual or potential conflict of interest with respect to a proposed action or transaction of the corporation shall not participate in anyway in, or be present during, the deliberations and decision making of the organization with respect to such action or transaction. The interested party may, upon request, be available to answer questions or provide material factual information about the proposed action or transaction.
- b) The disinterested members of the board of directors may approve the proposed action or transaction upon finding that it is in the best interests of the corporation. The board shall consider whether the terms of the proposed transaction are fair and reasonable to the organization and whether it would be possible, with reasonable effort, to find a more advantageous arrangement with a party or entity that is not an interested party.
- c) Approval by the disinterested members of the board of directors shall be by vote of a majority of directors in attendance at a meeting at which a quorum is present. An interested party shall not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of directors in attendance.
- d) The minutes of the meeting shall reflect that the conflict disclosure was made, the vote taken and, where applicable, the abstention from voting and participation by the interested party.

Appendix 4.06. Violations of Conflict of Interest Policy.

If the board of directors has reason to believe that an interested party has failed to disclose an actual or potential conflict of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

If, after hearing the response of the interested party and making such further investigation as may be warranted in the circumstances, the board determines that the interested party has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate

disciplinary and corrective action.

Natural Philosophy Alliance, Inc.

Conflict of Interest Policy

Annual Affirmation of Compliance and Disclosure Statement

I have received and carefully read the Conflict of Interest Policy for Directors, staff, advisors and volunteers of the Natural Philosophy Alliance ("NPA") and have considered not only the literal expression of the policy, but also its intent. By signing this affirmation of compliance, I hereby affirm that I understand and agree to comply with the Conflict of Interest Policy. I further understand that the NPA is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Except as otherwise indicated in the Disclosure Statement and attachments, if any, below, I hereby state that I do not, to the best of my knowledge, have any conflict of interest that may be seen as competing with the interests of the NPA, nor does any relative or business associate have such an actual or potential conflict of interest.

If any situation should arise in the future which I think may involve me in a conflict of interest, I will promptly and fully disclose the circumstances to the Board Chair of the NPA or to the Secretary, as applicable.

I further certify that the information set forth in the Disclosure Statement and attachments, if any, is true and correct to the best of my knowledge, information and belief.

Name (Please print)

Signature

Date

Natural Philosophy Alliance, Inc.

Conflict of Interest Policy

Disclosure Statement

Please complete the questionnaire, below, indicating any actual or potential conflicts of interest. If you answer "yes" to any of the questions, please provide a written description of the details of the specific action or transaction in the space allowed. Attach additional sheets as needed.

Financial Interests - A conflict may exist where an interested party, or a relative or business associate of an interested party, directly or indirectly benefits or profits as a result of a decision made or transaction entered into by the organization.

Please indicate, during the past 12 months:

F1. Has the organization contracted to purchase or lease goods, services, or property from you or from any of your relatives or business associates?

Yes No

If yes, please describe in Remarks section below, referencing question F1:

F2. Has the organization purchased an ownership interest in or invested in a business entity owned by you, or owned by any of your relatives or business associates?

Yes No

If yes, please describe in Remarks section below, referencing question F2:

F3. Has the organization offered employment to you, or to any of your relatives or business associates, other than a person who was already employed by the organization?

Yes No

If yes, please describe in Remarks section below, referencing question F3:

F4. Have you, or have any of your relatives or business associates, been provided with a gift, gratuity or favor, of a substantial nature, from a person or entity which does business, or seeks to do business, with the organization?

Yes

No

If yes, please describe in Remarks section below, referencing question F4:

F5. Have you, or any of your relatives or business associate, been gratuitously provided use of the facilities, property, or services of the organization?

Yes

No

If yes, please describe in Remarks section below, referencing question F5:

Other Interests - A conflict may also exist where an interested party, or a relative or business associate of an interested party, obtains a non-financial benefit or advantage that he would not have obtained absent his/her relationship with the organization, or where his/her duty or responsibility owed to the organization conflicts with a duty or responsibility owed to some other organization.

Please indicate if at any time during the past twelve months:

O1. Did you obtain preferential treatment by the organization for yourself, or for any of your relatives or business associates?

Yes

No

If yes, please describe in Remarks section below, referencing question O1:

O2. Did you make use of confidential information obtained from the organization for your own benefit, or for the benefit of a relative, business associate, or other organization?

Yes

No

If yes, please describe in Remarks section below, referencing question O2:

O3. Did you take advantage of an opportunity, or enable a relative, business associate or other organization to take advantage of an opportunity, which you had reason to believe would be of interest to the organization?

Yes

No

If yes, please describe in Remarks section below, referencing question O3:

Remarks - reference question number and describe circumstances for which any question response was "Yes" (*attach additional pages or supporting material, if necessary*):

