

BITCOIN FOR THE ARTS, INC.

BYLAWS

Adopted November 16, 2025

Incorporated under the New York Not-for-Profit Corporation Law

Exempt under IRC §501(c)(3)

ARTICLE I – NAME AND PURPOSE

Section 1.01 Name

The name of the corporation is **Bitcoin For The Arts, Inc.** (the “Corporation”).

Section 1.02 Purpose

The Corporation is organized and shall be operated **exclusively for charitable, educational, and artistic purposes** within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), including, without limitation:

- (a) to provide direct financial support to artists through **Bitcoin-denominated micro-grants**;
- (b) to advance public education in **Bitcoin** within the performing and visual arts;
- (c) to curate and present **live and digital exhibitions and performances** in collaboration with museums, galleries, theaters, dance companies, and cultural organizations; and
- (d) to promote the integration of **Bitcoin** into the global arts ecosystem.

Section 1.03 Mission Statement

“In the sovereign spirit of Bitcoin—uncensorable money for uncensorable minds—we ignite a self-sustaining global renaissance in art. Through Bitcoin micro-grants, performance workshops, and visionary live and digital productions, we empower visual artists, playwrights, dancers, and musicians to break free from fiat decay. Every donation fuels direct support to creators, powers world-class exhibitions and residencies, and plants a seed in a permanent Bitcoin reserve—building an eternal endowment for human creativity that no institution or inflation can ever touch.”

ARTICLE II – OFFICES

Section 2.01 Principal Office

The principal office shall be located in **New York County**, New York. The Board of Trustees may relocate as needed.

Section 2.02 Other Offices

Additional offices may be maintained at the Board's discretion.

ARTICLE III – MEMBERSHIP

Section 3.01 Current Status

The Corporation **currently has no voting members**. All powers are exercised by the Board of Trustees.

Section 3.02 Future Voting Members

Upon annual gross receipts exceeding **\$250,000** (or by Board resolution), a class of **Voting Members** shall be established, consisting of:

- (a) all prior recipients of artist grants;
- (b) all lifetime donors of **1 BTC or more**;
- (c) up to **five (5)** appointees selected by the Board.

Section 3.03 Rights of Voting Members

Voting Members shall have the right to:

- (i) elect **1/3 of the Trustees** every two years;
- (ii) approve amendments to the **mission or dissolution**;
- (iii) vote on **access to the Bitcoin Reserve Fund**.

Section 3.04 Annual Meeting

The annual meeting (once established) shall be held on the **first Saturday in March** (virtual permitted).

ARTICLE IV – BOARD OF TRUSTEES

Rule	Details
Size	3 to 9 Trustees
Initial Board	Dion Wilson (Founder & Chair), Avinash Burra (Treasurer), Cheryl McGinnis (Secretary)

Term	2 years; unlimited re-election
Vacancies	Filled by majority vote of remaining Trustees
Removal	$\frac{2}{3}$ vote of Board (or $\frac{2}{3}$ of Voting Members, once active)
Compensation	None. Reimbursement only.

ARTICLE V – MEETINGS OF THE BOARD

	Rule	Details
Annual		First Monday in February
Regular		At least 2 per year
Special		Called by Chair or any 2 Trustees
Notice		5 days via email/text
Quorum		Majority of Trustees
Voting		Majority ($\frac{2}{3}$ or $\frac{3}{4}$ for major actions)

Action Without Meeting

Unanimous written/electronic consent

Remote

Zoom, Discord, or any secure platform

ARTICLE VI – OFFICERS

Officer	Duties
Chair	Preside, sign, represent
Treasurer	Finances, BTC wallets, budgets, IRS filings
Secretary	Records, minutes, notices

Prohibition: Chair and Treasurer **cannot be the same person.**

ARTICLE VII – COMMITTEES

Standing Committees:

- (a) **Grants Committee** – Reviews artist applications
- (b) **Programs Committee** – Plans workshops, performances, exhibitions
- (c) **Bitcoin Reserve Oversight Committee** – Monitors the Reserve

Authority: Advisory only unless delegated by Board.

ARTICLE VIII – FINANCIAL PROVISIONS

Section 8.01 Fiscal Year

January 1 – December 31

Section 8.02 55/30/10/5 Allocation Rule

All gross receipts shall be allocated annually as follows:

Category	%	Purpose
Artist Grants	55%	Direct Bitcoin support to artists
Program Services	30%	Workshops, performances, exhibitions, residencies
General Administration	10%	Overhead, compliance, operations
Bitcoin Reserve Fund	5%	Long-term financial sovereignty and mission continuity

Section 8.03 Bitcoin Reserve Fund (“HODL Vault”)

- **Target:** Minimum 1 BTC
- **Cap:** 10% of total assets
- **Access:** $\frac{3}{4}$ Board vote + $\frac{2}{3}$ Voting Member approval (once active)
- **Wallet:** 3-of-5 multisig (Chair, Treasurer, Secretary, two external artists)
- **Transparency:** Public on-chain address; annual audit

Section 8.04 Sample Budget (\$100,000 Revenue)

Category	%	Amount	BTC Equivalent*
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Artist Grants	55%	\$55,000	~0.55 BTC
Program Services	30%	\$30,000	~0.30 BTC
Administration	10%	\$10,000	~0.10 BTC
Bitcoin Reserve	5%	\$5,000	~0.05 BTC
Total	100%	\$100,000	~1.00 BTC

_At \$100,000/BTC – actual value fluctuates

Section 8.05 Bitcoin Operations

- All Bitcoin held in **multi-signature wallets**
- Grants under **0.01 BTC** may use **Lightning Network**
- Large donations allocated within **30 days** per 55/30/10/5 Rule

ARTICLE IX – CONFLICT OF INTEREST

Section 9.01 Policy

The Board shall adopt and annually review a **Conflict of Interest Policy** consistent with IRS and New York requirements. No interested Trustee or officer may vote on personal matters.

ARTICLE X – AMENDMENTS

Section 10.01 Procedure

Bylaws may be amended by $\frac{2}{3}$ **vote of the entire Board** with **10 days' notice**.

Once Voting Members exist, amendments to **Article I, Article VIII, or Article XI** also require $\frac{2}{3}$ **member approval**.

ARTICLE XI – DISSOLUTION

Section 11.01 Distribution of Assets

Upon dissolution, after payment of liabilities, all remaining assets shall be distributed to one or more **501(c)(3) organizations** focused on the arts or Bitcoin education.

The **Bitcoin Reserve Fund**, if intact, shall be transferred to a **permanent endowment** supporting similar missions.

CERTIFICATION

Adopted by **unanimous written consent** of the initial Board of Trustees on **November 16, 2025**.

IN WITNESS WHEREOF, the undersigned have executed these Bylaws.

Dion Wilson

Founder and Chair, Board of Trustees

November 16, 2025