

Bylaws of A Bright Spot, Inc.

I. NAME OF ORGANIZATION

The name of the corporation is A Bright Spot, Inc.

II. CORPORATE PURPOSE

The objects and purposes of the Corporation, which is not formed for pecuniary profit or financial gain, shall be exclusively to operate for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, and any corresponding provision of any future Internal Revenue law of the United States.

The specific purpose of this corporation is to provide joy and happiness to children in need of support. Primarily, this is in the form of letters, stickers, and cards. These will be mailed to children or hand-delivered to caretakers. Donations will be received to procure stamps, envelopes, and other expenses associated with providing a bright spot in each child's day. Donations of money, real property, or other property will be received for this purpose. The Corporation intends to solicit for donations directly but may engage a professional solicitor or fund-raising counsel on its behalf, if necessary. The Corporation shall engage in such activities that will promote the public interest in, and support for, the purposes of the Corporation.

This corporation is organized exclusively for charitable, religious, 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.

III. MEMBERSHIP

The membership of the corporation shall consist of the members of the Board of Directors. All memberships shall be granted upon a majority vote of the board. No annual dues are required from members.

IV. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

Section 2. Number and Tenure

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than seven (7) including the following officers: the President, the Secretary, and the Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the Board of Directors present and voting. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

Each member of the Board of Directors shall be a member of the Corporation and shall hold office for up to a three-year term. Each member of the Board of Directors shall attend at least three (3) quarterly meetings of the Board per year.

Section 3. Regular and Annual Meetings

Regular meetings of the Board of Directors shall be held quarterly, at a time and place designated by the chair.

An annual meeting of the Board of Directors shall be held at the same time as the Annual Members meeting.

Notice of these meetings shall be sent to all members of the Board of Directors no less than ten (10) days, prior to the meeting date.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place so long as ten (10) days of notice is given. Any Director may waive notice of any meeting. The attendance of a Director at any 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. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

Section 5. Quorum

At meetings of the Board, a quorum shall consist of a simple majority or fifty percent (50%) of the Directors.

Section 6. Forfeiture and Removal

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1st shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 14 of this Article in these by-laws.

Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (2/3) of the members of the Board of Directors if in their judgment the best interest of the Corporation would be served thereby.

Section 7. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

Section 8. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 9. Conflict of Interest

The Board shall adopt a conflict-of-interest policy covering Board members, staff, and volunteers with significant decision-making authority of the Corporation. 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.

V. OFFICERS

Section 1. President

The President shall preside at all meetings of the membership. The President shall have the following duties:

- a. Preside at all meetings of the Executive Committee;
- b. Sign all contracts and agreements in the name of the Corporation after they have been approved by the Board;
- c. Serve as a representative of the Corporation in meetings and discussions with other corporations and agencies; and
- d. Have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed;
- e. Submit a report of the operations of the program for the fiscal year at the annual meeting.

Section 2. Secretary

The Secretary shall act as a clerk of the Board. The Secretary's duties shall consist of:

- a. Recording all votes and minutes of all proceedings;
- b. Make the arrangements for all meetings;
- c. Ensure notices of all meetings are sent to required recipients.

Section 3. Treasurer

The Treasures duties shall be:

- a. Ensure accurate financial records;
- b. Ensure timely and accurate management of financial resources;
- c. Advise the Board of significant financial matters;
- d. Present an Annual Budget for review and approval by the Board;
- e. Present an Annual Profit / Loss statement at the Annual Meeting;
- f. Present a complete and accurate report of the finances at each meeting of the members
- g. Direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles;
- h. Engage a qualified financial auditor to perform an annual financial if the Corporation received charitable donations greater than \$500,000.

Section 4. Appointment of Officers

Officers are appointed by a majority vote of the Board of Directors at the Annual Meeting for a term of three (3) years.

VI. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, public relations, mission, etc. The board chair appoints all committee chairs.

Section 2. Executive Committee

The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

The Executive Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

VII. INSURANCE

The Board shall evaluate the Corporation's needs for insurance coverage as appropriate for its activities, including, but not limited to, general liability insurance and directors' and officers' liability insurance.

VIII. INDEMNIFICATION and EXONERATION

Except where intentional misconduct or gross negligence can be demonstrated, the Corporation shall indemnify its Directors and Officers to the fullest extent permitted by state and federal law, including the payment of related legal expenses by, at a minimum, purchasing insurance.

To the fullest extent permitted by state or federal statutory or decisional law, no Director or Officer of this Corporation shall be personally liable to the Corporation or its members for damages, except where willful criminal conduct or gross negligence can be demonstrated.

Board members shall not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors and Officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

IX. CORPORATE RECORDS

The Corporation shall keep correct, complete books and records of account and shall also keep minutes of the proceedings of the Board and all committees. At a minimum, the Corporation shall keep at the principal office of the Corporation a record of the names and addresses of the Directors as well as its Articles of Incorporation, Bylaws, and Board approved policies.

Additionally, the Corporation should keep a copy of its records in the Corporation's electronic files. The Corporation shall make available to the public its application to the IRS for tax exempt status, its IRS determination letter, and its three (3) most recently filed IRS Form 990s.

X. SIGNATURE AUTHORITY

All checks, notes, acceptances, and orders for payment of money shall be signed by any individual authorized by the Board as described in the Corporation's financial policies. All contracts, leases, and deeds of any kind shall be signed by the President, or any other agent of the Corporation designated by the Board.

XI. ACCOUNTING YEAR

The accounting year of the Corporation shall be from January 1st to December 31st.

XII. AMENDMENTS

These Bylaws may be amended by a two thirds (2/3) vote of the Directors present and entitled to vote at a meeting at which a quorum is present. Any proposed amendments must be

submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendments at least ten (10) days prior to the meeting date.

XIII. Dissolution

The Corporation may be dissolved by a two thirds (2/3) vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Directors in writing with written notice of the meeting date to decide on the proposed dissolution at least thirty (30) days prior to the meeting date. Consistent with the Articles of Incorporation and in the event of dissolution, the Board shall dispose of all the net assets of the Corporation exclusively to such organizations that are organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code. Any assets not so disposed shall be disposed of by a court of competent jurisdiction of the county where the principal office of the Corporation is located. Disposal shall be made exclusively for exempt or public purposes or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.

XIV. ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this XX day of XX, 20 XX.

Deidre L Schrader, President

Dated

ATTEST: XX, Secretary

Dated