

BYLAWS
77 Kids Foundation, Inc.

ARTICLE I – NAME

The name of this organization /program shall be, **77 Kids Foundation Inc.**

ARTICLE II – PURPOSE

The organization shall be operated exclusively for charitable and educational purposes within the meaning of sections 501 (c) 3 and 170 (c) 2 of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Revenue Laws (the “code”).

The primary purpose for this organization is to: To benefit and assist children from Newborn up until 8th grade throughout the Southeastern United States.

ARTICLE III - MEMBERSHIP

The organization shall have no members.

ARTICLE IV – BOARD OF DIRECTORS

1. General Powers and Duties: The property, business and affairs of the organization shall be managed, controlled, and directed by a Board of Directors. The Board of Directors shall have, and may exercise, any and all powers that are necessary or convenient to carry out the purposes of the organization and which support and foster the purposes of the organization as established in these Bylaws.
2. Composition: The Board of Directors shall consist of ten members.
3. Officers of the Board/Executive Directors:

- A. Chair: The chair shall preside at all meetings of the Board and perform such other duties as may be directed by the Board. The Chair shall be elected at each annual meeting of the Board of Directors from among its members.

The Chair shall serve a four (4) year director term.

- B. Vice-Chair: The Board may elect from among its members a Vice-Chair who shall preside at all meetings of the Board when the Chair is absent.

The Vice-Chair will serve a four (4) year director term.

- C. Secretary: The Board shall elect from among its members a Secretary who shall be responsible for keeping an accurate record of the proceedings and actions of the Board. The Secretary shall maintain a current record of all persons who are Directors of the organization, showing their respective places of residence and other contact information. Subject to the control of the Board of Directors, the Secretary shall in general perform the duties incidental to the office of Secretary, and shall perform such other duties as the Board or the Chair may assign.

The Secretary will serve a three (3) year director term.

- D. Treasurer: The Board shall elect from among its members a Treasurer or Treasurers who shall have the custody of all funds and property of the organization, subject to such regulations as the Board of Directors may impose.

When necessary or proper, the Treasurer(s), on behalf of the organization, may endorse for collection, checks and other obligations, and shall deposit the proceeds to the credit of the organization at such bank or banks as the Board may designate by resolution as depository.

The Treasurer(s) shall make payments as may be necessary or proper to be made on behalf of the organization.

The Treasurer(s) shall maintain full and accurate books of account or other recognized method of record keeping, reflecting the transactions, assets and obligations of the organization and shall exhibit such books at all reasonable times to any Director or application at the offices of the organization. In general, the Treasurer(s) shall perform all duties incident to the office of Treasurer, subject to the control of the Board.

The Treasurer(s) will serve a three (3) year director term.

4. Terms: Charter members shall serve a term of three years. Directors who are elected in year two, shall serve a term of two years. No more than half of the Executive Committee Directors, serving as officers of the board, shall be changed during a single year.

Executive Committee Directors will serve three and/or four year terms to ensure continuity of the foundation and stagger leadership change. Term length will be defined by individual Executive Committee Director position or by majority board vote if necessary, due to director resignation. New board directors are not required to have student athlete participant. In order to be considered for board directorship , individual must be actively supporting athletic endeavors for a minimum of one year. To be considered for an Executive Committee Director position, individual must have served as a board director for one year and be actively contributing to the 77 Kids Foundation, Inc. in time, talent and/or resources. Board directors and Executive Committee Directors may serve consecutive terms if voted upon and approved by Board vote.

5. Resignation/Removal: A Board member may resign at any time by giving notice in writing to the Chair. In the event of a resignation, a new director shall be appointed in the same manner in which the resigned director was appointed. The new director shall complete the term of the resigned director.

A director may be removed by majority vote. Consideration shall be given to the number, and consecutive nature of absences from regular board meetings according to criteria established by the Board of Directors for this action. A minimum of two unexcused consecutive absences shall constitute reason for consideration of removal. (Article V, Section 7). The Board member fulfilling the obligations of a departing board member

shall complete the term of that board member.

6. Compensation: Members of the Board shall receive reasonable travel and subsistence when on Board business as established by the Board.

Committees:

Executive Committee: The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer, and Executive Director.

The Executive Committee shall have and may exercise all the authority of the Board in matters pertaining to the basic management of the organization between meetings of the Board.

Other committees: The Chair of the Board of Directors, with the approval of the Board of Directors may establish any committee deemed necessary to carry out the work of the organization

ARTICLE V – MEETINGS

1. Annual Meeting: The annual meeting of the Board of Directors shall be held each year at such time as the Board may fix, for the purpose of electing directors and officers, transaction of other business and making any amendments to the by-laws.
2. Regular Meetings: The Board of Directors shall meet monthly, either face-to-face or virtual, or in emergency sessions when the Chair deems it necessary or upon written request of a majority of the members of the Board of Directors.
3. Notice: Notice of the time, date and place of Board meetings shall be given by the Chair of the Board, or his Vice-Chair, to each member of the Board at least five (5) days in advance of the meeting; by phone, e-mail or mail determined by the Board of Directors at its annual meeting.
4. Place of Meetings: The meetings of the Board of Directors shall be held at the place determined by the Board of Directors at the annual meeting, or any other place as the Chair of the Board of Directors may designate.

5. Special meetings: The times, dates and places of special meetings of the Board may be set at the call of the Chair, upon written call by the majority of Board members, or upon resolution of the Board. Notice shall be given by the usual means of communication at least ten (10) days prior to a special meeting, unless waived in writing by all members.
6. Notice of Intention to Attend. Attendance Required: Members of the Board shall be required to notify the Chair of the Board their inability to attend. Absence from more than two consecutive meetings (without notification to the Chair) may be grounds for removal as a member of the Board of Directors.
7. Quorum: Fifty percent (50%) plus one (1) of the members of the Board at a duly announced board meeting shall constitute a quorum for the transaction of business. The quorum shall be determined at the beginning of the business meeting.
8. Parliamentary Procedures: All meetings shall be conducted in an open, orderly and fair manner; and **Robert's Rules of Order**, as revised, shall apply to all deliberations. Robert' Rules of Order may be suspended in order to maintain a quorum if necessary.

ARTICLE VI – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the organization.
2. Loans: No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.
3. Audits: Annually, or on request of a majority of the Board, the accounts of the organization shall be audited by a reputable certified public accountant, whose report shall be submitted to each member of the Board. Any other qualified person as designated by the Board may satisfy this requirement.

ARTICLE VII – INDEMNIFICATION

Any person who serves as a member of the Board of Directors of this organization, shall have the right to be indemnified by the organization to the fullest extent permitted by law against (a) reasonable expenses, including attorney's fees actually and necessarily incurred by him or her in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or on behalf of the organization, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, lien, penalty, or settlement for which he or she may have become liable in any such action, suit, proceeding.

The Board of Directors shall take all such action as may be necessary and appropriate to authorize the organization to pay the indemnification provided by this Bylaw, including without limitation, to the extent necessary, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her.

ARTICLE VIII – RELATIONS WITH PUBLIC BODIES

1. Grants and Appropriations: The organization contemplates that in the conduct of its affairs it will from time to time receive grants or appropriations from public bodies, foundations or contributions from private individuals or businesses. Expenditures by the organization of such grants, appropriations or contributions shall be made only for the charitable purposes of the organization and according to law.

Program Reports: Annually within thirty (30) days after the annual audit required by Article VI, Section 6 shall have been delivered to each member of the Board, the Chair shall transmit a copy of that annual audit to any public body or foundation from which any grant or appropriation has been received during the fiscal year to which such audit applies, together with a report briefly stating the nature of the activities carried on by the organization during that fiscal year and stating the organization's compliance, to the best of the knowledge of the Chair, with the provisions of this Article VIII.

ARTICLE IX – FISCAL YEAR

Except as altered by a resolution by the Board of Directors, the fiscal year of the organization shall begin on the first day of each January and end on the last day of December.

ARTICLE X – PROHIBITION AGAINST SHARING IN ORGANIZATION EARNINGS

No director, officer, employee or member of a committee of the organization, or any other private individual (within the meaning of Section 501 of the Internal Revenue Code or its successor provisions), shall at any time receive any of the net earnings from the activities of the organization, but this shall not prevent to any person of such reasonable compensation that the Board of Directors shall fix for services rendered to or for the organization in effecting any of its purposes; and no such person shall be entitled to share in the distribution of any organization assets on the dissolution of the organization. All directors of the organization shall be deemed expressly to have consented and agreed that upon such dissolution or similar winding-up of the affairs of the organization, whether voluntary or involuntary, the assets of the organization then remaining in the hands of the Board, after satisfaction of the organization's liabilities, shall be transferred, conveyed, delivered and paid over as provided by law or as in the Articles of Incorporation if this applies.

ARTICLE XI – GENERAL PROVISIONS

1. Limit of Use of Property and Funds of the Organization: No funds or property of the organization shall be devoted to or expended for any purpose or objective not stated in the organization's organizing document or grant stipulations, but all the organizations funds and properties shall at all times be used exclusively for said organizational purposes. In no event shall any of the funds or property of the organization be used for personal benefit, by way of compensation, directly or indirectly, of these directors, with the exception of any member or employee who may be paid a salary set by the directors for services actually rendered or as stipulated in any grant, appropriation received for the organization's charitable purposes.

2. Amendments: The Bylaws may be amended, be adopted, at any meeting of the Board of Directors, by a vote of a majority (50% plus 1) of Directors in attendance at a lawfully called meeting.

ARTICLE XII - Dissolution Clause

Upon the dissolution of the organization, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the organization, dispose of all of the assets of the organization to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purpose under section 501 (c) 3 of the Internal Revenue Code, or to federal, state or local governments to be used exclusively for public purposes, as the Board of Directors shall determine.

Adopted, on the _____ of _____, 2019.
