

The Giving Backpack Foundation Corporation Bylaws

Article I

Section 1. Name of the Organization

The name of the organization shall be The Giving Backpack Foundation Corporation.

Article II

Section 1. Purpose

The purpose of this organization shall be:

- a. generating funds for educational materials for disadvantaged schools and underprivileged children at the elementary school grade levels (K-5);
- b. offering materialistic assistance for above stated children and schools
- c. Providing programs and events that foster the advancement of learning and education
- d. educating members of the general public in the application of The Giving Backpack;
- e. advancing The Giving Backpack through active promotion, collaboration with other nonprofit organizations, and reaching out to businesses and organizations ; and
- f. aiding, supporting, and assisting by gifts, grants, contributions, or otherwise, other persons or organizations of any kind, provided that such activities are consistent with the foregoing purposes.

Article III

Section 1. Responsibilities, Election, and Term of Office of Board of Directors

- A. The Board of Directors shall be responsible for establishing policy, procedures, and programs for the organization, overseeing day-to-day business of the organization, preparing the agenda for meetings and the other duties, which normally fall to the Board of Directors. It is the governing Board of this organization.

The following officers make up the Board of Directors:

1. **PRESIDENT:** The president shall preside at all meetings of the Organization. The individual shall perform the duties that are usually executed by the chief officer. The individual may sign withdrawals from the financial accounts of the group. The individual shall appoint the chairmen and members of all committees of the Organization and fill any vacancies.
2. **TREASURER:** The Treasurer shall receive from the Secretary all monies and receipts of the Organization and deposit the same in the appropriate manner. It is their responsibility to maintain proper files of all the Organization monies dispersed or received. The Treasurer shall be bonded. The individual shall:
3. Reconcile all Organization account statements monthly.

4. Pay all authorized expenses of the Organization. The authorized signature for the financial account shall be the President, Treasurer, and Secretary. Two signatures are necessary for financial transactions.
5. Provide written reports of all Organization financial transactions at each Organization meeting.
6. Record all incoming monies of the Organization for deposit and respond to requests and report same to the Treasurer.
7. Receive and validate all Organization vouchers and requests for funds against the appropriate budgeted line item before presentation for payment
8. Maintain an up-to-date list of activities of the Organization.
9. Provide Organization budget performance information to the appropriate agencies.

B. **SECRETARY:** The Secretary shall record, type and maintain the minutes for the General Membership and Board of Directors meetings. The individual also shall maintain committee reports, assist the President in the preparation of the agenda and preside over meetings in the absence of the President.

C. Each officer shall serve a two-year term.

Section 2. Eligibility to Vote, Installation of Officers/Board of Directors, Removal of Officers/Board Members, Resignations, and Vacancies

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A. *Eligibility to Vote.* All members are eligible to vote on issues affecting Organization.

B. *Installation of Officers.* Installation of Officers shall take place in August of each year.

C. *Removal.* Any officer failing to discharge their duties may be removed from office by a recommendation from the Board of Directors, which must be approved by two-thirds of the membership present and voting.

D. *Resignation.* An officer may resign from office by submitting a written statement to that effect to the Board of Director.

E. *Vacancies.* Vacancies on the Board of Directors may be filled by the President with the approval of the Board of Directors. Officers so appointed shall serve until the expiration of the original term.

Article IV

Section 1. Membership

Fifty-one percent (51%) of the Membership on the board of directors shall reflect the population and community(s) served.

Article V

Section 1. General and Board of Directors Meetings

Organization meetings shall be held a minimum of two times per year.

Section 2. Annual Meeting

The Annual Meeting will be held at a location designated by the Board of Directors. A quorum for the Annual Meeting shall be a simple majority of the general members present.

Section 3. All meetings shall be conducted according to the current Roberts Rules of Order

Article VI

Section 1. Indemnification of Officers/Board of Directors

Each officer/Board of Director, whether or not then in office, shall be indemnification by the corporation against all costs, penalties and expenses reasonably incurred by or imposed upon him/her or his/her estate in connection with the corporation, except in relation to matters where officer/Board of Director is found to be personally liable or to have been personally negligent in the express performance of his/her duty as such officer/Board of Director.

Article VII

Section 1. Amendments of Bylaws

The Bylaws of this organization may be amended as follows:

- A. The proposed amendment is submitted in writing to the Bylaws Committee of the Organization.
- B. The Bylaws Committee will review and prepare the proposed amendment for discussion at the general meeting
- C. The proposed amendment is presented for discussion at the general meeting prior to the vote. A notice of the discussion shall be sent by mail to all members of that organization at least one month prior.
- D. A notice of the vote is sent by mail to all member of that organization at least one month prior to the vote.
- E. These Bylaws shall be adopted upon a 2/3 majority vote in its favor held at general meeting of the Organization.

Article VIII

Section 1. Committees

- A. Committees shall be determined and established by the Board on an as needed basis and will be defined by task.

Article IX

Section 1. Dissolution and Disposition of Organizational Assets

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

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation is authorized or empowered to pay reasonable compensation for services Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision rendered and to make payments and distributions in furtherance of its purposes.

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of or provision for payment of all debts and liabilities of the Corporation shall be distributed to an organization or organizations, as determined by the Board of Directors, that are recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which this Corporation is organized.

These Bylaws were approved at a meeting of the Board of Directors of **The Giving Backpack Foundation** on _____, **2012**.

Submitted By: **SeAndrea Collins**
 Secretary
 _____, **2012**