

# BY-LAWS OF MoreFor4, Inc.

These By-Laws of **MoreFor4, Inc.** were prepared on August 14, 2023, and officially adopted at the first meeting of the initial governing Board of Directors on August 31, 2023.

## ARTICLE I - NAME AND OFFICE

**Section 1. Name.** The name of the organization shall be **MoreFor4, Inc.** (herein referred to as the “Corporation” or “nonprofit” or “organization” or “MoreFor4” or “M44”).

**Section 2. Principal Office and Mailing Address.** The principal office of **MoreFor4, Inc.** shall be located at 6583 Pressed Gentian, Columbia, Maryland 21045.

- A. **Other Offices:** The Corporation may have other offices within or outside the State of Maryland at such place or places as the Board of Directors may from time to time determine, however, M44 intentionally operates under a virtual office framework, and this is expected to be our organizational norm.

## ARTICLE II - PURPOSE

**Section 1. Purpose.** The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the Corporation are as follows:

- A. The Corporation shall be and is a nonprofit, nonstock corporation under the laws of the State of Maryland.
- B. The Corporation shall be governed by its Articles of Incorporation and its By-Laws.
- C. Said 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.
- D. The specific purpose of M44 is *to address unmet financial and other needs of persons living with Stage IV cancers. In addition to programming by and for our diverse community, M44 shall create innovative, customized, rapid-response solutions for individuals who lack fiscal resources, family, and adequate support systems.*
- E. This Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary nonprofit purposes.

- F. The Corporation shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Maryland and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. At no time and in no event shall the Corporation participate in any activities which have not been permitted to be carried out by a Corporation exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

## ARTICLE III – ORGANIZATION AND STATUS

**Section 1. Organization and Status.** The Corporation was chartered by the Articles of Incorporation formally registered with the State of Maryland on August 14, 2023, and shall obtain from the Internal Revenue Service 501(c)(3) tax exempt status. The Board of Directors shall ensure that the organization maintains this legal and tax standing through proper governance, reporting and recordkeeping, and that all activities of **MoreFor4** remain in full adherence with applicable state, federal, and tax laws.

The Board of Directors may amend the organization's Articles of Incorporation and/or By-Laws only upon an affirmative vote of two-thirds (2/3) of all seated members. However, all clauses pertaining to MoreFor4's Founder, Mary E. Costello, including elevated protections and removal thresholds applicable once she leaves the Board of Directors as a voting member to become M44's first paid employee, i.e., Chief Executive Officer, are hereby permanently affixed. These clauses shall not and cannot be altered by any future MoreFor4 Board of Directors.

Accordingly, with respect to the Founder's involvement and afforded protections, these original By-Laws shall supersede any revisions made and adopted by any future **MoreFor4** Board of Directors and shall be interpreted by any and all courts of law as legally binding.

## ARTICLE IV – MEMBERSHIP AND VOTING PRIVILEGES

**Section 1. Membership.** The Corporation's Board of Directors shall be elected and include a President, Vice President, Secretary, and Treasurer, and general members.

Outside of elected Board membership, **MoreFor4** does not have any other type of membership. Any fee-based membership introduced by the organization that offers the public sponsor-provided discounts/other rewards and exclusive programming access is not deemed "membership" with regard to voting or decision-making processes. Voting privileges and all rights to organizational decision-making are restricted to the **MoreFor4** Board of Directors alone. Committees are given limited voting power only for the committee purposes for which they serve, and such action-item decisions must be formally approved by the **MoreFor4** Board of Directors or its Executive Committee prior to implementation.

**Section 2. Voting privileges.** Member voting privileges will be limited to:

- A. Electing the Board of Directors at the annual meeting.
- B. Voting on any proposal which the Board of Directors specifically indicates will be voted on. Unless otherwise indicated by the Board, all matters of the nonprofit will be decided by vote of the Board of Directors only.
- C. Member votes will be limited to one vote per Board member. Voting by proxy is not permitted.
- D. Special consideration shall be extended to Board members who cannot vote at an actual meeting due to health status, allowing for a vote to be counted after-the-fact once that member has viewed the Board meeting recording and associated materials. Votes after a meeting shall only be counted for decision-making purposes if quorum is not met AT the meeting, or the meeting vote did not meet the threshold for passage. However, all votes shall be reflected in the permanent meeting minutes, including how and when a deferred vote was cast.
  - 1. Deferred votes shall be cast through a designated digital system, and creative processes specifically designed in anticipation of health crises that are expected to periodically affect real-time attendance of members at scheduled meetings.
  - 2. Timelines permitted for deferred voting will vary from three business days to only 24 hours for urgent matters.

## **ARTICLE V - BOARD OF DIRECTORS**

**Section 1. Number and makeup.** The Board of Directors (the “Board”) shall manage the affairs of the nonprofit. The number of Directors shall be no less than three (3) and no more than twelve (12).

The Board will form and maintain a governing body that is:

- A. Diverse in race and ethnicity, political and religious affiliations, marital and parenting status, professional experience/backgrounds, educational attainment, ages, economic status, and personal circumstances.
- B. Representative of local and extended communities served and inclusive of persons with personal understanding of the concerns and needs of the Stage IV cancer community.
- C. Persons with Stage IV cancers will comprise no less than 51% of Board composition.
- D. Representative of many cancer types, including rare cancers.
- E. Representation of stakeholders located outside the United States may be welcomed, but the majority of Board Directors shall be physically located in the United States.

**Section 2. Term of Office.** Each Director shall hold office for three (3) years. Directors may be re-elected. With the exception of M44's Founder, Directors may not serve more than three (3) consecutive, 3-year terms. Directors are eligible for re-election after a lapse of three (3) years since the last term held. They are then eligible for an additional three (3) consecutive terms before they must again allow for a three (3) year lapse in service. All Directors shall hold office until their respective successors are elected, except in the case of resignation, death, disability, or removal.

Election of Directors shall be on a staggered schedule to ensure that the Board of Directors maintains some consistency in leadership. Elections will be formally held each year to fill any vacant seats or replace/re-elect members whose service term is scheduled to expire.

For new members, the Nominations Committee shall select a slate of candidates based on qualifications and present those candidates for election. Candidates for M44 Board service shall be nominated only with the consent of the nominee.

While election results otherwise apply, the Founder is not subject to term limits and may serve consecutive terms with no lapse requirement. Additionally, the Founder may not be removed from the Board without cause, and removal shall require 75% of the Board to vote in favor of instituting such action. All Board members shall vote, and traditional majority quorum requirements do not apply in this case. "Cause" is defined as grave behavioral violations, internal and/or external to the organization, such as but not limited to:

- Fraud, embezzlement, or theft.
- Willful misconduct damaging to the organization, its reputation, products, services, or service recipients.
- Intentional violation of any law or regulation.
- Unauthorized disclosure of confidential information of **MoreFor4**, project partners or program service recipients.
- Continued failure to perform duties owed to the organization; and
- Being charged with a felony or a misdemeanor involving moral turpitude.

### **Section 3. Election of Directors.**

A. The "initial" Board members shall not be less than three (3) persons and shall not exceed four (4) persons. These members shall be appointed by the Corporation's Founder.

- a. The initial Board members, as specified in M44's Articles of Incorporation are as follows:

**Mary E. Costello**  
**Founder and Board President**

████████████████████  
Columbia, Maryland 21045

**Cameo L. Sherman**  
**Board Treasurer**

████████████████████  
Bowie, MD 20721

**Karen R. Edsell**  
**Board Secretary**

████████████████████  
Baltimore, MD 21214

- b. These initial members shall perform the duties of President, Vice President, Treasurer, and Secretary. These initial members shall serve for a minimum of one (1) year, during the start-up phase of operations, and may continue service afterward. After the first year of M44’s existence, the special-term designation of an “initial” Board of Directors will expire and standard rules of governance, as specified in these By-Laws, shall apply.
  - c. The Officers shall serve for a full three (3) year term or slightly longer to coincide with the annual Board meeting election schedule. They shall not serve more than four (4) years without undergoing the elections/re-election process to remain in their Board seat.
  - d. The initial Board serves as the Nominating Committee during the first year of the organization’s operations, charged with recruiting new talent for additional Board membership. Each member shall help identify and assess the suitability of potential candidates for Board service.
  - e. The Founder is not subject to term limits.
- B. During the first election cycle, new Board members will require unanimous votes among the initial Board of Directors in order to be seated. Once formally seated, all new Board members will participate in recruitment, vetting, and voting for persons to fill additional Board of Director vacancies.
- a. To confirm new Board members while the governing body is still under development and many vacancies exist, the following number of votes shall be required before an individual may be officially seated:
    - i. Three members – unanimous affirmation
    - ii. Four members – unanimous affirmation
    - iii. Five members – four affirmative votes
    - iv. Six members – four affirmative votes

- v. Seven members – five affirmative votes
  - vi. Eight members – six affirmative votes
  - vii. Nine members – six affirmative votes
  - viii. Ten members – seven affirmative votes
  - ix. Eleven members – eight affirmative votes
- b. The initial Board may choose at their discretion to elect new members throughout the year as vacancies exist or to schedule new appointments to take effect only in accordance with the annual elections meeting date cycle.
- C. Once the Board of Directors has recruited its preliminary governing body of at least six (6) persons, annual elections and re-elections shall be conducted as follows:
- a. Ordinarily, nominations take place at least 45 days prior to the annual election meeting. All accepted nominations, both for new candidates and those up for re-election, will be placed on a digital ballot for use at the elections meeting, which is the same as our annual, end-of-year Board meeting.
  - b. Any new Board member candidates must be properly vetted by the Nominating Committee and approved for candidacy by 2/3 of the entire Board prior to being included on the ballot. Meetings may be called to finalize candidate lists outside of standard Board meeting schedules.
  - c. Elections are typically held on the first Saturday in November at the annual meeting. The exact meeting date may be changed at the discretion of the Board but should occur early in November.
  - d. Elections shall be conducted by digital ballots that shall not identify individual Board members in any way.
  - e. Each sitting Board member is permitted one vote for each of the available vacancies to be filled. Board members are not required to use all their votes and may abstain if they choose.
  - f. Election and re-election results are determined by counting the most votes cast for each candidate. Highest number of votes wins. In the event of tied numbers in voting, a run-off election will be held for those candidates. These elections will be held the same day or evening as all other voting.
  - g. Elections for Officers (President, Vice President, Treasurer, and Secretary) shall be held at the same meeting, immediately following general member elections.
    - i. An eligible Officer candidate must first be re-elected as a general Board member before they can run as an Officer of the organization. Any Officer that is not re-elected for general Board membership will be removed from the Officer ballot.

- ii. Current-term Board members are also eligible to run as an Officer at these meetings when the sitting Officers are up for re-election, provided the contender has sufficient understanding of the nonprofit by serving as a Board member for a minimum of two (2) full years.
- iii. Only newly elected or re-elected Board members, and those who are seated and not up for re-election in the given election year cycle, may vote in the Officer elections. Outgoing members who are not re-elected (and those who are leaving their Board positions due to consecutive term limits or choice) do not participate in the election of Board leadership positions.
- h. Newly elected Directors begin their terms on January 1st of the following year. The transition process, including Board orientation and training, begins during the month of December, pending outcomes of the November annual elections meeting. All records and other documents shall be transferred fully to new Officers by the start of their term, and it is requested that the outgoing Officer serve in an advisory capacity during early transitional months.

**Section 6. Resignation and Forfeiture.** Any Director may resign at any time by giving written notice to the President. Any Director may be removed from the Board of Directors for any reason whatsoever by an affirmative vote of two-thirds (2/3) of the total number of Directors.

- A. Any Board member who becomes inactive will be asked to resign. This includes both meeting attendance and participation in fundraising, outreach activities, or events.
  - a. This may not apply to Board members who are periodically inactive because of toxic treatments and side effects, and overall health status. Provided they remain passionate about M44 and contribute to the best of their abilities, their continued involvement remains important to and for the organization.
- B. Failure to attend a minimum of 75% of formal Board and committee meetings will result in a request for resignation or dismissal by the governing body. This action only applies to failure to attend meetings (in real-time) when the reason for absence is NOT health related. As 51% of Board members will live with Stage IV cancer, M44 treats these valuable contributors differently, and makes accommodations wherever possible.
- C. Persons unable to fulfill responsibilities of Board service due to *temporary* personal/family matters or illness may request a complete leave of absence not to exceed six (6) months. The Board of Directors may approve or deny this request based on the best interests of the organization. If the leave request is declined, the Board member will be eligible for re-election at a later date provided they are in good standing at the time of their departure.

**Section 7. Compensation.** Directors shall not receive any salary or compensation for their services. Reasonable reimbursement may be granted to members, based on Board of Director approval, for any expenses incurred that are unusual and do not constitute general voluntary Board service. This may include travel costs to Board meetings or representing the organization out-of-



state, parking, purchasing supplies/equipment needed by the organization for a presentation, etc. Such reimbursements shall be at the discretion of the Board of Directors and in alignment with formal policy standards and the Board Handbook.

**Section 8. Contracts.** The Board of Directors may authorize any Board Officer or Officers, agent or agents of the nonprofit, or the Chief Executive Officer (CEO) to enter into any contract or execute and deliver any instrument in the name of and on behalf of the nonprofit. Such authority may be general or confined to specific instances.

Sizable contracts, with amounts exceeding \$50,000, will require approval of the entire Board of Directors and must be signed/legally executed by the CEO and/or Board President. Until the CEO position begins, contracts will be signed by the Board President and one other Board Officer. If a conflict of interest exists for the President, two other Board Officers shall authorize and administer the contract. Generally, the Treasurer will participate in fiscal management activities.

When selecting vendors, the Board will ensure compliance with the organization's Conflict of Interest policy and that the following has occurred:

- A. Products and services are selected after conducting due diligence, and reasons for selecting one vendor over another are recorded in Board meeting minutes or special resolutions.
- B. Decisions on vendor selection consider pricing, quality of services and products, the reputation of the vendor in providing similar services to other nonprofits or businesses, timelines for completion, unique product or service features, and any other factor that deems one vendor superior to another. Pricing alone is not the sole consideration in bid acceptance and contract execution.
- C. At the discretion of the Board of Directors, contract bids may be solicited through online postings and/or select companies may be invited to submit a proposal based on specific Board (prior or gained) knowledge of each company's services and reputation.
- D. A Board member may recommend a company or person that they know (personally or through business relationships) for contract consideration, but this Board member may not vote on the contract award and must recuse themselves from this selection process. (See: Conflict of Interest policy.) The Board may vote on whether or not the conflicted Board member can remain in the room or on a Zoom call during deliberations.
- E. The **MoreFor4** Board of Directors will ensure that any products, goods, or services selected are at established fair market pricing.
- F. All vendor services utilized by **MoreFor4** will require a formalized contract.
- G. All contracts shall be negotiated and executed at arm's length.

**Section 9. Advisory Boards.** The Board of Directors shall have the discretion to appoint one or more advisory boards to assist in carrying out the purposes of the nonprofit.



**Section 10. Reporting.** The Board of Directors shall be responsible for ensuring compliance with all reporting requirements of the nonprofit. This includes, but is not limited to:

- A. 990 IRS tax returns and annual independent fiscal audits.
- B. State legal filing updates and annual reports.
- C. State charitable solicitation registration renewals.
- D. Grant reporting, as specified in any and all awards contracts.
- E. Other reporting as required, including notifying the public of any open Board meetings and town halls, etc.

**Section 11. Conflict of Interest.** Each member of the Board shall be responsible for identifying and stating any conflicts of interest when pertinent issues are discussed and voted on by the Board. The conflict of interest shall be noted in the Board’s minutes and, if a vote on the matter is taken, the results will note the outcome and that the member with a conflict has not cast a vote. “Conflict of Interest” shall be defined as a member who has a vested fiscal or other personal interest, directly or indirectly, in the outcome of a Board action. The organization’s Conflict of Interest policy shall be provided to each new member at service start and reviewed by the entire Board at the first regular meeting of each fiscal year. Each Board member will sign a Conflict-of-Interest statement annually, acknowledging understanding and receipt of policy standards/disclosure requirements.

**Section 12. Hiring and Dismissal of Chief Executive Officer.** The Board of Directors shall be charged with the duties of recruitment, hiring, and dismissal of a Chief Executive Officer (CEO).

- A. The Board is responsible for providing continuous, high-level support to **MoreFor4’s** Chief Executive Officer and must fairly evaluate the CEO’s performance each year by measuring against the organization’s formal, outcome-based strategic plan. The Board of Directors is the collective supervisory body of the CEO, and the Board shall view this executive leader as a full partner in **MoreFor4’s** success and continued growth.
- B. The Board of Directors shall decide the compensation rate and benefits package of the CEO (as well as all staff positions and independent contractors). Such compensation will be based on credible research of national and regional nonprofit salary norms for the specific position and responsibilities, as well as the salary ranges for organizations with similar operating budget size.

**1. Housing Benefit:**

- M44 will offer Corporate Housing to the CEO in connection with our HomeMatters program. This housing may include a rental unit in a M44 apartment building, an in-law suite in a single-family residential home, or a 2-bedroom structure at a custom-built M44 tiny home community campus. The Founder, as CEO, may choose to accept or decline this benefit as part of her full benefits package. If declined, no cash equivalent payment will be made.

- If accepted, this housing benefit is likely considered taxable income by the IRS and must be reported on the CEO's personal tax returns.
- Should the CEO accept this benefit and later be unable to meet the minimum required work hours due to declining health, she will be allowed to continue living in M44 housing rent-free until her death as part of her full retirement package, recognizing the early fiscal sacrifices made to establish the organization.
- If terminated from the CEO role for cause, the CEO must immediately vacate the M44 housing, and this retirement benefit will no longer be available.
- After the Founder's death, the MoreFor4 Board of Directors may choose whether to offer the housing benefit to subsequent CEOs or utilize the housing unit for other purposes, such as housing on-site nursing staff, providing transitional housing for members in immediate crisis, or offering accommodations for out-of-town M44 staff visiting the area for official purposes.

## 2. Corporate Vehicle:

- The Founding CEO shall be provided with a corporate vehicle for business-related travel associated with M44. This provision is considered a benefit only to the extent that the CEO will not be required to own or use a personal vehicle for the performance of CEO duties involving local or distant travel. The CEO is required to maintain proper recordkeeping of all travel and use of the corporate vehicle. The vehicle must be surrendered upon the conclusion of the Founder's tenure as CEO.

C. Salary increases shall not be extended without a two-thirds (2/3) affirmative vote of all seated members of the Board.

1. Based on the organization's 5-year budget projections, the initial CEO salary is set at \$150,000 for 30 hours per week. During the startup phase, the salary will begin at \$75,000 per year for 20 hours per week. Future Boards will determine any raises beyond this amount, considering M44's programmatic/fiscal growth, as well as other justifications for additional increases.
2. Salary reviews shall occur each year and coincide with the CEO's annual performance evaluation.

D. If the Founder and/or member of the Board of Directors assume a paid employment position (CEO or other role) with **MoreFor4**, they must resign from the Board. They cannot serve on the Board and also draw a salary.

1. The CEO serves as a non-voting, *ex-officio* member of the Board of Directors.

E. If the Founder becomes the paid Chief Executive Officer (CEO) of the organization, a higher threshold for dismissal from service shall be required. While the Founder can legally be terminated from the paid leadership role, the Board will need to follow the same 75% standard as they would if removing the Founder from the Board of Directors. If the reason for dismissal is performance-based, i.e., deficient competencies in this role, the Board shall first develop and implement a meaningful skills development plan to help the CEO better perform/fulfill their leadership duties. The Founder may not be terminated from CEO service without a demonstrated good faith effort by the Board to help her improve performance and gain additional skills or knowledge through classes, webinars, measurable metrics and goal plans, digital tools, and consultant or nonprofit coaching assistance. Conversely, the Founder's employment status can be immediately terminated for "cause." The Founder will not rejoin the Board of Directors if terminated for cause, and the organization shall sever ties completely.

1. Given the diagnosis/health status of M44's Founder, an Executive Director will be added to the team to lead day-to-day programming once it is fiscally feasible to make this hire. Once the Founder becomes the paid CEO, she will be mindful of when it is time to step down from the paid role. However, she shall remain in the CEO position, provided weekly hours are reduced to no less than 10 hours per week. The Executive Director may or may not be the logical successor to the CEO role, but as of this writing it may make sense if this person is qualified.

**Section 12. Liability and Indemnification.** The Directors shall be indemnified and held harmless to the extent and in the manner permitted by Maryland corporate law. The Corporation shall indemnify all Officers and Directors to the fullest extent permitted by law as the law now exists or may be amended hereafter.

No Board member shall be held liable for actions taken by them, or by the Board of Directors during their term of service, for any of their actions (and/or the consequences thereof) taken in their capacity as a member of the Board of Directors. In the event that any Board member nevertheless shall be held liable for any such actions or consequences, they shall be fully indemnified by the Corporation for any and all costs, fees, settlements, judgments, and any and all other expenses pertaining thereto, including legal fees and costs.

The nonprofit shall carry Directors and Officers Insurance with sufficient policy coverage. The organization will review such policies on an annual basis and upon any program expansions to determine if coverage should be increased.

## ARTICLE VI – MEETINGS

**Section 1. Annual Meeting.** Due to COVID and other health considerations, the annual meeting of the nonprofit shall be held via video conference for the foreseeable future. The meeting will be held on the first Saturday in November of each year or on an alternative date during the same month as determined by the Board of Directors. Reminder notices of the annual meeting shall be furnished to Board members no less than ten (10) days before the meeting.

At this meeting, the following will occur:

- A. Roll Call
- B. Reading of the Minutes of the preceding meeting
- C. Reports of Committees
- D. Reports of Officers
- E. Old and Unfinished Business
- F. Review/continuance/required future action recommendations related to insurance policies, financial statements and fiscal position, proposed annual and program budgets for upcoming fiscal year, policies and procedures, strategic plan, etc.
- G. Short Speeches from Election Candidates
- H. Board of Director Elections
- I. Recognition of and Thanks to Outgoing Board Members
- J. Adjournments
- K. If the meeting is held in-person or is hybrid, a Year-End Dinner or other Celebration for those attending in-person. However, as Board members will be located throughout the United States, it is possible that in-person meetings will never become the norm.

## **Section 2. Regular and Special Meetings.**

- A. During the first year of the organization's existence, the Board of Directors shall hold at least six (6) regularly scheduled meetings of the entire Board.
- B. The Board will vote on the frequency of necessary regular meetings after the start-up phase of operations. A minimum of three (3) meetings per year will be the long-term organizational governance policy. Four (4) quarterly meetings will be preferable.
- C. The President or any two (2) Board members can call special meetings of the Board of Directors at any time.
- D. When appropriate, Board meetings will be open to the public in part or in full. However, only **MoreFor4** Board members and staff may speak at the meeting, unless permission to speak is specifically granted by the President.
- E. Members will request time on the agenda by asking the President at least 24 hours prior to the meeting. No member may speak for more than 15 minutes unless more time has been specifically granted by a majority vote of the Directors.
- F. Order of Business:

- i. Roll Call
- j. Reading of the Minutes of the preceding meeting
- k. Reports of Committees
- l. Reports of Officers
- m. Old and Unfinished Business
- n. New Business
- o. Adjournments

### **Section 3. Notice of Meetings.**

- A. All regular meetings shall be scheduled in advance for the year. Reminder notices of a time and place (or changes of time or location) for any regular meeting of the Board of Directors shall be delivered by electronic mail to each Director at least three (3) days in advance.
- B. Special meeting notifications shall be delivered by electronic mail to each Director at least forty-eight (48) hours prior to the meeting. A reasonable effort will be made to notify all members of meetings at least forty-eight (48) hours prior to a meeting unless the call for a meeting is in response to an emergency that prompts immediate action. Documentation of notification efforts shall be entered into the official Board minutes records system.

No other business but that which is specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

### **Section 4. Quorum.**

- A. A majority of the Board of Directors shall constitute a quorum for the transaction of regular business at any meeting of the Board. Unless otherwise specified, a majority vote of the Directors present shall determine the outcome of issues brought before the Board. Failure to reach a quorum may result in rescheduling the meeting for voting and formal decision-making purposes, however, M44 will make special accommodations for members who could not attend due to unexpected health reasons. The meeting will likely continue, with the recording shared with those not in attendance who will have a specified amount of time, depending on the issue at hand, to cast their vote or request a reconvening to discuss items of concern or disagreement.
- B. **Emergency Process.** In the event two or more Directors of the Corporation shall die, or in the event of any occurrence by death, resignation, disability, or otherwise which prevents the existence of a quorum of Directors of the Corporation, the number of remaining Directors of the Corporation shall constitute a quorum of the Board of Directors to transact business for all purposes.

In the event of the death, resignation, disability, abandonment, or otherwise which prevents the governance of the ENTIRE Board, the CEO automatically becomes the

Acting Board President and is charged with all matters related to the organization, including, but not limited to, forming a new Board of Directors.

**Section 5. Action without Meeting.** Any action of the Board of Directors may be taken without a meeting if 75% of all members of the Board collectively consent to this action. The President shall determine the method of voting on the action and be responsible for providing written results of the action to the Secretary. Results of consent and the action shall be filed with the minutes of the proceedings of the Board.

## **ARTICLE VII – OFFICERS**

**Section 1. Officers.** The Officers of the nonprofit shall include a President, Vice President, Treasurer, and Secretary. Officers must be members of the Board of Directors, and may not be related by blood, marriage, adoption, or reside in the same household.

**Section 2. Election and Transition.** The Officers of M44’s Board of Directors shall be elected every three (3) years by the newly elected Board of Directors immediately following the annual general Board member elections.

- A. Outgoing Officers are expected to provide information and support to their successors during their transitional period. They may be asked to attend Board meetings early in the year, as non-voting Board advisors.
- B. The outgoing Treasurer will maintain the books of the nonprofit until the end of the current fiscal year. The incoming Treasurer will work with the outgoing Treasurer in an advisory capacity immediately after the outcome of the election in November. The outgoing Treasurer will not vote on matters before the new Board unless he/she is also a member of the new Board.

**Section 3. Term of Office.** Each Officer shall hold the office for three (3) years or until their successor shall have been duly elected and qualified. An Officer shall not hold the same position for more than three (3) consecutive terms; a total of 9 years. The Founder is excepted from limits. And, if the Founder relinquishes the paid CEO role, she will automatically become Board President again at the next election cycle, if she so chooses.

**Section 4. Removal.** An Officer of the Board may be removed when:

- A. An Officer fails to attend three (3) consecutive meetings without adequate excuse; and/or
- B. An Officer is not fulfilling the responsibilities of the office as prescribed in the By-Laws and Board of Directors Handbook; and/or
- C. An Officer engages in conduct which the Board of Directors determines to be injurious to the organization or its purposes.

The Board of Directors, at a duly noticed meeting, may by a vote of two-thirds (2/3) affirmative vote, take such action it determines appropriate, which may include: (1) requesting the resignation of the Officer; (2) force removal of said Officer through an affirmative 2/3 vote of Board members.

**Section 5. Vacancy.** When deemed advantageous for M44, a Board Officer or member vacancy may be filled through appointment by the President and ratified by two-thirds (2/3) affirmative vote by the Board. These new Officers or members will serve in that capacity for the remaining time frame until the next annual elections meeting. This special appointment will not be considered a full term and does not count against consecutive term limits. The new member or Officer may run for a seat in the next election, and, if elected, serve two potential terms thereafter.

If an actively serving President resigns, dies, or becomes unable to serve any longer due to health or incapacitation, the sitting Vice President automatically assumes the role of Board President and serves out the remainder of time on that term. Election/appointment of a new Vice President then occurs. In the event that there is no Vice President on the Board, either the Secretary or Treasurer will assume the role of President, depending on which person is better positioned (time availability and expertise) for this elevated level of responsibility.

#### **Section 6. Elected Officer Roles.**

- A. President. The President shall be the Chief Volunteer Executive of the nonprofit. The President shall preside over all meetings and the annual meeting of the nonprofit, and shall, in general, supervise and control all of the business and affairs of the nonprofit, and shall be responsible for reporting to the nonprofit, as required, on the activities and operations of the nonprofit. He/she/they shall be an *ex-officio* member of all committees except the Nominating Committee. The President shall serve as Chairperson of the Executive Committee, as well as the Steering Committee and any associated, precise-function Steering Committee subcommittees or advisories.
- B. Vice President. The Vice President shall, in the absence of the President, or in event of his/her/their inability or refusal to act, perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Vice President shall perform such other duties from time to time as may be assigned to him/her/them by the President or the Board of Directors. The Vice President shall serve as Chairperson of the Nominating Committee.
- C. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities and shall be responsible for providing all financial and accounting data required of the nonprofit. The Treasurer shall receive and review monthly bank statements, mailed directly from the bank or accessed online, and will also monitor internal accounting processes on a monthly basis. The Treasurer serves as Chairperson of the Finance Committee, which meets quarterly.
- D. Secretary. The Secretary shall keep the minutes of the annual and regular meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these By-Laws, be custodian of central records, and in general perform all duties incidental to the Office of Secretary. The Secretary serves as Chairperson of the Quality Assurance Committee.



## ARTICLE VIII – COMMITTEES

**Section 1. Committees.** There shall be such committees created by the Board of Directors as may be required to execute the work of the nonprofit. The Quorum for a committee meeting shall be a majority of its members. At least one (1) committee member must be a member of the Board. All other committee members must be employees of the nonprofit or, as appropriate, volunteers from the community. Key committees must be chaired by a Board member.

### A. Required Committees:

- a. Executive – This committee is chaired by the President of the Board. Membership consists of the Officers of the Board and the CEO of the nonprofit. Except for the power to amend the Articles of Incorporation and By-Laws, the Executive Committee (Board Officers only) shall have all of the powers and authority of the Board of Directors in the intervals between formal Board meetings, subject to the direction and control of the Board of Directors.
- b. Finance – This committee is chaired by the Board Treasurer and includes at least two (2) additional members, plus M44's CFO. Membership by non-Board persons requires a professional background in accounting, bookkeeping, budget development or relevant fiscal management experience. The committee meets at least quarterly to review all organizational fiscal records while the Treasurer/Chairperson is responsible for monthly oversight. This committee ensures that all financial records are in alignment with GAAP, and that annual tax returns and independent fiscal audits are prepared and filed as required. The committee also ensures that all filings and reports take place as required by law to protect the organization's legal and nonprofit tax status.

M44's fiscal year shall be the calendar year. The Finance Committee provides broad oversight of all fiscal activities and recordkeeping. These records are public information and shall be made available upon request to Board members, government agencies, grantmakers and other funders, and the public.

- c. Nominating – This committee is chaired by the Board Vice President. All members must be sitting members of the Board of Directors. The committee shall field candidate nominations from Board members and others, ensure proper vetting of potential Board members to determine qualifications and talents through personal interviews and reference checks, and recommend potential new candidates to the full Board of Directors for consideration. If there is no Vice President, the Board President shall preside over this committee.
- d. Quality Assurance – This committee is chaired by the Board Secretary. The committee shall have adequate subcommittees to maintain inspection and improvement systems for all organizational and programmatic sectors. This will include, but not be limited to, internal record keeping that is 1) organized, 2) consistent, and 3) accurate/true, personnel policy compliance and effectiveness, annual satisfaction surveys and other organizational evaluation processes, and adherence to all policies and procedures as adopted by the Board of Directors.

D. Other committees may include (but are not limited to):

- a. Fundraising & Special Events
- b. Special Programs
- c. Public Relations/Marketing
- d. Board Development & Training
- e. Personnel
- f. Advisory Boards
- g. Grievance
- h. Policy and Procedures
- i. DEI/JEDI/DEIBA

**Section 2. Appointment.** The President, subject to the ratification of the Board of Directors, shall appoint the Chairperson and members of each committee. The appointed committee Chairperson shall work in collaboration with the Board President to recruit talented membership to further the purpose and success of the committee.

**Section 3. Term.** The Chairperson and members of special committees shall serve for one year, or until their assignments have been completed. On rare occasions, some special projects may involve multi-year committee membership.

## ARTICLE IX – FINANCIAL ADMINISTRATION

### Section 1. Use of Funds.

**MoreFor4** will only use funds in furtherance of its purpose and mission, as specified in these By-Laws and in accordance with the organization’s Articles of Incorporation and IRS 501(c)(3) tax exempt status.

**Section 2. Fundraising.** The Corporation will sponsor and conduct fundraising events, activities, and programs to advance **MoreFor4’s** mission. These activities may include but are not limited to:

- A. Raffles, 50/50 drawings, and live or silent auctions
- B. Community Events with ticket sales
- C. Corporate solicitations (grants, donations, and sponsorships)
- D. Foundation and governmental grants
- E. Marketing Opportunities (such as signage/logo placement and naming rights)

- F. Donations from the general public
- G. Local (and national) business cash contributions and in-kind donations
- H. Online giving, text-to-give campaigns, etc.
- I. Merchandise sales from the M44 Store
- J. Donated property, such as homes used for M44 housing or sold for cash
- K. Annual M44-Plus Membership fees
- L. Stock and security donations, planned giving, and Employer match opportunities

**Section 3. Books and Records.** In accordance with the organization’s fiscal control policies, the nonprofit shall keep correct and complete books and records of accounts. It shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the nonprofit may be inspected by any member, or his agent or attorney, and any other authorized representative for any proper purpose at any reasonable time, and upon reasonable notice. The organization shall be transparent in all records and official actions at all times.

- A. The Secretary of the Board of Directors shall maintain Board meeting records, special reports, and organizational legal/tax documents. A primary record shall be stored on a secure, cloud-based server platform such as Google Drive. A duplicate copy of these records will be kept offline by the Secretary to safeguard preservation of these documents. At a minimum, these records will include:
  - a. Articles of Incorporation and amendments, if any
  - b. By-Laws, current and previous versions
  - c. Board Member Handbook
  - d. Board Resolutions and other documentation, such as meeting notifications, pre-established agenda outlines, and minutes (with any associated reports) from all Board meetings for the current and previous year
  - e. Financial statements from the last 12 months, most recent 990 and audit, and current approved annual budget
  - f. Complete copy of the agency’s Policies and Procedures manual
  - g. Contact information and emergency contact numbers for Board members and agency staff
  - h. Emergency Succession Plan – Policies & Procedures

- B. The organization will maintain all important fiscal and governance records for a minimum of seven (7) years. Online, a central records folder will contain documents from the current and preceding year. Older records will be purged, and archived, by fiscal year, and preserved on our online storage system. Backup records will be kept by Board Officers for safekeeping, offline.

**Section 3. Required Reporting.** The Board of Directors shall ensure that all reporting occurs as required by corporate and tax laws, as well as any conditions stipulated in funding contracts.

**Section 4. Notes of Indebtedness.**

- A. At a minimum, a bank account designated as the “Operating Account” shall be established. Any two of the Officers of the Board of Directors are authorized to deposit and withdraw from the operating account, as aligns with organizational fiscal control policies.
- B. The Chief Executive Officer (CEO) may independently issue/approve check or digital payments/purchases of \$25,000 or less, provided the Board of Directors pre-approved the purpose and expenditure allowance in the organization’s annual budget. Parameters of CEO approval authority shall be specifically listed in formal fiscal control policies. Any expenditure not delineated in advance shall require approval from the Board.
- C. All checks or digital payments over \$25,000 require two approvals, as signatures on checks or through digital systems. Any two of the following are authorized to approve payments and purchases: CEO, President, Vice President, Secretary, or Treasurer. If payments are recurring, completion of a single authorization process will suffice.

**Section 5. Auditing.** The Finance Committee shall identify a qualified Certified Public Accountant (CPA) firm to conduct annual fiscal audits of financial records. This firm shall not be the same company that prepares the nonprofit’s 990 tax returns. The selected independent auditor company must be approved by the Board of Directors.

**Section 6. Fiscal Year.** The fiscal year of the nonprofit shall begin on the first day of January and end on the last day of December.

**ARTICLE X – NON-DISCRIMINATION**

**Section 1. Non-Discrimination Policy.** MoreFor4 shall not discriminate in service provision, employment practices, volunteer selection, vendor contracts, or any form of public engagement. Equal opportunity and consideration shall be extended to all persons without regard to age, sex, race, color, ethnicity, ancestry, U.S. citizenship status, religion/creed, gender identity, sexual or affectional orientation, pregnancy status, genetic information income, appearance, matriculation, political affiliation, marital status, health status, physical or mental disability, veteran status or any other characteristic protected by law.

Further, MoreFor4 is an anti-racist organization, wholly driven by values, principles, and evolving best practices of DEI (Diversity, Equity, and Inclusion), JEDI (Justice, Equity, Diversity, and Inclusion) and DEIBA (Diversity, Equity, Inclusion, Belonging, and Accessibility.)

## ARTICLE XI – LIMITATIONS

**Section 1. Limitations.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Board members, Officers, or other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

## ARTICLE XII – DISSOLUTION

**Section 1. Dissolution.** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XIII – PARLIAMENTARY AUTHORITY

**Section 1. Parliamentary Authority.** The rules contained in the current edition of *Robert's Rules of Order* shall govern the Corporation in all cases to which they are applicable and are consistent with these By-Laws.

**MoreFor4** shall use Robert's Rules of Order as a parliamentary guide but facilitate meetings and decision-making in a less formalized manner in keeping with the organization's spirit, philosophy, and rejection of overly corporatized, sterile processes.

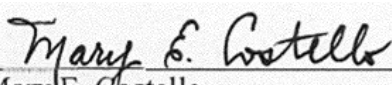
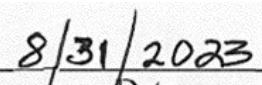
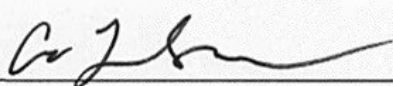
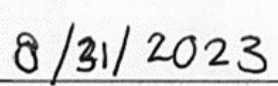
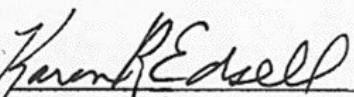
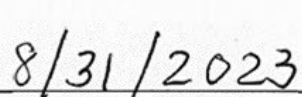
**ARTICLE XIV – AMENDMENT TO BY-LAWS**

**Section 1. Amendments to By-Laws.** With the exception of permanent clauses referencing M44’s Founder, Mary E. Costello, which are fixed in perpetuity, these By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by an affirmative vote of two-thirds (2/3) of all serving members of the Board of Directors. All prior and existing By-Laws are hereby repealed and rescinded effective immediately upon the latter of the date of adoption of these By-Laws or the date of agreement by the nonprofit.

A petition to amend the By-Laws, when signed by no less than one-third of the members of the Board of Directors and submitted to the Secretary, shall be promptly considered at the next meeting of the Board.

**TO WIT:**

We, the undersigned Board Officers of **MoreFor4, Inc.**, collectively and individually, through this certification, hereby affirm under the penalty of perjury that, to the fullest extent of our knowledge, information, and belief, the aforementioned By-Laws of the Corporation were duly deliberated upon, sanctioned, and ratified. This endorsement occurred subsequent to a Motion that was appropriately proposed and seconded. The endorsement was granted by a majority of the members constituting the M44 Board of Directors of the Corporation during the inaugural convening of the Board. This inaugural session achieved a quorum, as stipulated. This transpired on the 31st day of August, in the year 2023. Our authentication of these facts is signified by our appended signatures.

 _____ Mary E. Costello Founder & Board President	 _____ Date
 _____ Cameo L. Sherman Board Treasurer	 _____ Date
 _____ Karen R. Edsell Board Secretary	 _____ Date