

Sanctuary at Homestead

Bylaws for Sanctuary at Homestead (“SAH”)

ARTICLE I. NAME OF ORGANIZATION

The name of the organization is Sanctuary at Homestead.

ARTICLE II. CORPORATE PURPOSE

Section 1 - This corporation is organized for charitable, 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.

Section 2 - Specific Purpose

Sanctuary at Homestead will provide safety and comfort through inclusive hobby activities at local game stores, conventions, and once built, the Homestead. SAH will assist others by creating self-sustainable food sources, water, and electricity for the Homestead and housing for those in need. The purpose of the organization is to provide for some of the most basic human needs such that people have the strength and confidence to become self-sufficient.

ARTICLE III. MEMBERSHIP

The Board, as defined in Article V, shall have the authority to establish and define voting and non-voting categories of membership.

Section 1 - Eligibility for membership: Application for voting membership shall be open to any current member of Cincinnati Arsenal Gaming (“CAG”) in good standing, defined by a status of not having been banned nor removed from prior CAG events, that supports the Specific Purpose in Article I, Section 2. Membership is granted after completion and receipt of a membership application and annual dues, as defined in Article III, Section 2. All memberships shall be granted upon a majority vote of the board.

Section 2 - Annual dues: The amount required for annual dues shall be \$100 each year unless changed by a majority vote of the board of directors. Continued membership is contingent upon being up to date on **Board** dues.

Section 3 - Rights of members: Each member shall be eligible to appoint one voting representative to cast the member’s vote in association elections. Any member of SAH is allowed to elect board members, vote on fundamental matters, and approve changes to the by-laws.

Section 4 - Resignation and Termination: Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated by a majority vote of the board. Neither resignation nor termination shall relieve a member of unpaid dues or other charges previously accrued.

Section 5 - Communications: Email communication is to be conducted using authorized email accounts only for any official business internally and externally. All board members will have an email created under Sanctuary at Homestead from an approved source for use during official communications.

ADDENDUM TO ARTICLE III. MEMBERSHIP

Section 2 - Annual dues

10/23/2022 – \$100 Fee is the Board fee – nixing the term “membership fee”

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ARTICLE IV. MEETINGS OF MEMBERS

Section 1- Annual Meeting: The Annual Membership Meeting of the Corporation shall be held in the month of April of each year; or at such time as soon as practical thereafter as determined by the Board of Directors.

Section 2- Regular Membership Meetings: Regular meetings of the Membership shall be held monthly except for the months of January and July.

Section 3- Regular Board Meetings: Regular meetings of the Board shall be held at least quarterly and may be scheduled more often by the President.

Section 4- Special Meetings: Special meetings of Membership may be held at any time and at any place within the organization's boundaries when called by the President or by at least three other Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

Section 5- Notice of Meetings: Notice of regular meetings, shall be in writing and delivered at least ten days and no more than thirty days before the day of the meeting. Notices of special or ad-hoc meetings shall state that it is a special meeting being called and may be given orally or in writing at least forty-eight hours prior to the meeting time. All persons entitled to vote at the meeting must be mailed or otherwise delivered a proper notice of the meeting.

Section 6 - Voting/Quorum: Except as otherwise provided in these bylaws, decisions shall be by vote of a majority of those present and eligible to vote at any meeting at which there is a quorum. A majority of the total number of Directors of the Corporation shall constitute a quorum at Board meetings. 25% of the Membership shall constitute a quorum at Membership meetings. Each person eligible to vote shall have one vote as noted under Article III Section III. Votes may be cast only in person except as provided below in Section 7.

Section 7 - Telephone and Electronic Participation: Directors may participate in Board of Directors meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meetings can hear each other at the same time. Participation by such means shall constitute the in-person presence of the Board member at the meeting.

ARTICLE V. BOARD OF DIRECTORS

Section 1 - Board role, size, and compensation: The board is responsible for the overall policy and direction of Sanctuary at Homestead, and delegates responsibility for day-to-day operations to the staff and committees. The board shall have up to 20, but not fewer than 5 members. The board receives no compensation other than reimbursement for reasonable and documented expenses.

Section 2 - Terms: All board members shall serve three-year terms and are eligible for re-election for up to three consecutive terms.

Section 3 - Meetings and notice: The board shall meet at least quarterly, at an agreed-upon time and place. An official board meeting requires that each board member has written notice at least ten days and no more than thirty days in advance. Special Meetings notices may be given orally or in writing and must be given at least forty-eight hours prior to the meeting time.

Section 4 - Board elections: New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of members that meet quorum present at the annual meeting.

Section 5 - Election procedures: A Board Nominating Committee shall be responsible for nominating a slate of prospective board members representing the association's diverse

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constituency. In addition, any member can nominate a candidate to the slate of nominees. All candidates must be members in good standing, as defined in Article III Section I. All members will be eligible to appoint one representative to vote for each candidate.

Section 6 - Quorum: A quorum must be attended by at least fifty-one percent of board members for business transactions to take place and motions to pass.

Section 7 - Officers and Duties: There shall be four officers of the board, consisting of a President, Vice President, Secretary, and Treasurer. Their duties are as follows:

- The President shall convene regularly scheduled board meetings and shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-President, Secretary, Treasurer. Upon the start of incorporation, this officer will hold the positions of President and CEO.
- The Vice President shall chair committees on special subjects as designated by the board and shall preside at regularly scheduled board meetings as arranged by the President.
- The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. Upon the start of incorporation, this officer will be the Secretary.
- The Treasurer shall make a report, as defined in Article VI Section 4, at each board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the annual budget, help develop fundraising plans, make financial information available to board members and the public, and ensure that appropriate financial records are maintained. Upon the start of incorporation, this officer will hold the position of the Treasurer.

Section 8 - Vacancies: When a vacancy on the board exists mid-term, the Secretary must receive nominations for new members from present board members in writing three weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled upon voting conclusion and confirmation of new board member.

Section 9 - Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10 - Special meetings: Special meetings of the board shall be called upon the request of the President or one-third of the board. Notices of special meetings shall be sent out by the Secretary to each board member at least Forty-Eight Hours in advance.

Section 11 - Remote communication for meetings: Any meeting of directors may be conducted via remote communication provided notice of the meeting is given as described in Section 3 and the number of directors participating is sufficient to constitute a quorum as described in Article V Section 6. Remote communication includes but is not limited to telephone, Zoom, or such other means by which persons may communicate with each other simultaneously. Participation in a meeting, as described in Article V Section 11, constitutes attendance at a meeting.

Section 12 - Action without a meeting: Upon the initiative of the President or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting if the Secretary mails or electronically delivers a ballot to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote

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for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

ADDENDUM TO ARTICLE V. BOARD OF DIRECTORS

Section 2 – Terms

10/23/2022 – The terms of the acting Board of Directors will not officially start until April 2023 at the annual meeting as such all dues for this period are waived – for start up purposes.

10/23/2022 – First 6 months of the acting Board served as pro tempore and not to count towards the 3 year term length – for start up purposes

10/23/2022 – At any time – Any Board Member that serves as pro tempore for an elected position for less than 6 months will not have that time held to their term length limit

ARTICLE VI. OFFICERS

The officers of the Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have an active membership in the organization.

Section 1 - President

The President oversees board affairs, ensuring the integrity of the board's process in governing and supporting the organization. The President acts as the representative of the board.

The President shall have the following duties:

Facilitate board meetings and encourage strategic discussion

Engage the board in strategic planning and program evaluation

Appoint board committee and task force chairs

Serve as ex-officio member of all committees outside of board meetings

Create board meeting agendas

Oversee the hiring, evaluation, and compensation of the Chief Executive Officer

Lead the board in governing the organization

Assume ultimate responsibility for the integrity of the organization's finances, working with appropriate board members and committees to approve the budget of the organization and ensure adequate resources available in both manpower and good/services.

Mentor incoming board members

Lead a comprehensive board self-assessment every two years

Play a leadership role in community relations

Cultivate relationships with individual donors, funders, and other key community stakeholders

Speak for the board in the event of a controversy or crisis

Section 2 - Vice-President

The Vice-President shall perform all the duties of the President during the absence of the latter.

The Vice-President's duties are:

Chair committees on special subjects as designated by the board

The Vice-President shall perform the duties of the President if the President is unable to do so or is absent; perform such other tasks as may be assigned by the Board and, at the request of the President, assist in the performance of the duties of the President. In the event that the office of the President becomes vacant, the Vice-President shall automatically become President.

Section 3 - Secretary

The Secretary shall attend all meetings of the Advisory Board and of the Executive Committee,

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and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

Keeping records of board actions

Take minutes at all meetings

Send out meeting announcements and agendas

Distribute copies of minutes and agendas to board members

Maintain and file any corporate records as needed

Act as first point of contact for incoming inquiries to the organization

Section 4 - Treasurer

The Treasurer's duties shall be:

Assume ultimate responsibility for the integrity of the organization's finances by working with appropriate board members and committees to oversee the budget of the organization

Make a report, as defined in Article VI Section 4, at each board meeting

Chair the finance committee

Assist in the preparation of the annual budget,

Help develop fundraising plans

Make financial information available to board members and the public

Ensure that appropriate financial records are maintained.

File necessary tax and financial reporting

ARTICLE VII. COMMITTEES

Section 1 - Committee Formation

The board may create standing or ad hoc committees as needed, such as fundraising, finance, etc.

Section 2 - Fundraising Committee

Fundraising committees coordinate events like raffles, galas, silent auctions, 5k or 10K runs, and other events with the main goal of raising money for the organization. Fundraising committees also seek out opportunities for gaining corporate sponsors, philanthropists, large donors, grants, and endowments, as well as other ways of generating funds for the organization.

Section 3 - Membership Committee

In addition to formal fundraising efforts, another way that boards work to generate funds is by charging a membership fee and expanding their membership. The membership committee keeps track of membership fees and looks for ways to attract new members.

Membership committee members also create strategies to keep their current members active and involved to preserve their retention numbers. Current members perform such duties as organizing membership drives or campaigns, setting up direct mail campaigns and conducting membership surveys. As the board can offer benefits to members, the membership committee keeps members notified of how their membership benefits them.

The board may also set some strategic goals for the membership committee, such as gaining a certain number of new members per year.

Section 4 - Marketing Committee

Marketing committees often go hand-in-hand with fundraising committees because it's difficult to raise funds if no one knows the nonprofit exists. Marketing committees create awareness of the good work that nonprofits do by creating marketing campaigns, promoting events, creating advertising, and posting on social media platforms. Some nonprofits opt to combine the marketing committee and the public relations committee into one committee, as they often work closely together.

Section 5 - Public Relations Committee

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The public relations committee manages all printed publications, such as brochures, flyers, leaflets, and whitepapers. This committee often also manages the website directly or oversees someone who does. The public relations committee chair often shares the responsibility of being the organization's spokesperson with the board president.

Section 6 - Executive Committee

The Executive committee acts as steering committees for the larger board. They vet the issues and help narrow the board's agenda down to the most important ones. The executive committee has some limited authority to act on behalf of the board directors. The Executive committee consists of the President, vice president, secretary, treasurer, immediate past president and a few others.

Section 7 - Finance Committee

Members of finance committees keep track of the organization's assets and liabilities. The committee prepares the annual budget and makes recommendations to the board. The financial report appears on all board meeting agendas and the finance committee should be prepared to answer questions about it. The finance committee also has many oversight duties, including overseeing the work of employees and contractors, overseeing endowments and other significant financial assets, and overseeing investments and tax strategies. All members of the finance committee should have some degree of financial expertise, and at least one person should have major expertise in the area of finance.

Section 8 - Meetings Committee

It's not always common for nonprofits to form meetings committees as standing committees. Larger nonprofits tend to host more meetings and other business events, and they need people to coordinate and facilitate them. Meetings committees take responsibility for such things as organizing annual meetings, conferences, seminars, workshops, trade shows and other educational-type events.

Some meetings committees do the work themselves, while others hire professionals to manage the many details of choosing a venue, planning for food and entertainment, renting equipment, budgeting and setting up the schedule or format of events. This committee may also work closely with the marketing and public relations committees to help get the word out about events.

ARTICLE VIII. CORPORATE STAFF

Section 1 - Executive Director

Executive Director. Chief Executive Officer (CEO)

The Executive Director is hired by the Board.

The Executive Director has day-to-day responsibility for the Board, including carrying out the Board's goals and Board policy.

The Executive Director will attend all Board meetings, report on the progress to the Board, answer questions of Board members, and carry out the duties described in the job description.

The Board can designate other duties as necessary.

ARTICLE IX. CONFLICT OF INTEREST AND COMPENSATION

Section 1 - For Directors, Officers, and Committee Members

Sanctuary at Homestead recognizes that directors, officers, and committee members have diverse professional and financial interests. Because of these interests, the board of directors has adopted a policy whereby all directors, officers, and committee members, (hereinafter collectively referred to as "Members") must disclose all relationships which may influence the way Members carry out their responsibilities. It is essential that all Members adhere to this policy in order to

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protect the reputation and integrity of the Corporation. Failure to adhere to the policy could result in a real or apparent conflict or duality of interest, including personal financial gain, if Members have significant relationships with not-for-profit or for-profit organizations/commercial enterprises (hereinafter collectively referred to as “Organizations”) whose products, services, or businesses are related to the goals of the Corporation.

Section 2 -Disclosures:

The Corporation understands that certain relationships could lead to actual, perceived, or apparent conflicts or dualities of interest. The board of directors has determined that the following relationships between Members and Organizations should be disclosed to the Corporation. Involvement with an Organization in the following circumstances extends to the Member’s spouses/partners and dependents, and covers any involvement during the past 12 months, whether or not still current. The relationships are as follows:

- Consulting fees/honoraria including honoraria from a third party, gifts, or in-kind compensation for consulting, lecturing, travel, scientific advisory board service, legal testimony or consultation, or other purpose.

- Speaker’s bureau

- Equity interests/stock options (or entitlement to the same), including a non-publicly traded company.

- Equity interests (or entitlement to the same) in a publicly traded and financially related company.

- Royalty income or the right to receive future royalties.

- Non-royalty payments or entitlements to payments in connection with the activity that are not directly related to the reasonable costs of that activity.

- Officer, trustee, director, or any other fiduciary role, whether or not remuneration is received for service.

- Ownership/partnership/principal of portfolios excluding mutual diversified funds.

- Research grants from a financially interested company.

- Fellowship support

- Salary or position funding (partial or full) or “in-kind” support of program.

- Intellectual property rights including patent or other intellectual property in a for-profit corporation.

- Other financial benefit (please specify)

If you are aware of any other relationship with an organization that might be perceived by others as potentially influencing your objectivity in any Corporation matters in which you are involved, please disclose such relationship pursuant to the procedures described below.

Procedures and Annual Disclosure Form:

Members are required to file a signed Disclosure Form not less than annually and on such other occasions as requested by the Executive Committee or the board of directors. Disclosure Forms must also be completed and signed at the time of appointment to the board of directors or any committee. Members have a continuing obligation to disclose any potential conflict or duality of interest with respect to any transaction that affects or may affect the Corporation. In other words, notwithstanding the submission of the attached Disclosure Form, Members must reveal any potential conflict or duality of interest that arises after the submission of this form. Each subsequent disclosure must describe the nature of the real, perceived, or potential conflict or

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duality of interest and all facts known relating to the subject matter. The attached form will be reviewed by the board of directors to determine whether any disclosures constitute a conflict or duality of interest. The board of directors shall have the right to inquire further with regard to your disclosure and, in the event it determines there to be a conflict or duality or appearance of a conflict or duality of interest, or in the event of a failure to provide requested information or otherwise to cooperate with it, shall make a determination as to your continuing role and participation as an officer, member of the board of directors, or member of a committee of the Corporation. The existence of a relationship as defined above does not necessarily imply ineligibility to serve, but rather that participation in some matters may be modified or avoided or, in appropriate circumstances, discontinued. The board of directors shall have the authority, as it deems appropriate, to make the final decision as to your continuing role and participation in the Corporation. The responsibility for identifying a potential conflict resulting from a relationship with an organization in any given situation rests with the Member. If you have any questions as to whether there is a conflict, whether actual, potential, or perceived, you should first address the matter with the President. When your work with the Corporation involves a matter relating to an organization with which you have a relationship, you should excuse yourself from the meeting for the duration of the discussion, and you will be informed when the discussion has terminated. Your departure will be noted in the minutes of the meeting.

Section 3 – Full form in Conflict-of-Interest Document

ARTICLE X. INDEMNIFICATION

Section 1 – General

To the full extent authorized under the laws of the State of Ohio, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2 - Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3 - Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such,

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whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI. BOOKS AND RECORDS

Section 1 – Records Keeper

Sanctuary at Homestead shall keep complete books and records of account and minutes of the proceedings of the Board of Directors. This will be maintained by the Secretary.

ARTICLE XII. AMENDMENTS

Section 1 - Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2 - Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

ARTICLE XIII: Contracts, Loans, Checks, and Deposits

Section 1 - Contracts

The Board of Directors may authorize any officer or officers, or agent or agents, to enter any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2 - Loans.

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans shall be made by the corporation to its directors or officers.

Section 3 - Checks, Notes, Drafts, Etc.

All checks, notes, drafts, or other orders for the payment of money of the corporation shall be signed, endorsed, or accepted in the name of the corporation by any Board of Directors Officers

Section 4 - Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of directors may designate.

ARTICLE XIV. NONDISCRIMINATION:

The organizations, officers, directors, employees, and persons served by this corporation shall be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin, sexual orientation, and political or religious opinion or affiliation.

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Formalizing the Bylaws

We, the undersigned, are all 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 ____ day of _____, 20__.

Sean Pittman, President – Sanctuary at Homestead

ATTEST: Brittany Pittman, Secretary – Sanctuary at Homestead

Board Member – Sanctuary at Homestead

Board Member – Sanctuary at Homestead

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