

Blue Angel Connect Bylaws

ARTICLE I. NAME OF ORGANIZATION

The name of the organization is Blue Angel Connect Co.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

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

Section 2. Specific Purpose

Blue Angel Connect is dedicated to working with Public Service Agencies and other local organizations in helping to provide services and needs in their community. This organization is comprised of volunteers that value positive public relationships in the community to which they serve.

The specific objectives and purpose of this organization shall be:

- a) To provide instruction on building community driven engagements and understanding of roles and responsibilities of public service agencies,
- b) To provide opportunities for participants to support trainings, assets and engagements to meeting the community needs,
- c) To sponsor, host and/or participate in events and activities that promote the positive image and activities of the community,
- d) To sponsor and/or support other organizations (as described in the nonprofit purpose section of these Bylaws) within the local community as directed by the Blue Angel Connect Board of Directors consensus.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Application for voting membership shall be open to any current resident, property owner, business operator, or employee of the Hancock or Henry County area that supports the purpose of the statement in Article II, Section 2. Membership is granted after completion and receipt of a membership application. All memberships shall be granted upon a majority vote of the board.

Section 2. Annual Membership Dues

Annual membership dues do not apply at this time; however, this may be changed by a majority vote of the membership at the first meeting of the new calendar year. Continued membership would then be contingent upon being up to date on membership dues.

Section 3. Resignation and Termination

Any board member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of any unpaid dues (if applicable). A board member can also have their membership terminated by a majority vote of either the board or the officers of the board.

Section 4. Non-Voting Membership

The board shall have the authority to establish and define non-voting categories of active membership. There may be members of the board or organization that do not have voting privileges. Non-voting members of the organization must also be approved by the Board of Directors at any meeting. Non-voting members serve at-will and may be replaced or removed at any time.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members shall be held at least semi-annually, at a time and place designated by the President or Vice President. The first meeting of each new calendar year shall take place in January. At this meeting, members shall discuss previous years activities, monies/donations received, and determine the direction of the organization for the coming year. If applicable, this meeting would also determine the position of Secretary for the organization.

Section 2. Special Meetings

Special meetings may be called by the President or Vice President at any time. A petition signed by 3/4 of the voting board and presented to either the President or Vice President may also call a special meeting.

Section 3. Notice of Meetings

Printed notice of each meeting shall be provided to each board member, by email, text, or phone call, not less than 2 weeks prior to the meeting, unless a Special Meeting is being called.

Section 4. Quorum

A quorum for a meeting of the members shall consist of at least 3/4 of the voting membership. The presence, in person of a majority of current Board members shall be necessary at any meeting to constitute a quorum to conduct business.

Section 5. Voting

All issues to be voted on shall be decided by a simple majority of those voting members present at the meeting in which the vote takes place. In the case of a tie vote, the President or Co-President shall cast another vote to break the tie. In the case that the President or Co-President are not available, the Vice President shall cast another vote to break the tie.

The President, Co-President and Vice President shall also be awarded the power, at any time, to override the majority decision based of what he/she feels is best for the organization.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers

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

Section 2. Number, Tenure, Requirements and Qualifications

The number of the Board of Directors may be fixed from time to time but shall not consist of no less than three (3) and no more than eight (8), which includes the following officers of the board: President, Co-President, Vice President, Secretary and the Treasurer. Officers may hold more than one position on the board.

The members of the Board of Directors shall, upon election to the board, immediately enter upon the performance of their duties and shall continue in office each year or until their successors are elected and qualified. All officer positions on the Board are permanent unless a termination (issued by the President or Co-President) or resignation is forthcoming. All members of the Board of Directors must be approved by a majority vote of the members present and voting. In the case of a tie, rules per Section 5 Article IV will be used. No vote on new members to the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 4 Article IV.

No four (4) members of the Board of Directors shall be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity, may serve as the same time.

Each member of the Board of Directors shall be a member of the organization.

Each member of the Board of Directors shall be required to attend all meetings (of any type) except in the case of emergency, family, or full-time business commitments as stated and agreed to on the Board Member Application form.

Section 3. Forfeiture (Removal)

Any member of the Board of Directors who fails to fulfil any of his/her requirements as set for in Section 2 of this article, the requirements on the Board Application form and Article VI, by June 1st of each year shall automatically forfeit his or her seat on the Board. The Secretary shall notify all remaining Board members within 10 days of the removal about the forfeiture. The Secretary shall also notify the Board member in writing that his or her seat has been declared vacant, and the Board of Directors may immediately proceed to fill that vacancy. The President, Co-President or Vice President will perform this function if the forfeiture involves the Secretary or Treasurer.

Section 4. Vacancies

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

Section 5. Compensation

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

Section 6. Confidentiality

Board members shall not discuss or disclose information about the organization or its activities to any person or entity unless approved by the President, Co-President or Vice President. If approved, Board members shall use discretion and good business judgement in discussing these affairs of the corporation with third parties. Without limiting the foregoing, Board members may discuss upcoming fundraisers along with the purpose and functions of the organization. This section also applies to all non-voting members of the organization as well.

Each member of the board shall execute a confidentiality agreement consistent with this section upon being voted onto and accepting appointment to the Board of Directors.

Section 7. Advisory Council (Outside Volunteers) – Non-Voting Members

An Advisory Council may be created whose members shall be elected by the Board of Directors, but shall have no official duties, voting privileges nor obligations for attendance at regular meetings of the Board of Directors. Advisory Council members may attend said meetings at the invitation of a member of the Board. All members of the Advisory Council shall possess the desire to serve their community and support the work of the organization by providing their insights, expertise and/or professional knowledge. Members of the Advisory Council shall comply with Section 6 of this Article and shall also sign a confidentiality agreement therewith upon being voted onto and accepting appointment to the Advisory Council.

ARTICLE VI. OFFICERS

The Officers of this Board shall be the President and or Co-President, Vice President, Secretary and Treasurer. All Officers must have the status of active members of the Board. Other members on the Board will be referred to as "Members-At-Large." Officers of the organization may hold more than one title/position.

Section 1. President/Co-President

The President and or Co-President shall be present at all meetings except as described in Article V Section 2. Duties include, but are not limited to:

- A) Shall oversee and have general and active management of the business conducted by the Advisory Council and attend all meetings, except as described above.
- B) Shall see that other Officers of this organization perform their duties as prescribed.
- C) Shall record all minutes and votes at each meeting in the absence of the Secretary.
- D) Shall submit a report of the operations of the organization at each meeting in the absence of the Vice President.
- E) Shall chair all meetings in the absence of the Vice President.
- F) Shall assist in the securing of funds, grants, and fundraising events for the organization.
- G) Shall assist and oversee in any fundraising event.
- H) Shall assist in any events held by the organization.
- I) Shall see that all yearly taxes all completed and filed for the organization, including any other state or local forms that need to be submitted annually.
- J) Shall ensure that our IRS Tax Exempt status is updated and current.
- K) Shall ensure that the website is updated and current.
- L) Shall not hold the position of Treasurer of the organization.

- M) Shall exercise the mission of the organization.

Section 2. Vice President

The Vice President shall be present at all meetings except as described in Article V Section 2. The Vice President shall also be vested with all the powers to perform the duties of the President and or Co-President during their absence. Duties include, but are not limited to:

- A) Shall be the chair for all regular and special meetings.
- B) Shall also attend all meetings of the Advisory Council except in cases as described above.
- C) Shall submit a report of the operations of the organization at each meeting.
- D) Shall assist in the locating of resources (funds) and grants to help fund and support the organization.
- E) Shall oversee the annual Holiday Hope program
- F) Shall help assist and develop fundraising ideas to support and grow the organization.
- G) Shall assist in any events held by the organization.
- H) Shall exercise the mission of the organization.

Section 3. Secretary

The Secretary shall be present at all meetings except as described in Article V Section 2. Duties include, but are not limited to:

- A) Shall record all minutes and votes of all meetings, including meetings of the Advisory Council. A report shall be submitted to the Vice President within two (2) weeks after the meeting.
- B) Shall perform any correspondence from or relating to the Board or other correspondence as directed by the President, Co-President or Vice President.
- C) Shall assist in the locating of resources (funds) and grants to help fund and support the organization.
- D) Shall help assist and develop fundraising ideas to support and grow the organization.
- E) Shall assist in any events held by the organization.
- F) Shall exercise the mission of the organization.

Section 4. Treasurer

The Treasurer shall be present at all meetings except as described in Article V Section 2. Duties include, but are not limited to:

- A) Shall present a complete and accurate report of the funds raised or grants received by the organization since the last regular meeting.
- B) Shall have the right of inspection of the funds resting with the program, including budgets.
- C) Shall assist in any direct audits for the organization or of funds received.
- D) Shall assist in the locating of resources (funds) and grants to help fund and support the organization.
- E) Shall help assist and develop fundraising ideas to support and grow the organization.
- F) Shall assist in any events held by the organization.
- G) Shall exercise the mission of the organization.

Section 5. Members At Large

Like Officers on the Board, Member's At Large are also elected. Unlike the Officers on the Board, a Member At Large does not have a specific role other than what is listed on the Membership application. Members At Large shall be present at all meetings except as described in Article V

Section 2. Members At Large duties include, but are not limited to:

- A) Shall assist in the locating of resources (funds) and grants to help fund and support the organization.
- B) Shall help assist and develop fundraising ideas to support and grow the organization.
- C) Shall assist in any events held by the organization.
- D) Shall exercise the mission of the organization.

VII. COMMITTEES

Section 1. Committee Formation

The Board may create committees as needed for a specific purpose, such as fundraising, public relations, data collection, etc. The President and or Co-President will appoint all committee chairs.

Section 2. Executive Committee

The President, Co-President and Vice President of the Board will also be known as the Executive Committee. Executive Committee members have the power to amend Articles of Incorporation and Bylaws. The Executive Committee shall have all the powers and authority over the Board of Directors in the intervals between all meetings of the Board. The Executive Committee also has the power and authority to dismember the Board of Directors at any time and the dismantling the organization.

Section 3. Finance Committee (if applicable)

As mentioned in Section 1 of this article, the Board may create committees as needed. The Treasurer will be responsible for the Finance Committee. This committee would be responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget for the organization. The Board will approve all expenditures and they should be within budget. Any major change in the budget must be approved by the Executive Committee. The fiscal year shall be the calendar year, with or without having a Finance Committee. Financial records of the organization are public information and shall be made available upon written request from any Board member or general public.

VIII. CONFLICT OF INTEREST AND REVIEWS

Section 1. Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of an Officer or other member of the Board or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and or federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Procedures

- A) Duty to Disclose- In connection with any actual or possible conflict of interest, the interested person must fully disclose the existence of the interest and be given the opportunity to disclose all material facts to the Board of Directors.

- B) Determining whether a Conflict of Interest Exists – After the disclosure of the interest and all the material facts, and after any discussion with the interested person, the Board of Directors (in no given amount of time) will make the final determination on whether the conflict exists.

Section 3. Violations of the Conflict-of-Interest Policy

- A) If the Board of Directors has reasonable cause to believe a member (interested person) has failed to disclose actual or possible conflict of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose all details and facts.
- B) If, after hearing the member's response and after making further investigations as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall forward this information to the Executive Committee to take appropriate disciplinary action, including possible termination from the Board or Advisory Committee.

Section 4. Periodic Reviews

To ensure that the organization is operating in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. These reviews shall be recorded in the minutes of the next regular meeting following the date of the review.

When conducting the periodic reviews, the organization may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of Directors of its responsibility for ensuring these reviews are conducted.

ARTICLE IX. IDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the United States of America, the organization shall not be required to indemnify and Officer, Board member, member of the Advisory Board, former member or Officer, agent of the organization, or any person that may have served at the organization's request, against expenses actually incurred with the defense of any action, suit, or proceeding in which the member is made a party of by any reason.

Section 2. Insurance

The organization may purchase and maintain insurance at any time as needed.

ARTICLE X. BOOKS AND RECORDS

The organization shall keep complete books and records of all financial actions along with minute from all meetings held involving the organization.

ARTICLE XI. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended at any time by the Executive Committee pursuant to Article VII Section 2. These changes shall be given to each Board member at last three (3) days in advance of the forthcoming change. This may be delivered personally, email or text, or at least five (5) days in advance if sent by mail.

Section 2. Bylaws

Like Section 1 in this article, the Executive Committee may amend these Bylaws at any time. Like the Articles of Incorporation, any changes shall be given to each Board member at least three (3) days in advance of the forthcoming change. This may be delivered personally, email or text, or at least five (5) days in advance if sent by mail.

ADOPTION OF BYLAWS

We, the undersigned of the Executive Committee, are all the initial incorporators of this organization. We, along with the Secretary, consent, and hereby do, adopt the foregoing Bylaws, consisting of the 7 preceding pages, as the Bylaws for this organization.

ADOPTED AND APPROVED BY THE EXECUTIVE COMMITTEE ON THIS 23RD DAY
OF JANUARY, 2023

Kimberly Burris

First Name, Last Name, President- Blue Angel Connect Co.

Nicole Burris

First Name, Last Name, Co-President- Blue Angel Connect Co.

BRENT C BURRIS

First Name, Last Name, Vice President- Blue Angel Connect Co.

Jeffrey Boxberger

ATTEST: First Name, Last Name, Secretary- Blue Angel Connect Co.