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**Reaching for the Shining Starz**

**Bylaws**

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Ohio and the Articles of Incorporation of Reaching for the Shining Starz. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Ohio, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Organization, it shall then be these Bylaws, which shall be controlling.

ARTICLE ONE – NAME

The legal name of the Non-Profit Organization shall be known as Reaching for the Shining Starz, and shall herein be referred to as the "Organization."

ARTICLE TWO - PURPOSE

The general purposes for which this Organization has been established are as follows:

The Organization is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively devoted to providing immediate relief to women in the city of Columbus caught in the vicious cycle of human trafficking, addiction and homelessness. Through weekly street outreach, we distribute hygiene bags, food and clothing to women by meeting them where they are in a nurturing and non-judgmental manner.

In addition, this Organization has been formed for performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Organization 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 non-profit purposes.

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

ARTICLE THREE - OFFICES

The principal office of the Organization shall be located at:

Hilltop Church of God

635 Whitehorne Ave.

Columbus, Ohio 43223

The Organization may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Organization may find a need for from time to time.

ARTICLE FOUR – DEDICATION OF ASSETS

The properties and assets of the Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, director, or officer of this Organization. On liquidation or dissolution, all remaining properties and assets of the Organization shall be distributed and paid over to an organization dedicated to non-profit purposes, which has established its tax-exempt status pursuant to Section 501(c) of the Code.

ARTICLE FIVE – THE BOARD

The Organization shall be governed by a Board (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Ohio. The Board shall establish policies and directives governing business and programs of the Organization and shall delegate to the Executive Director and Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

*Number and Qualifications*

The Board shall have up to four (4), but no fewer than three (3), Board members. The number of Board members may be increased beyond four (4) members or decreased to less than three 3) members by the affirmative vote of a simple majority of the then serving Board of Directors. A Board member need not be a resident of the State of Ohio.

In addition to the regular membership of the Board, representative of such other organizations or individuals as the Board may deem advisable to elect shall be Ex-Officio Board Members, which will have the same rights and obligations, including voting power, as the other directors.

*Board Compensation*

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to "Contracts Involving Board Members and/or Officers" as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Organization in any other capacity and receiving compensation for services rendered.

*Board Elections*

The Governance Committee shall present nomination for new and renewing Board members at the board meeting immediately preceding the beginning of the next fiscal year. Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. A two-thirds majority of those Board members at a Board meeting at which a quorum is present shall approve new and renewing Board members.

*Term of Board Members*

All appointments to the Board shall be for a term of three (3) year(s). No person shall serve more than two (2) consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to two (2) additional year(s). No person shall serve more than eight (8) consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after three (3) years passed since the conclusion of such Board member's service.

*Vacancies*

A vacancy on the Board may exist at the occurrence of the following conditions:

The death, resignation, or removal of any Board Member;

The declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 3 consecutive meetings of the Board, or a total of 4 meetings of the Board during any one calendar year;

An increase in the authorized number of Board Member; or

The failure of the members, at any annual or other meeting at which members(s) are to be elected, to elect the full-authorized number of dirs. The Board, by way of affirmative vote of a majority of the directors then currently in office, may remove any director without cause at any regular or special meeting, provided that the director to be removed has been notified in writing in the manner set forth in Article 5 – Meetings that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the chair of the Board, the president of Organization, the secretary Of Organization, or the Board, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Ohio is first notified, no director may resign when the Organization would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by vote of a simple majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

*Resignation*

Each Board member shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

*Removal*

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board, by the affirmative vote of a simple majority of then-serving Board members.

*Meetings*

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The President or any two (2) regular Board members may call a special meeting of the Board with 5 days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

*Minutes*

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. A copy of the minutes shall will be made available to each Board Member prior to each Board Meeting.

*Action by Written Consent*

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by unanimous written consent. Such consent shall be placed in the minute book of the Organization and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

*Quorum*

At each meeting of the Board the presence of 7 persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

*Voting*

Each Board member shall only have one vote. Voting can be made in person or electronically.

*Proxy*

Board members shall not be allowed to vote by written proxy

*Board Member Attendance*

An elected Board Member who is absent from three consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the President his/her commitment to the Organization. The Board may deem a Board member who has missed three consecutive meetings without such a reevaluation with the President to resign from the Board.

ARTICLE SIX – OFFICER AND DUTIES

*President*

The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the Organization, to execute in the name of the Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Organization, and to negotiate any and all material business transactions of the Organization. The President will call and lead Board Meetings. The President will be a female.

*Vice President*

In the absence of the President, or in the event of her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

*Secretary*

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Organization, which are required to be kept at the principal office of the Organization, and shall act as secretary at all meetings of the Board, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Organization and shall see that the seal of the Organization, if any, is affixed to all documents, the execution of which on behalf of the Organization under its seal is duly authorized in accordance with the provisions of these bylaws.

*Treasurer*

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or the Board may designate cause to be deposited, all money and other valuables as. Furthered, the Treasurer shall disburse, or cause to be Organization, as may be ordered by the Board, and shall render to the President, and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Organization.

ARTICLE SEVEN– COMMITTEES

Committees will handle most of the Boards work. Ideally, the Organization’s committee members will have expertise in their area of focus or have interest in the subject. Committees can broaden their expertise by including individuals who are not board members, but have a particular knowledge and dedication to the Organizations’ mission.

1. *In-Kind Donations & Fundraising*

Purpose: Fundraising is more than just raising funds – it’s about increasing awareness, cultivating relationships and empowering all those involved. Fundraising and donations are the lifeblood of Reaching for the Shining Starz (RSS). Adequate funding is needed to provide resources and care to victims and survivors of addiction, homelessness, and human trafficking. The In-Kind Donations & Fundraising Committee oversees and directs all fundraising and donor activity and is responsible for implementing long-term and short-term fundraising strategies.

Responsibilities & Duties

* Advance the RSS mission by providing love and resources to victims and survivors of addiction, homelessness, and human trafficking
* Establish a fundraising plan that identifies specific long-term and short-term fundraising goals
* Identify, track and maintain a diverse listing of potential fundraising and donation sources
* Ensure prospective research occurs to identify what funds and donations might be raised from sources
* Maintain an accurate record of all donated items on hand and what is needed
* Monitor fundraising efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective
* Manage and coordinate fundraising projects and events, i.e. hygiene bag stuffing
1. *Marketing*

Purpose: It is difficult to raise funds and advance the Reaching for the Shining Starz (RSS) mission if no one knows we exist. Marketing enhances, elevates, and protects the brand and reputation of RSS. We strive to provide a clear message of the RSS mission and why you should support it. The Marketing Committee is responsible for developing media strategies that encourage engagement, increase awareness and attract volunteers to support our mission.

Responsibilities & Duties

* Advance the RSS mission by providing love and resources to victims and survivors of addiction, homelessness, and human trafficking
* Increase awareness by developing marketing campaigns, promoting events, creating print material and posting on social media platforms
* Maintain a list of media contacts and proactively reach out to inform the community of RSS events, special projects and accomplishments
* Create and maintain marketing materials that are current, relevant and consistent in design, message and branding
* Monitor and update website and social media platforms
1. *Street Outreach & Volunteer*

Purpose: Volunteers and the outreach they provide serve as the backbone to Reaching for the Shining Starz (RSS). We involve volunteers so that we can tap into the skills, talents and experiences they provide that may be beyond what our Board of Directors already bring to the work we do. The Volunteer and Outreach Committee identifies and cultivates potential volunteers to assist with outreach and advance the mission of RSS.

Responsibilities & Duties

* Advance the RSS mission by providing love and resources to victims and survivors of addiction, homelessness, and human trafficking
* Establish volunteer commitment guidelines to ensure all volunteers have a clear understanding of their role, expectations and opportunities
* Develop and facilitate a volunteer orientation process to ensure volunteers are engaged, educated and informed of the mission of RSS
* Maintain an active directory of volunteer contact information and ensure all forms are on file, such as the Hold Harmless Agreement, for example
* Coordinate street outreach, which includes managing Sing-Up Genius; ensuring all spots are filled each week; holding training, as needed, for new drivers & riders
* Organize volunteer drives and outreach campaigns
* Conduct volunteer feedback surveys
1. *Grants*

Purpose: Seeking external funding is critical to the success of Reaching for the Shining Starz (RSS). The Grant Committee is responsible for the management and administration of grant applications and proposals in the areas of Human Trafficking, Drug Addiction, Homelessness, Health and other related areas.

Responsibilities & Duties

* Advance the RSS mission by providing love and resources to victims and survivors of addiction, homelessness, and human trafficking
* Research, identify and maintain a listing of government and private funding prospects
* Generate revenues for RSS programs and services through timely submission of well-researched, well-written and well-documented grant applications and proposals
* Maintain and implement funding calendar activities
* Write reports to government, foundations and other funders
1. *Education & Community Outreach*

Purpose: As awareness about addiction, homelessness, and human trafficking grows, so does our ability to break down the stigma surrounding these issues and seek proactive measures. Reaching for the Shining Starz believes in providing an honest face to the reality of addiction, homelessness, and human trafficking through presentation and testimonials. The Education and Prevention Committee is responsible for engaging and participating in programs surrounding awareness and advocacy.

Responsibilities & Duties

* Advance the RSS mission by providing love and resources to victims and survivors of addiction, homelessness, and human trafficking
* Serve as the face of RSS at events that promote education and prevention of human trafficking, drug addiction & homelessness
* Members will participate in speaking events and utilize RSS promotional materials to help bring education and prevention to attendees
1. *Governance*

Purpose: The Governance Committee will ensure the boards’ bylaws and policies in place are carried out. The Governance Committee will recruit new board members and ensure that all board members have the proper motivation and tools to carry out their duties responsibly.

Responsibilities & Duties

* Advise the Board about operational strategies including relevant amendments to the organization’s bylaws to strengthen the organization and empower the Board in meeting its obligations related to good governance principles and abide by the organization’s mission.
* Devise and make recommendations for policies that reflect best practices for overall good governance.
* Develop a conflict of interest policy and recommend it to the Board.
* Lead and facilitate periodic board self-assessments to ensure superior board performance and overall trust in effectiveness.
* Evaluate the Board’s current composition and identify the current and future needs of the organization to ensure that the Board has the necessary diversity, perspectives, experience, skills, maturity and judgment to effectively pursue their duties in planning and oversight.
* Review the Board Members at the end of each of their board terms as part of the re-election process to ensure that they continue to have the appropriate skills and engagement level to continue serving on the Board.
* Make recommendations to the Board about the criteria and qualifications that they deem appropriate for election as Board Members.
* Recruit, identify and interview candidates for potential Board Members that meet the identified criteria for election to the Board.
* Develop and conduct an orientation process for newly appointed Board Members and provide ongoing board training and development.
1. *Executive*

Purpose: The Executive Committee is comprised of the Organization's President, Vice President, Treasurer and Secretary. Key tasks of this committee include acting as a collaboration center for the Board, a forum for conversation, a panel for vetting strategic plans, and a critical decision-making entity.

ARTICLE EIGHT - STANDARD OF CARE

*Loans*

The Organization shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Ohio Attorney General; provided, however, that the Organization may advance money to a director or officer of the Organization or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

*Conflict of Interest*

The purpose of the Conflict of Interest policy is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations and is not intended as an exclusive statement of responsibilities.

*Duty to Disclose*

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

*Establishing a Conflict of Interest*

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

*Addressing a Conflict of Interest*

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.

The President of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

*Violations of Conflict of Interest Policy*

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

*Procedures and Records*

All minutes of the Board Meetings, when applicable, shall contain the following information:

* The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
* The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

*Acknowledgement of Conflict of Interest Policy*

Each director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement, which affirms that such person:

* Has received a copy of the conflict of interest policy;
* Has read and understands the policy;
* Has agreed to comply with the policy; and
* Understands that the Organization is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

ARTICLE NINE – EXECUTION OF CORPORATE INSTRUMENTS

*Execution of Corporate Instruments*

The Board may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Organization.

Unless otherwise specifically determined by the Board or otherwise required by law, formal contracts of the Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Organization, other organization instruments or documents, memberships in other organizations, and certificates of shares of stock owned by the Organization shall be executed, signed, and/or endorsed by the President, Vice-President.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Organization, or in special accounts of the Organization, shall be signed by such person or persons, as the Board of Directors shall authorize to do so.

*Loans and Contracts*

No loans or advances shall be contracted on behalf of the Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the Board authorizes the specific transaction. Without the express and specific authorization of the Board, no officer or other agent of the Organization may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization.

ARTICLE TEN– RECORDS AND REPORTS

*Maintenance and Inspection of Articles and Bylaws*

The Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

*Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns*

The Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

*Maintenance and Inspection of Other Corporate Records*

The Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Organization shall turn over to his or her successor or the Chair of the Board or President, in good order, such organization monies, books, records, minutes, lists, documents, contracts or other property of the Organization as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Organization and each of its subsidiary organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

*Preparation of Annual Financial Statements*

The Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public accountant, in conformity with generally accepted accounting standards. The Organization shall make these financial statements available to the Ohio Attorney General and members of the public for inspection no later than 15 days after the close of the fiscal year to which the statements relate.

*Reports*

The Board shall ensure an annual report is sent to all directors within 15 days after the end of the fiscal year of the Organization, which shall contain the following information:

* The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
* The principal changes in assets and liabilities, including trust funds, during the fiscal year.
* The expenses or disbursements of the Organization for both general and restricted purposes during the fiscal year.
* The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than $50,000 or indemnifications involving more than $10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Organization that such statement were prepared without audit from the books and records of the Organization.

ARTICLE ELEVEN – FISCAL YEAR

The fiscal year for this Organization shall end on June 30.

ARTICLE TWELVE – AMENDMENTS AND REVISONS

These bylaws may be adopted, amended, or repealed by the vote of a simple majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

ARTICLE THIRTEEN – CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible

(i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, Amy Thomas, certify that I am the current elected and acting Secretary of the benefit Organization, and the above bylaws are the bylaws of this Corporation/Organization as adopted by the Board of Directors on May 2, 2022, and that they have not been amended or modified since the above.

EXECUTED on this day of XXXX, in the County of Franklin in the State of Ohio.

(Duly Elected Secretary)