

One Movement For Win-Win-Win Project.

The Project of Saving Victims Hospitals-Healthcare Providers

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BYLAWS

"ONE MOVEMENT FOR WIN -WIN- WIN PROJECT"

Article I: Legal Authority is

"ONE MOVEMENT FOR WIN -WIN- WIN PROJECT" chartered as a nonprofit corporation under and by the laws of the State of Virginia, as contained in Chapter CHAPTER # of the General Statutes of Virginia], (Nonprofit Corporation Act). By Internal Revenue Code of 1986 Section 501(c)(3), the purposes of this corporation are limited to educational and public, not-for-profit activities. YOUR NONPROFIT WAS ORGANIZED/BASED ON YOUR FILING.

Article II: Name and Location

Section 1: Official Name - **"ONE MOVEMENT FOR WIN -WIN- WIN PROJECT"**

Section 2: Assumed Name - For purposes of advertising and promotion, the corporation may at times utilize the assumed name of, however, no other Name in this filing, the official name shall remain the binding corporate name to transact business.

Section 3: Location - The principal office of the corporation and its registered agent shall be located in the City of Manassas, address 8013 Whitting Road, Manassas, VA 20122, Prince William County. This designation may be changed from time to time only by official action of the Board of Directors with the filing of an appropriate certificate with the Virginia Secretary of State.

Article III: Purpose Section 1: Mission - The purpose of the corporation is to handle this project, " The Project of helping the Victim as Hospitals and Healthcare Providers to submit the petition to the MEDCAC Committees to request the committees to add NEMT(Non Emergency Medical Transportation) into (NCD) National Coverage Determination. The Corporation was incorporated on August 09, 2025, and will be dissolved after the project is completed.

Section 34

Article IV-Membership

The Corporation person expressing an interest in the Directors is considered eligible for membership. A member-in-good-standing shall have dues in a currently paid-up status as defined by the Board of Directors of the Corporation. The members are directors, both Taya Anderson and Israporn Phisootchakkrawan.

Article V: Board of Directors

Section 1: Governance - The business, property, and programs of this corporation shall be managed and controlled by a Board of Directors consisting of not less than two and not more than two duly elected voting members. The Board of Directors retain those powers granted under Virginia Statutes which permit all necessary and convenient actions to affect all the approved purposes for **"ONE MOVEMENT FOR WIN -WIN- WIN PROJECT"**.

Section 2: Terms of Office - Directors elected at Annual Meetings shall serve a first term of either one (1), two (2), or three (3) years, depending on what is needed to maintain staggered terms of service for each approximate third of its membership. Each third shall be referred to as a “class”. For its first full term, the initial Board of Directors shall divide itself into three classes with one class serving one year, a second serving two years, and a third serving three years. A full term commences with the date of election. Directors are limited to two consecutive full terms with an ineligibility period of one year following the expiration of a second full term. Each Director must maintain member-in-good-standing status.

Section 3: Vacancies – Vacancies shall include both vacated and unfilled seats on the Board of Directors. The Board of Directors shall fill vacancies which occur on the Board upon recommendation of the Chair for the remaining, unexpired term of an absent Director or an unfilled seat. Such appointments commence on that date and end at an appropriate and subsequent Annual Meeting of the corporation. Such Directors appointed for a term of less than two years shall then be eligible for an additional two full terms as defined in these Bylaws.

Section 4: Ex Officio Board Members - Others may be appointed by action of the Board to serve as advisors, managers, or participants in special activities and serve as a nonvoting, ex officio member of the Board of Directors. Ex officio status shall continue until the next Annual Meeting, at which time status can be renewed. Ex officio directors may serve in three consecutive fiscal years of the corporation, at which time they must maintain member-in-good-standing status.

Section 3: Vacancies – Vacancies shall include both vacated and unfilled seats on the Board of Directors.

Section 5: Attendance Rule - Each Director is expected to attend all regular meetings of the Board and all special called meetings and Annual Meetings of the corporation. Those members with three consecutive, unexcused absences as determined by the Chair shall be removed from the Board of Directors.

Section 6: Compensation - Directors shall be volunteers and shall receive no compensation for their services, except on occasion for certain expenses directly related to the mission and purposes of the corporation as may be approved by the Board of Directors.

Section 7: Commitment and Ethics Rules- Each Director must maintain a high commitment to the stated mission and goals of “**ONE MOVEMENT FOR WIN-WIN-WIN PROJECT**” and exhibit the highest ethical standards in the conduct of business, as suggested among nonprofit organizations and the most recent code of ethics established by the STATE of VA BAR. Those Directors brought into question under this rule shall have a hearing before a special committee of the Board and, when their behavior is judged to conflict with the mission or ethical obligations of their role, or found to be incompatible with the best interests of the corporation, shall be removed from the Board of Directors.

Article VI: Meetings

ONE MOVEMENT FOR WIN -WIN- WIN PROJECT”

Section 1: Annual Meeting - An Annual Meeting of the corporation and its members shall be held each year.

Section 2: Meetings & Notice - As a minimum, regular meetings of the Board of Directors shall be held quarterly according to a schedule announced by the Board Chair at the Annual Meeting. Special-called meetings of the corporation shall be held at the discretion of the Chair or by a majority vote of the Board of Directors or upon written request by ten (10) percent of the corporation’s members-in-good-standing. Notices for such special meetings shall be provided by telephone, posted mail, or email at least seven (7) days before the announced time, date, and place.

Section 3: Quorum & Voting - A simple majority of Directors being present shall constitute a quorum for the conduct of business, with, thereafter, a simple majority vote required for action on motions. Each duly elected Director shall have one vote. Proxy shall not be permitted. At special meetings of the corporation and the Annual Meeting, the same rules shall apply to all members in good standing. Under exceptional

circumstances, the Executive Committee may meet using an electronic conference with all members included simultaneously.

Section 4: Rules of Order - Robert's Rules of Order (current edition) shall be followed in all meetings of the corporation and its committees, unless otherwise modified herein by these Bylaws. Minutes of actions taken and members present at such meetings shall be recorded and maintained.

Article VII: Finance and Audits

Section 1: Fiscal Year - The Corporation's financial year shall commence on the [01/01 -12/31 in each calendar year.

Section 2: Funds and Property - All funds and property held by the corporation are maintained in trust for the purposes authorized in its charter and only by its official Mission and Goals. Bequests, gifts, loans, and donations must first meet published corporation guidelines. Each officer, employee, volunteer, or their agent, having custody of corporation funds or property, is to be covered by an appropriate fidelity and forgery insurance bond carried at the expense of the corporation.

Section 3: Records and Reports - Finances of the corporation shall be maintained under generally accepted accounting principles, and its records shall be kept in such manner as to facilitate the preparation of quarterly financial reports for the Board of Directors and membership.

Section 4: Deposits & Disbursements- Any non-payroll disbursements greater than \$1,000 from the corporation's accounts shall be made only by checks or similar money orders signed by two authorized representatives: including the Business Manager or such person approved by the Board to serve in that role and any one of the following officers: Chair, Vice Chair, Treasurer. Non-payroll disbursements of a lesser amount shall be made only by check or similar money order signed by one of the following representatives: Business Manager, Chair, Vice Chair, Treasurer. Routine payroll disbursements shall be made only by checks or similar money orders signed by the Business Manager or by the Chair, Vice Chair, Treasurer, in that order of availability. Business Manager payroll check shall be signed by the Chair, Vice Chair, or Treasurer in that order of availability.

Section 5: Audits - The financial statements of this corporation shall be audited periodically as determined by the Board. Such an audit shall be made by a competent, certified public accountant of recognized standing who is not an officer of the corporation. Upon written request, audit reports shall be made available to corporation members and any appropriate judicial authority.

Article VIII: Dissolution of the Corporation

Section 1: Dissolution Rule - Following an affirmative vote in favor by two-thirds (2/3) of the corporation membership voting, the Board of Directors shall call a special meeting for the sole purpose of voluntarily dissolving this corporation. At that time, all assets and funds, after all liabilities and obligations have been paid, along with all minutes and records, shall be promptly transferred into the custody of an appropriate organization or agency designated by the Board of Directors. In this rule, every attempt will be made to satisfy the corporation's mission.

Section 2: Optional Rule - In the event no Board of Directors exist, or the Board of Directors refuse or fail in a reasonable period to dissolve the corporation, upon application by any officer or member, the Superior Court of Prince William County shall dissolve the corporation in a manner consistent with the above rule and in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986.

Approved by founders and incorporators August 16th, 2025