

# **Bylaws of The Atomic Mommy Foundation**

## **Article I: Name**

The name of the organization shall be The Atomic Mommy Foundation (hereinafter referred to as the "Foundation").

## **Article II: Purpose**

The Atomic Mommy Foundation is committed to empowering aspiring entrepreneurs and supporting underprivileged parents in their pursuit of business success. We offer scholarships to high school seniors, enabling them to launch their own startups directly out of high school or to pursue higher education in entrepreneurship. Additionally, we provide startup grants to underprivileged parents, equipping them with the financial resources needed to establish and grow their small businesses. Our mission is to nurture innovation, promote economic self-sufficiency, and inspire entrepreneurial spirit within our communities.

## **Article III: Board of Directors**

### **Section 1: Composition - Voting Officers**

The Board of Directors shall consist of 11 members, with the following 5 elected positions designated as voting officers:

- President (Board Director)
- Vice President (Board Director)
- Secretary (Board Member)
- Treasurer (Board Member)
- Head of Fundraising (Board Member)

All other board positions will maintain their seats and voting privileges as outlined in the original bylaws.

***Each member must meet at least one of the following criteria:***

- Be versed in campaigns/politics/activism.
- Be a mother entrepreneur.
- Be a father entrepreneur.
- Be a financial planner and/or accountant.

- Be a NJ licensed attorney with experience and/or knowledge in non-profit organizations and fundraising.
- Be a founder and/or a member of the Pangaro family bloodline and/or a surviving relative of the founder with at least 1 year of experience working with any non-profit organization.
- Be experienced in fundraising and community outreach.
- Be experienced in project management and/or event planning.
- Have experience in grant writing.
- Have experience in marketing and advertising.
- Be knowledgeable in social media management, content creation, and engagement.

## **Section 2: Terms**

Board members shall serve for a term of 3 years, except the founder, who shall serve a life term. Board members are eligible for re-election with a limit of 4 consecutive terms. They can serve multiple non-consecutive terms throughout their lifetime. Board members can opt for a one-year term instead of a three-year term if approved by a majority of the board. Board members may resign from the board at any time, with written notice, and must stay on until a replacement has been elected. \*There is only one exception to this rule, and that is if a board member or a board member's immediate family member is undergoing a serious illness, or terminal illness, or severely limiting medical treatment, or emergency medical care, thus requiring the immediate withdrawal from an elected seat on the board.

## **Section 3: Election**

Initially, the founder will select the board members. Subsequent members will be elected by the current board members. To add or re-elect a board member, a nomination must be made by one board member and seconded by another, followed by a majority vote.

## **Section 4: Meetings**

Board meetings will occur bi-weekly and/or monthly, and will primarily be conducted virtually, with the option for in-person attendance (when an office is established). In-person meetings will not be mandatory for a quorum to occur. A quorum is established when more than 50% of the board is present, either virtually or in-person. If an in-person meeting occurs, board members should make all attempts to attend. For out-of-state board members, virtual attendance is accepted.

## **Section 5: Notice of Meetings**

Notice of board meetings will be delivered via email with a minimum notice period of 7 calendar days.

## **Section 6: Committees**

There will be no standing committees until a Head of Fundraising is elected. At that time, the Head of Fundraising may petition the board to start a fundraising committee. Head of Fundraising may propose adding committee members during any board meeting. Board members will be required to vote on whether each individual will be accepted and placed into the committee. All other committees will be subject to the following terms: once the board reaches 11 board members and the foundation reaches 50 members/volunteers, committees for volunteer recruitment, financial planning, and social media marketing will be established. When the Foundation reaches 100 members/volunteers, additional committees may be created as needed and approved by the board.

### ***Roles of Initial Committees:***

Fundraising Committee: Research, implement, and organize various fundraising methods, including acquiring corporate and small business donations.

Volunteer Recruitment Committee: Educate, train, and recruit new and current volunteers.

Financial Planning Committee: Make financial decisions based on the annual fiscal budget to facilitate the growth goals of the Foundation.

Social Media Marketing Committee: Create, manage, implement, and track all social media posts, impressions, views, and any other data required to successfully market the foundation's purpose and goals.

## **Section 7: Authority of the President**

In cases where the majority of board members are unavailable or incapable of fulfilling their voting requirements or assigned commitments within a 30-day period, the board president is granted the authority to make decisions for the organization. This authority ensures the proper functioning of the Foundation and is subject to review and documentation.

## **Article IV: Officers**

## **Section 1: Non-Voting Officer Positions**

These positions will be volunteer positions until the foundation is fiscally able to provide payment. The following forms of payment may be implemented if and when the foundation reaches the financial goal stipulated above and will be offered in one of the following forms: either salary or hourly or stipend or commission, and shall include the following positions:

- CEO
- CFO
- Marketer
- Social Media Manager
- Grant Writer
- Volunteer Coordinator
- Events Coordinator - Board Member
- Membership Coordinator
- Community Outreach - Board Member
- Donation Coordinator

## **Section 2: Election of Non-Voting Officers**

Officers will be nominated by one board member, seconded by another, and approved by a majority vote. Non-Voting Officers will remain as volunteer positions until offers of employment are officially contracted to and between the foundation and the officers. Officer employment terms are for 1 year and will be evaluated for continued employment, annually, by the board. Each officer may serve consecutive terms in the position, with no lifetime limit, with majority rule of the board.

## **Section 3: Duties of Officers**

**CEO:** Oversees all foundation operations, implements board decisions, seeks board counsel, and reports to the board on operational changes. Must inform the board of any wishes to hire and/or fire employees. Adheres to the board's vision and goals. Must choose which foundation matters members can vote on, based on their tiers, and must provide this information to the Membership Coordinator. Make sure the foundation stays on track at all times to stay true to the foundation's mission. Must be the face of the foundation and make appearances on media outlets. Must do interviews on behalf of the foundation. Board Directors will take over this position when there is no CEO.

**CFO:** Manages financial projections, budgets, expenses, taxes, and financial reporting. Manages all asset acquisition and values of assets. Sets salaries with board approval and manages payroll.

Must hire a payroll assistant once financially feasible. Must review all financial reports from all divisions. Must meet with each division to ensure each stay on fiscal track. Must work with all divisions to meet all foundation fiscal goals. Board Directors will take over this position when there is no CFO.

**Head of Marketing:** Researches and creates cost-effective advertising strategies. Creates reports on advertising costs and reports advertising costs to the CFO. Must create monthly, quarterly, and annual projections for advertising costs. Will work with a social media manager to effectively implement advertising into social media strategy. Must provide the social media manager a monthly budget for social media advertising. Board Directors will take over this position when there is no Head of Marketing.

**Social Media Manager:** Manages social media strategies, content creation, posting, engagement, and outreach. Must create a social media advertising budget each month and report this to the head of marketing. Board Directors will take over this position when there is no Social Media Manager.

**Grant Writer:** Researches, applies for, and manages grant applications and funding, coordinating with the CFO. Provide reports to CFO for all approved grants including timelines of when funds are expected to arrive. Keep detailed records of grant approvals, deadlines to renew, deadlines to apply for, and other details regarding grants. Board Directors will take over this position when there is no Grant Writer.

**Volunteer Coordinator:** Onboards, trains, and manages volunteers, coordinating with the Community Outreach board member. To make sure all volunteers are registered with appropriate governing bodies if volunteers are seeking to fundraise. To meet and schedule meetings with the Community Outreach board member prior to proceeding with any decisions regarding large recruitment events, etc. Board Directors will take over this position when there is no Volunteer Coordinator.

**Membership Coordinator:** Recruits members through networking, cold-calling, emailing, and social media engagement. Keeps confidential records of all members' contact information in a contact management software. Must create, manage, and build a membership database. Must create email newsletters for all memberships to inform members of foundation news and updates. Must create a web-based email newsletter specifically for members to be able to vote on important foundation issues. Board Directors will take over this position when there is no Membership Coordinator.

**Donation Coordinator:** In charge of keeping track of all donations that come in via web, cash, check, and other methods. Must keep detailed records of all donations. Must create bi-weekly, monthly, quarterly, and annual reports of total donations to the CFO. Board Directors will

take over this position when there is no Donation Coordinator.

**Events Coordinator:** Responsible for planning, organizing, and executing all foundation events, including networking functions, and community engagement activities. This role involves coordinating event logistics, managing budgets, liaising with vendors, and ensuring the success of each event. The Events Coordinator must work in conjunction with the Head of Fundraising and Community Outreach, as well as report to the Board of Directors and provide regular updates to the President regarding event progress, challenges, and outcomes.

**Community Outreach Coordinator:** Focuses on building relationships with local communities, businesses, and stakeholders on the ground and on social media, to advance the Foundation's mission. Responsibilities include developing outreach programs, coordinating volunteer efforts, and fostering partnerships that support the Foundation's goals. The Community Outreach Coordinator reports to the Volunteer Coordinator and works in conjunction with the Social Media Manager in order to successfully implement and pursue the foundation's goals. The Community Outreach Coordinator must also present quarterly reports to the Board of Directors detailing outreach achievements and future plans.

\*All officers in each division are to report all updates in recurring monthly reports to the CEO. \*\* The CEO must provide updates to the board directors and members at each board meeting

## **Article V: Membership**

### **Section 1: Membership Structure**

The Foundation will recruit members, once the foundation has reached its resources goals. Membership will require an application, payment of an annual fee, and attendance at a specified number of events/functions per year based on membership tier.

- **Gold Tier:** Annual fee of \$500, income requirements, attendance at 3 events/functions per year, voting rights on certain foundation matters, and free attendance at 3 events/functions with immediate family.

- **Silver Tier:** Annual fee of \$250, attendance at 2 events/functions per year, limited voting rights, and free attendance at 2 events/functions with immediate family.

- **Bronze Tier:** Annual fee of \$99, attendance at 1 event/function per year, limited voting rights, and free attendance at the annual member party with 1 guest.

### **Section 2: Membership Meetings**

Instead of members being required to attend meetings, members will receive emails with foundation news and updates. On matters requiring a members' vote, each member will receive an email informing them of such a vote requirement and will include a deadline to vote by. Each voting matter will be emailed to the members based on their membership tier.

## **Article VI: Fiscal Matters**

### **Section 1: Fiscal Year**

The fiscal year of the Foundation shall begin on January 1 and end on December 31 (FY 2023/24).

### **Section 2: Financial Oversight**

The financial affairs of the Foundation will be managed and overseen by all board members until a CFO is hired. The CFO will then take over this role. There will be financial reviews annually, quarterly, and monthly. The CFO will be responsible for these reviews.

## **Article VII: Conflict of Interest**

### **Section 1: Purpose**

The Financial Conflict of Interest Policy is designed to ensure that decisions are made solely in the interest of promoting the Foundation's mission and to protect its interests when considering transactions that might benefit a private interest.

### **Section 2: Duty to the Foundation**

Each representative owes a duty to advance the Foundation's interests. Gifts that could compromise loyalty are prohibited. Substantial gifts are defined as those worth \$250 or more.

### **Section 3: Conflicts of Interest**

Examples of conflicts include:

- Real or apparent conflicts between a donor and a representative.
- Ownership of an interest in an entity subject to the Foundation's reports.
- Failure to disclose relationships.

## **Section 4: Conflict Procedure**

Conflicts must be disclosed to the Board. Affected directors may not vote on the matter and must leave the room during the vote. The Board or a committee must decide if the transaction is in the best interest of the Foundation.

## **Section 5: Personal Loans**

The Foundation may not loan to or guarantee personal obligations of any representative.

## **Article VIII: Amendments**

These bylaws may be amended by a majority vote of the Board of Directors at any regular or special meeting.

## **Article IX: Dissolution**

Upon dissolution, the Foundation's assets must be auctioned off by a reputable organization. Funds from the auction will be used to settle outstanding debts, financial responsibilities, and owed pay to board members and employees. Any net proceeds from games of chance will be allocated as follows:

1. To pay off any current or outstanding debts incurred by the Foundation, including but not limited to employee salaries, board member stipends, benefits, legal fees, accounting fees, etc.
2. If funds remain after all debts are settled, the remaining net proceeds will be donated to a specific charity chosen by the board at the time of dissolution.

## **Article X: Indemnification**

The Foundation must indemnify current and past directors and officers for any liability incurred in their roles to the extent allowed under law.

## **Article XI: Miscellaneous**

### **Section 1: Corporate Seal**

The Board of Directors may adopt, use, and alter a corporate seal. The seal shall be kept by the Board President.



## **Section 2: Execution of Documents**

The Board of Directors by way of majority vote, and/or the Board President may authorize officers or agents to enter into contracts or execute instruments on behalf of the Foundation.

## **Section 3: Compensation**

Once financially profitable, the Foundation will pay stipends and/or salaries to board directors/members, officers, and employees. Compensation amounts will be determined by the CFO/Treasurer, and must be approved by the majority of the board, and can be increased during any regular or special meeting, monthly or quarterly or annually, based on the Foundation's fiscal capabilities.

## **Section 4: Removal of Board Members, Employees, or Volunteers**

Any board member, employee, or volunteer may be removed at any time for the following reasons:

1. Repeated failure (more than three instances) to complete assigned tasks, projects, or goals by their due dates without reasonable explanation.
2. Engaging in workplace/sexual harassment and/or bullying.
3. Disclosing proprietary or private company information to competitors or unauthorized individuals.
4. Violating Foundation policies or ethical standards.
5. Engaging in any harm and/or hate speech against any federally protected class.


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These bylaws were adopted by the Board of Directors of The Atomic Mommy Foundation on  
January, 05, 2025.

**Signatures:**

  
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Kimberly Pangaro, Founder & President      01/05/2025  
Date

  
\_\_\_\_\_  
Diane Debiase, Vice President      1/5/2025  
Date

  
\_\_\_\_\_  
Lindsay Rojas, Secretary      1/4/2025  
Date

  
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William L. Pangaro, Treasurer      1/4/2025  
Date