

BEYOND BOUNDARIES WITHOUT MEASURES
An Illinois Nonprofit Corporation

Bylaws adopted January 10, 2021

ARTICLE I

Name

The name of the corporation is Beyond Boundaries Without Measures (hereinafter referred to as the “Organization” or “Beyond Boundaries Without Measures” or “BBWM” or “BeyondBWMeasures”). Beyond Boundaries Without Measures is a not-for-profit corporation organized pursuant to the General Not-for-Profit Corporation Act of 1986, 805 ILCS 105 of the Illinois Code and is a charitable organization within the meaning of Section 501(c)3 of the Internal Revenue Code. The Corporation shall operate in compliance with all applicable provisions of the Illinois General Not-for-Profit Corporation Act and the Internal Revenue Code governing organizations exempt under Section 501(c)(3)

ARTICLE II

Principal Office

Section 1: The Principal Office. The principal office of the Organization shall be located at ~~1318 S. 55th St.~~, South Holland IL, 60473 and may be changed by the Board of Directors from time to time.

Section 2: Registered Office. A registered agent and registered office of the Organization shall be maintained in the State of Illinois, the jurisdiction of incorporation.

ARTICLE III

Mission

Section 1: Purpose. The purpose of the Organization is to actively improve the future career opportunities of young adults in our community through job training, financial literacy, mental health counseling, career coaching, and technology education. Our mission is to empower individuals to overcome life’s challenges and realize their potential through career readiness programs, technology upskilling and training, job placement services, and individual and group mentoring sessions.

Section 2: Non-Profit Status. The Organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Laws.

ARTICLE IV

Board of Directors

BEYOND BOUNDARIES WITHOUT MEASURES
An Illinois Nonprofit Corporation

Bylaws adopted January 10, 2021

Section 1: Powers and Duties. The business and affairs of the Organization shall be under the supervision of a board of directors which shall be known as the “Board of Directors” or the “Board.” The Board of Directors shall have the control and management of the affairs and property of the Organization. The Board of Directors shall be responsible for strategic leadership, resource and relationship management, reputation building, stewardship of Beyond Boundaries Without Measures and system assets, performance management and measurement, and oversight of public policy agenda and advocacy. The Directors may delegate certain of their duties to the officers of the Organization.

Attendance at Board meetings is expected of all Directors and failure to attend three consecutive regularly scheduled Board meetings may be a cause for removal.

In addition to the powers expressly conferred upon them by these Bylaws, the Board of Directors may exercise such powers and do such lawful acts and things as are not otherwise required to be exercised or done by the Members or officers.

Section 2: Number, Election, and Term of Office.

(a) **Number.** The Board of Directors shall consist of no fewer than 3 and no more than 5 members, as such a number may be set by the Board from time to time. Directors shall be chosen at least annually from the group of nominated candidates by vote of the Directors at a duly convened meeting of the Board of Directors.

(b) **Election.** The Directors shall be elected by a vote of the majority of the Directors then in office.

Section 3: Removal of a Trustee. A member of the Board of Directors may be removed from office for cause by a vote of the majority of the Directors then in office.

Section 4: Vacancies. All vacancies in the Board of Directors may be filled by the remaining Directors.

Section 5: Compensation and Reimbursement. Directors shall be volunteers and shall not receive any compensation for their services. The Directors may, by resolution of the Board, authorize the reimbursement of expenses of a Trustee for attendance at meetings.

Section 6: Meetings.

(a) **Regular Meetings.** The Board of Directors shall hold at least four meetings each year at such place or places as may be determined from time to time or as may be set forth in the notice of meeting, which notice shall be given not less than seven (7) days prior to the time of the meeting; provided however, that no more frequently

BEYOND BOUNDARIES WITHOUT MEASURES
An Illinois Nonprofit Corporation

Bylaws adopted January 10, 2021

than once every other year, the Board may designate one such regular meeting as a Board retreat.

(b) **Special Meetings.** Special meetings of the Board of Directors may be called by any Director on forty-eight (48) hours notice to each Trustee personally, by electronic communications (e-mail); special meetings shall be called by the President, Secretary, or Treasurer of the Board in like manner on the written request of one-third of the Directors in office.

(c) **Quorum and Voting.** At all meetings of the Board of Directors, a supermajority of the Directors, defined as two-thirds (2/3) of the Directors, shall constitute a quorum for the transaction of business, and any act of a supermajority of those in attendance at a meeting at which there is a quorum shall be adopted. Any business may be transacted by the Board of Directors at any meeting at which a quorum is present, although held without notice, upon waiver signed by every member of the Board.

(d) **Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors consent to the adoption of a resolution authorizing the action. Such consents may be written or electronic, to the extent permitted by the Illinois Not-for-Profit Corporation Law. The resolution and the consents thereto by the members of the Board of Directors shall be filed with the minutes of the proceedings of the Board of Directors.

(e) **Meeting by Telephone Conference or Other Electronic Means.** Participation in any meeting of the Board of Directors by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear one another shall constitute presence in person at the meeting.

ARTICLE V

Officers of the Organization

Section 1: Number, Qualification, Election and Term of Office.

(a) The officers of the Organization who shall be elected by the Board of Directors shall consist of a President, a Secretary of the Board, and a Treasurer of the Board, all of whom shall be members of the Board of Directors, and such other officers with powers and duties not inconsistent with these bylaws as the Board may from time to time appoint or elect, including an Assistant Secretary and an Assistant Treasurer, who may be employees of the Organization. The Board may also appoint such number of employees and/or agents as the Board of Directors may from time to time deem advisable. Such employees need not be members of the Board. All officers except the President shall hold office until their successors are duly elected and qualified. The President shall be an employee of the Organization and shall hold the office of President

BEYOND BOUNDARIES WITHOUT MEASURES
An Illinois Nonprofit Corporation

Bylaws adopted January 10, 2021

for the term of his or her employment. Except as otherwise prohibited by law, any two or more offices, except the offices of President and Treasurer, may be held by the same person.

(b) The officers of the Organization shall be elected by the Board of Directors at the regular Annual Meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient.

(c) Each officer shall hold office until his or her successor shall have been elected and qualified.

Section 2: Resignation. Any officer may resign at any time by giving written notice to the President or Secretary of the Board of such resignation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the President or the Secretary.

Section 3: Removal. Any officer, employee or agent appointed by the Board of Directors may be removed from office, either with or without cause, by a majority of the Board of Directors then in office.

Section 4: Vacancies. A vacancy in any office by reason of death, resignation, inability to act, disqualification, removal or any other cause, shall be filled for the unexpired portion of the term by the Board of Directors.

Section 5: President. Unless otherwise designated by the Board of Directors, the President, who shall also be the Chief Executive Officer of the Organization and who shall be employed by the Board, shall in general supervise and control the business, affairs and property of the Organization and shall have general supervision over its employees and agents under the direction of the Board of Directors. In general, he or she shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect. In the absence of the President, or in the event that the President is unable to carry out his or her duties, the Board may delegate the President's powers to an employee of the Organization or other person of the Board's choosing, or the President may so delegate with the consent of the Board of Directors. The President shall be an employee of the Organization and shall hold the office of President for the term of his or her employment. The President shall serve ex officio, without vote, on the Board and shall do and perform such other duties as may be assigned from time to time by the Board.

Section 6: Secretary of the Board. The Secretary of the Board shall be named by the Board of Directors and approved by the Board of Directors. The Secretary of the Board shall have such functions and powers as designated by the Board of Directors.

BEYOND BOUNDARIES WITHOUT MEASURES
An Illinois Nonprofit Corporation

Bylaws adopted January 10, 2021

Section 7: Treasurer of the Board. The Treasurer of the Board shall be named by the Board of Directors and approved by the Board of Directors. The Treasurer of the Board shall have such functions and powers as designated by the Board of Directors. The Treasurer of the Board shall report to the Board of Directors at each meeting on the financial condition of the Organization.

Section 8: Salaries. The salary and other remuneration of the President and Chief Executive Officer shall be fixed by the Board of Directors. Salaries and wages of other employees shall be fixed by the President based on the recommended salary ranges, and approval, of a general operating budget by the Board of Directors. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

Section 9: Members. The Corporation shall have no members within the meaning of Section 105/107.05 of the Illinois General Not-for-Profit Corporation Act. All powers of the corporation shall be exercised by or under the authority of the Board of Directors.

Section 10: Indemnification. The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by the Illinois General Not-for-Profit Corporation Act, as amended, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the Corporation. Such indemnification shall not apply in cases of fraud, intentional misconduct, or gross negligence.

ARTICLE VI

General Provisions

Section 1: Organization Loans. No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Organization to its Directors, officers or employees, or to any other corporation, firm, association, or other entity in which one or more of its Directors, officers or employees are directors or officers or hold a substantial financial interest, except in a loan by the Organization to another entity having a comparable purpose to that set forth in these Bylaws. A loan made in violation of this section shall be a violation of the duty to the Organization of the Directors, officers or employees authorizing it or participating in it, but the obligation of the borrower with respect to the loan shall not be affected thereby.

Section 2: Fiscal Year. The fiscal year of the Organization shall begin on the first day of January and end on the last day of December.

BEYOND BOUNDARIES WITHOUT MEASURES
An Illinois Nonprofit Corporation

Bylaws adopted January 10, 2021

Section 3: Amendments. The Board of Directors shall have the power to alter or amend the Bylaws of the Organization by a majority vote of the entire Board with such amendment to be immediately effective and continue in effect until confirmed, altered or repealed at the next annual of the Board of Directors.

Section 4: Policies. The Board shall adopt policies dealing with conflicts of interest, whistleblower protection, document retention and destruction, and other policies needed, as determined by the Board. The Board shall adopt and annually review a written Conflict of Interest Policy that meets the IRS's recommended guidelines for 501(c)(3) organizations. This policy is hereby incorporated into these Bylaws as Appendix A.

Section 5: Dissolution. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes.

Section 6: Non-Discrimination. The Corporation shall not discriminate on the basis of race, color, religion, sex, sexual orientation, gender identity, age, national origin, disability, or any other characteristic protected by law in its programs, activities, or employment.

BEYOND BOUNDARIES WITHOUT MEASURES
An Illinois Nonprofit Corporation

Bylaws adopted January 10, 2021

Appendix A: Conflict of Interest Policy

Adopted: January 10, 2024

This Conflict of Interest Policy is incorporated into the Bylaws of Beyond Boundaries Without Measures by reference as Appendix A.

Article I: Purpose

The purpose of this Conflict of Interest Policy is to protect the interests of Beyond Boundaries Without Measures (the “Organization”) when it is considering entering into a transaction or arrangement that might benefit the private interest of a director, officer, or key employee of the Organization, or might result in a possible excess benefit transaction as defined by the Internal Revenue Code.

This policy is intended to supplement, but not replace, applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Article II: Definitions

- **Interested Person**

Any director, officer, or key employee who has a direct or indirect financial interest, as defined below, is an interested person.

- **Family**

Family includes a spouse, domestic partner, parent, child, sibling, or any other relative by blood or marriage who lives in the same household or has a close personal relationship that could present a conflict.

- **Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration, as well as gifts or favors that are

BEYOND BOUNDARIES WITHOUT MEASURES
An Illinois Nonprofit Corporation

Bylaws adopted January 10, 2021

substantial in nature.

Article III: 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 Board of Directors considering the proposed transaction or arrangement.

Article IV: Determining Whether a Conflict Exists

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

Article V: Procedures for Addressing the Conflict

1. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, they shall leave the meeting during the discussion and vote on the transaction or arrangement involving the possible conflict of interest.
 2. The Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the Board of Directors shall determine whether the Organization can obtain a more advantageous transaction or arrangement with reasonable efforts that would not present a conflict of interest.
 4. If a more advantageous arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors , within a reasonable time, whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. They shall make their decision as to whether to enter into the transaction or arrangement.
-

BEYOND BOUNDARIES WITHOUT MEASURES
An Illinois Nonprofit Corporation

Bylaws adopted January 10, 2021

Article VI: Violations of the Policy

1. If the Board of Directors has reasonable cause to believe that a director, officer, or key employee has failed to disclose an actual or possible conflict of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.
 2. If, after hearing the person's response and after making further investigation as warranted, the Board of Directors determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, which may include removal from the board or position.
-

Article VII: Records of Proceedings

The minutes of the board shall contain:

- The names of the persons who disclosed or otherwise were found to have a financial 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 votes relating to the transaction or arrangement, the content of the discussion, including any alternatives considered, and a record of any votes taken.
-

Article VIII: Annual Statements

Each director, officer, and key employee shall annually sign a statement which affirms that the 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.

These signed annual statements shall be retained by the Organization's Secretary or designee for a minimum of 5 years.

BEYOND BOUNDARIES WITHOUT MEASURES
An Illinois Nonprofit Corporation

Bylaws adopted January 10, 2021

Article IX: Periodic Reviews

To ensure the Organization operates 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. The periodic reviews shall, at a minimum, include whether compensation arrangements and benefits are reasonable and whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or an excess benefit transaction.

Article X: Use of Outside Experts

When conducting the periodic reviews provided for in Article IX, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the board of its responsibility for ensuring that periodic reviews are conducted.
