



BYLAWS OF BILLY'S PLACE, INC. (the "Bylaws")
EIN 46-1308048
Ratified 12.7.2020; Re-affirmed 8.15.2022

ARTICLE I **Name, Office, and Duration**

1. Name. The name of this corporation is Billy's Place, Inc ("**Billy's Place**" or the "**Corporation**").
2. Status. The Corporation is a non-profit corporation organized under the laws of the State of Arizona.
3. Location. The Corporation shall maintain its principal place of business and administrative office at 21448 N 75th Avenue Suite 5, Glendale, AZ 85308. The Corporation's address may be changed from time to time by the Board of Directors.
4. Duration. The Corporation shall have perpetual duration and succession.
5. Membership. The Corporation shall have members.

ARTICLE II **Purpose and Objectives**

1. Purpose. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation's purpose is to bring comfort and companionship to kids, families, and adults of any age experiencing grief. Billy's Place helps families rediscover moments of happiness without guilt. We nurture these moments as signs of hope for more promising days ahead. Billy's Place provides a space that feels like home for kids and families experiencing grief - where they can be their most honest selves, surrounded by a community of support.
2. Objectives. To accomplish the purpose stated above, the Corporation will:
 - a. Maintain a Board of Directors organized in accordance with the state laws governing nonprofit organizations;
 - b. Offer a community for kids, families, and adults of any age to feel safe and not alone through their grief journey;
 - c. Provide peer-facilitated support groups, remembrance activities, a grief resource center, and educational activities in a safe community (collectively, the "**Services**");

d. Conduct ongoing fundraising activities to support the staff and cost of conducting the Services; and

e. Hire and train staff and engage volunteers to coordinate and facilitate the Services.

ARTICLE III **Board of Directors**

1. **Powers of Directors.** The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these Bylaws and the laws of the State of Arizona, to conduct the affairs of the Corporation. The Board of Directors may by general resolution delegate to committees of their own number (subject to Article V below), or to Officers of the Corporation, such powers as they deem appropriate.

2. **Number.** The initial number of members of the Board of Directors (the “**Directors**”) was four (4). The Board of Directors may increase or decrease the number of Directors without further amendment to these Bylaws, provided that the number of Directors shall never be less than four (4).

3. **Co-Founders.** Juli McGreal and Kris Friedman are the co-founders of the Corporation (the “**Co-Founders**”) and, subject to this subsection, shall at all times serve on the Board of Directors. The Co-Founders may hold both a voting position as an Officer of the Corporation and a salaried position. Such salaried position shall be subject to approval by the Directors in accordance with applicable law (including, without limitation, requirements to maintain the Corporation's status as an entity exempt from taxation under Section 501(c)(3) and contributions to which are deductible under Section 170(c)(2) of the Code) and any Conflict of Interest Policy adopted by the Corporation, as the same may be amended from time to time. Notwithstanding anything herein to the contrary, including the provisions of Section 7 of this Article III, the Co-Founders may be removed from their positions of this Corporation only upon death, voluntary resignation, or for cause as a result of fraud, which shall be determined by a vote of not less than two-thirds (2/3) of the Directors then in office (excluding the Co-Founders).

4. **Qualifications.** To serve as a Director, an individual shall have prior experience with general business or entrepreneurial experience, and shall have a desire to “pay it forward” with what they have, know, or have access to. In addition, each Director must satisfy the requirements of the Billy’s Place Board Member Requirements document, attached hereto as **Appendix A.**

5. **Nomination, Election, and Term.** At the Annual Meeting (defined below), the Board of Directors shall elect Directors whose term shall expire at the conclusion of the next Annual Meeting, and in each case, the term shall continue until their successors have been elected and shall qualify. In the event that there are vacancies to fill on the Board of Directors, the Directors shall have the right to name successors to fill such role. The Directors shall provide the name of nominees to the Secretary of the Corporation. Those nominees shall be the only persons eligible to be elected. Each Director shall have one vote for each directorship to be elected. The nominee receiving the highest number of votes in the election for each directorship shall be elected to the Board of Directors.

6. Vacancy. Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting.

7. Removal. Subject to Section 3 of this Article III, the Board of Directors may remove any Director for cause by majority vote of all Directors then in office, at any regular or special meeting of the Board of Directors, provided that a statement of the reason or reasons shall have been provided to the Officer or Director proposed for removal at least thirty (30) days before any final action is taken by the Board of Directors. This statement shall be accompanied by a notice of the time when, and the place where, the Board of Directors is to take action on the removal. The Director shall be given an opportunity to be heard and the matter considered by the Board of Directors at the time and place mentioned in this notice.

8. Meetings. Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors including phone conference calls, monthly or annual meetings, or otherwise called by a majority of the Board of Directors.

9. Special Meetings. Special meetings may be called by the president of the Corporation or a majority of the Board of Directors. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.

10. Annual Meetings. Directors shall hold one annual meeting in June of each year for the purpose of organization, election of Officers and transaction of other business (the “**Annual Meeting**”). The time and location of the Annual Meeting shall be noticed in writing at least thirty (30) days in advance.

11. Notice and Waiver. Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof.

12. Quorum and Voting. A quorum shall consist of a majority of the Directors. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Directors. Electronic votes are permissible which includes email or through the “Boardable” app.

13. Compensation. Directors shall receive no compensation for their service as Board Members, unless otherwise stated herein.

ARTICLE IV **Officers**

1. Designation of Officers. The Officers of the Corporation shall be the President, Vice President, Secretary, and Treasurer (the “**Officers**”), and they shall have authority to carry out the duties prescribed in these bylaws. One person may hold more than one office, except no person may hold the office of both President and Secretary.

ARTICLE V
Committees

1. Formation of Committees. The Board of Directors may by majority approval create one or more committees and appoint members of the Board of Directors or other non- Directors to serve on them. Each Committee shall have one or more members, and each member of a committee shall serve at the pleasure of the Board of Directors.
2. Procedure. The relevant sections of Article III governing meetings, action without meetings, and notice, waiver of notice, quorum, and voting requirements shall also apply to Committees and their members.
3. Authority. At the time of formation, the Board of Directors shall define the Committee's authority and powers, but in no event shall the Committee be entitled to:
 - a. Authorize distributions;
 - b. Approve any action that requires approval of the at-large Board of Directors;
 - c. Fill vacancies on the Board of Directors or on any of its committees; or
 - d. Adopt, amend, or repeal Bylaws.

ARTICLE VI
**Executive Director and
Staff**

1. Executive Director: The Board of Directors may appoint or hire a salaried employee of the Corporation to serve as the Executive Director, subject to the terms of the Executive Director's employment contract. The Executive Director has day-to-day responsibilities for carrying out the Corporation's goals and policies, as well as such other duties, responsibilities, and powers otherwise delegated by the Board of Directors. The Executive Director may also serve as a member of the Board of the Directors. Notwithstanding anything to the contrary herein, the Executive Director shall have the authority to:
 - a. Sign and make contracts and agreements in the name of the Corporation within the Board-approved budget. Any contracts and agreements exceeding a value of \$5,000 will require approval from the Board of Directors.
 - b. Sign notes, drafts or bills of exchange, warrants, or other orders for the payment of money duly drawn on behalf of the Corporation;
 - c. Oversee all employees of the Corporation, including the power to hire and fire such employees as he or she deems advisable; and
 - d. Other duties as may be directed by the Board of Directors or described in the Executive Director's job description.

ARTICLE VII
Restrictions on Actions

1. All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, Officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the Purpose set forth in Article II of these Bylaws.

2. Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c) (3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c) (2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors or Officers, except to the extent the Directors or Officers hold salaried positions in accordance with these Bylaws. Directors and Officers shall not be personally liable for the debts of the Corporation.

3. No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.

4. In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined by Section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall not:

a. Fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, Internal Revenue Code, 1986, or the corresponding provision of any future federal law;

b. Engage in any act of self-dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law;

c. Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law;

d. Make any investment on such manner as to subject it to tax under Section 4944, Internal Revenue Code, 1986, or the corresponding provision of any future federal law; or

e. Make any taxable expenditures as defined in Section 4945(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

ARTICLE VIII
Contracts, Checks, Deposits and Funds

1. **Contracts.** The Board of Directors may authorize, by general resolution, any Officers(s), Director(s), and/or agent(s) to enter into any contract on behalf of the Corporation, and that authority may be general or confined to specific instances.
2. **Checks, Drafts and Orders of Payment.** All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer or Board member that the Board of Directors may from time to time designate by general resolution.
3. **Deposits.** All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Executive Director may designate.
4. **Gifts.** The Directors, collectively or individually, any Officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation, subject to the provisions of the Corporation's standard Gift Policy.
5. **Loans.** The Executive Director shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness which carries of a value of \$5,000 or less. If the loan or contract of indebtedness exceeds \$5,000, then such loan or contract shall be presented to the Board of Directors for approval, which shall require a two-thirds (2/3) vote.

ARTICLE IX
Indemnification

The Corporation shall indemnify any and all of its existing and former Directors and Officers to the fullest extent permitted by Section 10-3851 of the Arizona Nonprofit Corporation Act. If the Arizona Nonprofit Corporation Act is amended to authorize corporate action broadening the Corporation's ability to indemnify its Directors and Officers, the Corporation must indemnify its existing and former Directors and Officers to the fullest extent permitted by the Arizona Nonprofit Corporation Act, as amended. Any repeal or modification of this Article shall not adversely affect any right or protection of any existing or former Director or Officer of the Corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification.

ARTICLE X
Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any Officer or Director of the Corporation. Any such assets shall be disposed of in the manner designated by the state court having jurisdiction over the matter.

ARTICLE XI
Statement of Nondiscrimination

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any Director, Officer, employee, applicant, or participant based on sex, race, age, color, ethnicity, or national origin.

ARTICLE XII
Amendment

The Board of Directors shall have the power to amend, alter, make, and repeal the Bylaws of the Corporation by majority vote.

Appendix A

BILLY'S PLACE BOARD MEMBER RESPONSIBILITIES

Responsibilities:

1. As stewards of Billy's Place, the Board sets the overall direction and establishes general priorities. It must actively participate with the staff in a strategic planning process and assist in implementing in the plan's goals.
2. Understand the mission, purposes, goals, policies, programs, services, strengths, history, operation, and needs of Billy's Place.
3. Present nominees for the Board that defines a balanced board.
4. Serve in leadership positions or undertake special assignments willingly when asked, providing special expertise in areas of individual knowledge and experience.
5. Be a knowledgeable and positive voice for Billy's Place, advocating our mission and enhancing our public image.
6. Each member shall serve on at least one committee.
7. Fulfill a complete term per the Bylaws and self-evaluate your involvement before seeking a second term.

Meetings:

1. Attend at least six (6) regularly scheduled Board Meetings yearly. Attendance can be via virtual or in person.
2. All Board members must attend the Annual Board Meeting in person.
3. Prepare for and participate in board, committee meetings, and attend two Billy's Place events per year which includes events, group evenings, and trainings.
4. Maintain confidentiality of the Board's executive sessions.
5. Speak on behalf of the Board when asked to do so by authorized persons.
6. Commit to checking in with our Board app (Boardable) including communicating with the board, committees and RSVPing for meetings.

Relations with fellow Board members and staff:

1. Counsel the Executive Director as appropriate and offer support.
2. Communicate with fellow Board members and any Billy's Place staff with respect and courtesy.
3. The Board should ensure that the Director has the moral and professional support he or she needs to further the goals of Billy's Place. The Board will provide an annual evaluation of the Director's performance.

4. The Board maintains, and edits as necessary, the Director's job description and will undertake a careful search to find the most qualified individual for the position should the position become available.
5. Should a Board Member have a disagreement or unresolved issue with another Board member or staff member, this person should approach the Board President with the topic to have it resolved by the President, and no other Board members or staff.

Fiduciary & Fundraising responsibility:

1. Faithfully read and understand the Corporation's financial statements and otherwise help the Board fulfill its fiduciary responsibility.
2. Assist the fundraising committee and staff by implementing fundraising strategies through personal influence with others (corporations, foundations, individuals, etc.).
3. Commit to a \$500 cash donation and additional \$500 give or get. The first \$500 may be paid via a pledge format.