



BYLAWS OF BILLY'S PLACE, INC. (the "Bylaws")
EIN 46-1308048
Amended 9.21.20; Reaffirmed 8.15.2022; Amended 11.14.2024

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.
4. Duration. The Corporation shall have perpetual duration and succession.

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 costs associated with services, programming, and staffing; 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. By general resolution, the Board of Directors may delegate to committees of their number (subject to Article V below) or to Officers of the Corporation such powers as they deem appropriate.
2. Composition: 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 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 serve on the Board of Directors as voting members at all times. The Co-Founders may also simultaneously hold a salaried position for the Corporation. Such salaried position shall be subject to approval by the Directors in accordance with applicable law. Co-Founders may not serve in the Officer position of President or Treasurer on the Board. 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 entrepreneurial or general business and 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. Appointment and Term. The Board of Directors shall appoint new Directors on a rolling basis whose term shall be two years, expiring at the conclusion of the Annual Meeting after such two-year term is complete. New directors shall be appointed by a majority vote of the board of directors.
6. Vacancy. Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the remaining Directors. Each person so appointed to fill a vacancy shall serve until the duration of the unexpired term or 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 a 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 Director proposed for removal at least fifteen (15) days before the Board of Directors takes any final action. This statement shall be accompanied by a notice of when and 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 stated 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, virtual meetings, monthly or annual meetings, or otherwise called by the President of the Board.
9. Special Meetings. Special meetings may be called by the president of the Board 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. No other matter shall be considered by the Board of Directors at such special meeting except upon a unanimous vote of all Directors present.

10. Annual Meetings. The Board cycle shall run January to December. Directors shall hold one annual meeting each year in January for the purpose of reviewing the prior year, election of Officers, and transaction of other business. The time and location of the Annual Meeting shall be noticed in writing at least thirty (30) days in advance to allow for nominations to Officer positions.

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 less than a quorum is present at any meeting, the majority may adjourn the meeting without further notice to the absent Directors. Electronic votes are permissible, including email or the "Boardable" app.

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

14. Conflict of Interest. Directors shall disclose any conflicts of interest of which such Directors are aware. All Directors must complete a Conflict of Interest Disclosure form annually. Any Director with a conflict of interest must recuse him or herself from deliberating or voting on a resolution where a conflict exists.

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.

2. Election and Term. Officers of the Corporation shall be elected annually by the Board of Directors at the Annual Meeting and shall serve for one-year terms. Each Officer shall hold office until his or her successor has been duly elected or until his or her earlier death, resignation, or removal.

3. Vacancy. Any vacancy left by an Officer's death, resignation, or removal shall be filled by a majority vote of the remaining Directors. Each person so elected to fill an Officer vacancy shall serve until the duration of the unexpired term or the next annual meeting.

4. Removal. The Board of Directors may remove any Officer for cause by a majority vote of all Directors then in office at any regular or special meeting of this Board, provided that a statement of the reason or reasons shall have been provided to the Officer proposed for removal at least fifteen (15) days before any final action is taken by the Board of Directors. This statement shall be accompanied by a notice of when and where the Board of Directors is to take action on the removal. The Officer shall be given an opportunity to be heard and the matter considered by the Board of Directors at the time and place mentioned in such notice.

5. Compensation. Board officers shall not receive compensation for their service as Officers.

6. Duties of Officers.

a. President: The President conducts the meetings of the Corporation. When present, the President presides at all meetings of the Board of Directors, and in their absence, the Vice President or any other Director shall preside at such meetings. The President shall perform all other duties as are incident to such office. In the event of absence or disability of the President, the Vice President shall succeed to their power and duties.

b. Vice President: The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform any other duties prescribed by the Board of Directors.

c. Secretary: The Secretary will keep minutes of all meetings of members and the Board of Directors, give notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.

d. Treasurer: The Treasurer will oversee all the corporation's funds. The Treasurer will assist the Corporation's staff with keeping and maintaining adequate and correct accounts of the Corporation's properties and business transactions and render reports and accounting to the Directors, as necessary. The Treasurer will perform all duties incident to the office of the Treasurer, as well as any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

ARTICLE V

Committees

1. Formation of Committees. By majority approval, the Board of Directors may 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 the 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.

4. Standing Committees.

- a. Executive Committee. The Executive Committee shall be comprised of the President, Vice President, Secretary, Treasurer, and, in accordance with Article IV section f, the Executive Director (ex-officio without vote). The Executive Committee's scope of work is to serve as an emergency decision-making body and steering committee. Actions taken by the Executive Committee will be communicated to the Board of Directors within seven (7) business days. Executive Committee actions will be considered ratified by the Board of Directors unless challenged in writing and signed by a majority of the Directors not serving on the Executive Committee within ten (10) business days from the date of the above communication. The Executive Committee shall conduct an annual review of the Executive Director.

ARTICLE VI

Executive Director

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 and other duties, responsibilities, and powers otherwise delegated by the Board of 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 \$15,000 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 terminate such employees as he or she deems advisable;
- d. Shall 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;
- e. Ensure compliance with any Conflict of Interest Policy adopted by the Corporation, as the same may be amended from time to time;
- f. Serve as an ex-officio, non-voting member of the Executive Committee; and
- g. 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.

3. The Corporation shall have no capital stock, pay no dividends, and 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.

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

5. 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 either the President, Treasurer, or Executive Director 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. Billy's Place solicits and accepts gifts for purposes that will help the organization further and fulfill its mission. The Executive Director will generally accept donations on behalf of the organization from individuals, partnerships, corporations, foundations, government agencies, or other entities without limitations. However, because there is the potential for controversy if certain gifts are accepted, the organization has adopted the following Gift Acceptance Policy:

When considering whether to solicit or accept gifts, the Executive Director will consider the following factors:

- a. Values—whether the acceptance of the gift compromises any of the core values of Billy's Place;
- b. Compatibility—Whether there is compatibility between the intent of the donor and the organization's use of the gift;
- c. Public Relationships—whether acceptance of the gift could damage the reputation of Billy's Place;
- d. Primary Benefit—whether the primary benefit is to Billy's Place, versus the donor;
- e. Consistency—whether acceptance of the gift is consistent with prior practice;
- f. Form of Gift—whether the gift offered is in a form that Billy's Place can use without incurring substantial expense or difficulty;
- g. Effect on Future Giving—whether the gift will encourage or discourage future gifts.

If the Executive Director determines that a gift is potentially controversial, then the Executive Director will refer the gift to the Executive Committee of the Board, which will make the ultimate decision to accept or reject it in consultation with the Executive Director.

Gifts and Gratuities received by any individual employee or Board member should be considered a donation to the organization, not the employee or Board member.

5. Loans. The Executive Director shall have the authority, on behalf of the Corporation, to enter into a loan or any other contract of indebtedness which carries a value of \$15,000 or less. If the loan or contract of indebtedness exceeds \$15,000, 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

Equal employment opportunity for all members of our society is an important value of Billy’s Place. We will not discriminate in hiring, employment, conditions of employment, or access to services on the basis of race, color, religion, national origin, ancestry, age, gender, gender identity, sexual orientation, marital status, disability, veteran, or military status.

ARTICLE XII

Amendments and Adoption

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

Adoption of Bylaws

Adopted by the Board of Directors by resolution and vote of all Directors on November 14, 2024:

DocuSigned by:

Iva Rody
9D14634A15C34D0...

Iva Rody
(President)

11/25/2024

Date

DocuSigned by:
Sarah Baker
98B7C0216ABD457...

Sarah Baker
(Vice President)

11/25/2024

Date

Signed by:
Juli McGreal
12D39CC7B67347E...

Juli McGreal
(Secretary)

11/25/2024

Date

Signed by:
Jacqueline Spiegel
022E79F62362463...

Jacqueline Spiegel
(Treasurer)

11/25/2024

Date

Signed by:
Kris Friedman
5A869FC48ABD495...

Kris Friedman
(Member)

11/25/2024

Date

DocuSigned by:
Christina Mijares
1D044834C0454D2...

Christina Mijares
(Member)

11/25/2024

Date

Signed by:
Roxanne Benavidez
EB053F13111C43D...

Roxanne Benavidez
(Member)

11/25/2024

Date

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 the plan's goals.
2. Understand the mission, purposes, goals, policies, programs, services, strengths, history, operation, and needs of Billy's Place.
3. Present potential candidates for the Board that define 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 a positive voice for Billy's Place, advocating our mission and enhancing our public image. Speak on behalf of the Board when asked to do so by authorized persons.
6. Fulfill a complete term per the Bylaws and self-evaluate your involvement before seeking a second term.

Meetings:

1. Attend at least four (4) regularly scheduled Board Meetings yearly. Attendance can be virtual or in person.
2. All Board members must attend the Annual Board Meeting
3. Prepare for and participate in board and committee meetings
4. Attend two Billy's Place events per year, which may include events, group evenings, and trainings.
5. Maintain confidentiality of the Board's executive sessions.
6. Commit to checking in with the Board app (Boardable), including communicating with the board and committees, RSVPing for meetings, and approving meeting minutes.

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 Executive Director has the moral and professional support he or she needs to further the goals of Billy's Place.

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 requiring resolution, and no other Board members or staff. If the disagreement involves the President, the Vice President shall serve in the capacity to address the topic requiring resolution.

Fiduciary & Fundraising responsibility:

1. Faithfully read and understand the Corporation's financial statements and otherwise help the Board fulfill its fiduciary responsibility.

2. Assist with fundraising by implementing fundraising strategies through personal influence with others (corporations, foundations, individuals, etc.).

3. Commit to an initial \$500 donation at the time of joining the Board, as a give or get. Thereafter, annual board member dues of \$1000, of which \$500 is personal donation and the additional \$500 is a give or get.

Updated 8/27/2024