

BYLAWS

The Compassion Project Inc.

Article I – Name and Purpose

Section 1. Name

The name of this organization shall be The Compassion Project Inc.

Section 2. Purpose

This Corporation is organized exclusively for charitable and humanitarian purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The specific purpose of the Corporation is to provide meals, clothing, financial assistance, support services, and care packages to individuals and families in need within Central Indiana, including but not limited to the counties of Marion, Hamilton, Hendricks, Hancock, Boone, Johnson, Morgan, Shelby, and Madison.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 herein.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or by a corporation to which contribution are deductible under Section 170(c)(2) of the Code.

Article II – Offices

The principal office of the organization shall be located in the State of Indiana. The organization may also have offices at such other places as the Board of Directors may determine.

Article III – Board of Directors

Section 1. General Powers

The affairs of the organization shall be managed by its Board of Directors.

Section 2. Number and Qualifications

The Board shall consist of at least three (3) directors. All directors must be at least 18 years of age.

Section 3. Term of Office

Officers shall serve until they resign or are replaced

Section 4. Meetings

- The Board shall meet at least once annually.
- Special meetings may be called by the President or by any two directors.
- Meetings may be held in person or by video/teleconference.

Section 5. Quorum

A majority of the current directors shall constitute a quorum.

Section 6. Voting

Decisions are made by a majority vote of directors present at a meeting where quorum is met.

Section 7. Vacancies

Vacancies on the Board may be filled by a majority vote of the remaining directors.

Section 8. Removal

A director may be removed with or without cause by a two-thirds (2/3) vote of the remaining Board.

Article IV – Officers

Section 1. Officers

The officers of the organization shall be:

- President
- Vice President

- Secretary
- Treasurer
- Director-at-Large

The same person may hold more than one office, except that the President and Secretary must be different people.

Section 2. Election and Term

- **Term:** Officers shall serve until they resign or are replaced.
- **Election:** Officers shall be elected by the Board.

Section 3. Duties

- **President:** Presides over meetings, provides leadership, and ensures the organization operates in alignment with its mission.
- **Vice President:** Assists and supports the President, serves in the President's place when necessary, provides leadership on special projects or committees
- **Secretary:** Keeps records of meetings and official documents.
- **Treasurer:** Oversees finances, prepares financial reports, and ensures compliance with financial laws and policies.
- **Director-at-Large:** Attend and contribute to board meetings, support fundraising, offer guidance and feedback, serve on committees or task forces as needed.

Article V – Committees

The Board may establish committees as needed. Each committee shall have at least one director and may include non-board volunteers.

Article VI – Financial Provisions

Section 1. Fiscal Year

The fiscal year shall be January 1 to December 31, unless the Board decides otherwise.

Section 2. Use of Funds

No part of the net earnings shall inure to the benefit of any private individual. The

organization shall not engage in prohibited political or legislative activities as defined by the IRS for 501(c)(3) organizations.

Article VII – Conflict of Interest

All directors and officers shall disclose any potential conflict of interest and recuse themselves from related decisions in accordance with a written conflict of interest policy adopted by the Board.

Article VIII – Amendments

These bylaws may be amended by a two-thirds (2/3) vote of the Board, provided notice of the proposed amendment is given at least 7 days prior to the meeting.

Article IX – Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax 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 a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

This distribution of assets shall comply with Indiana Code § 23-17-23-5. Specifically, after all liabilities and obligations of the corporation have been paid, satisfied, and discharged, or adequate provision made therefor, the remaining assets shall be distributed as provided in the Articles of Incorporation or bylaws, and if not provided for, then as provided by order of a court with jurisdiction in the county in which the corporation's principal office is located.

Certification

We, the undersigned, are the initial or current directors of The Compassion Project Inc., and we hereby approve and adopt the foregoing Bylaws as of the date set forth below.

<u>Name</u>	<u>Title</u>	<u>Signature</u>	<u>Date</u>
Megan Rabb	President/Treasurer		
Kara Biggerstaff	Secretary		
Megan Fitzjarrald	Director-at-Large		