

Bylaw

Updated on 01/24/2023

Article I - Name

The name of this private operating foundation shall be GGivings, hereinafter referred to as "the Foundation".

Article II - Purpose

The organization is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Specifically, the Foundation shall provide financial assistance to children for education and to individuals living in poverty for basic medical needs.

Article III - Board of Directors

The Board of Directors shall be the governing body of the Foundation, responsible for its overall management, direction, and control. The Board shall consist of at least three (3) members, including a President, Secretary, and Treasurer.

Article IV - Meetings

The Board of Directors shall meet at least four (4) times per year, and special meetings may be called by the President or by a majority of the Board. All meetings shall be open to the membership, unless the Board determines that a closed meeting is necessary for the proper conduct of its business.

Article V - Committees

The Board of Directors may establish committees as necessary to carry out the work of the Foundation. Each committee shall have a chairperson and shall report to the Board on its activities.

Article VI - Distribution Requirements

The Foundation shall distribute its income for its charitable, scientific, and educational purposes, and shall not use its income for the benefit of any private individual or entity. The Foundation shall meet the annual distribution requirements set forth in Section 4942 of the Internal Revenue Code.

Article VII - Prohibited Transactions

The Foundation shall not engage in any prohibited transactions as defined in Section 4941 of the Internal Revenue Code.

Article VIII - Self-Dealing

The Foundation shall not engage in any acts of self-dealing as defined in Section 4941 of the Internal Revenue Code.

Article IX - Financial Statements

The Foundation shall prepare and file annual financial statements and reports with the relevant authorities, in

accordance with the laws of the country or countries in which it operates.

Article X - 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 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.

Article XI - Amendments

These bylaws may be amended by a two-thirds (2/3) vote of the membership at a regular or special meeting, provided that notice of the proposed amendment has been given to the membership at least ten (10) days prior to the meeting.

Article XII - Non-US Activities

The Foundation may engage in charitable, scientific, and educational activities outside of the United States, provided that such activities are consistent with the Foundation's purpose and are in compliance with applicable laws and regulations. The Foundation shall comply with all applicable regulations of the Internal Revenue Service (IRS) with respect to such activities.

The Foundation shall keep accurate and complete records of all non-US activities, including but not limited to financial transactions, and shall provide supporting documentation and receipts for all costs associated with such activities. Such records and documentation shall be made available for review by the Board of Directors during quarterly meetings.

In addition, the Foundation shall take reasonable steps to ensure that its non-US activities do not violate any applicable laws or regulations, including but not limited to anti-bribery and anti-corruption laws.

Any Board member or other authorized representative of the Foundation who engages in non-US activities on behalf of the Foundation shall do so in accordance with the Foundation's policies and procedures, and shall report to the Board on such activities as requested.