

By-laws

BY-LAWS
OF
THE JUNIOR HANDS ASSOCIATION

Article 1.

Definitions

Section 1.1 *Name.* The “Association” shall mean: “The Junior Hands Association”, its successors and assigns are hereby to be referenced.

Section 1.2 *Board.* The “Board” shall mean the “Board of Directors” of the Association their successors and assigns are hereby to be referenced.

Section 1.3 *Junior Hands.* The “Junior Hands” shall mean the “associate members” of the Association their successors and assigns are hereby to be referenced.

Article 2.

Purposes, Governing Instruments, and Objectives

Section 2.1 *Mission Statement.* The Junior Hands Association provides opportunities for high school students all across Kentucky to directly improve the lives of their younger peers through the community, and schools they are a part of. We are entirely student led and with us every single high school student involved can utilize their own unique skill sets to serve those younger than them with their own ideas, and plans whether that be through: academic, musical, artistic, or material means. Students can now show mentorship and the skills necessary to make the transition from junior citizens to full fledged adults.

Section 2.2 *Charitable, and Educational Purposes.* The purposes of the set Association, as defined in the Articles of the Association, are exclusively charitable, and educational the youth, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In adherence to such purposes, the Association shall have the same powers as an individual to do all things necessary to carry out the purposes, as stated in the Articles of Association and these Bylaws.

Section 2.3 *Governing Instruments.* The Association shall now be governed by its Articles of Association and these instituted Bylaws.

Section 2.4 *Limitations of Activities.* No part of the activities of the Association shall consist of business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any activity not permitted to be carried on by an Association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Section 2.5 *Nondiscrimination Policy.* The Association will not practice or endorse any discrimination on the basis of sex, race, national origin, religion, or disability prohibited by law.

Article 3.

Board of Directors

Section 3.1 Number. The number of Directors constituting the entire Board shall be fixed and mandated by the Board in coherence with the Chief Executive Director, but such number shall never fall below three (3).

Section 3.2 Election and Term of Office. The initial Directors of the Association shall be those persons specified in the Certificate of Association. Each Director shall hold office until such Director's successor has been elected, approved and qualified, or until their resignation. No Director may resign in a manner that inhibits the objectives referenced in Section 2.1. Resignation of any kind requires a 3 week notice prior to any subsequent charity event if the resignation is unorthodox or that without a successor the resigning Director will lose all credibility and prior affiliation to the association.

Section 3.3 Powers and Duties. Subject to the provisions of law, of the Certificate of In Association and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Association and shall exercise all the powers that may be exercised by the Association.

Section 3.4 Mandated Meetings. Meetings of the Board may be held at such times as the Board determines. Special meetings of the Board may also be called at any time by the Chief Executive Director or by a majority of the Directors in office.

Section 3.5 Notice of Meetings. Notice need to be given of any mandated meeting of the Board. Notice of a mandated or special meeting of the Board shall be given by service upon each Director in person, by SMS, or by email. If a Director has waived the notice of any meeting for reasons to be approved the Director shall not be held accountable if the Chief Executive Director or a majority of the Directors in office are in agreement of accountability. Proven failure to notify a Director shall negate any accountability towards the referenced director regardless of majority Director vote or the Chief Executive Director.

Section 3.6 Meeting Numbers. Should the minimum number of Directors to properly conduct a meeting not be present the present Directors may adjourn the meeting to another time and/or place.

Section 3.7 Voting. At all meetings of the Board, each Director shall have one representative vote. In the event that there is a tie or discrepancy in the vote, the Chief Executive Director shall have an additional vote to serve as the tie-breaker.

Section 3.8 Action Without a Meeting. Any action required to be taken by the Board or any committee thereof may be taken without a meeting if the action is in coherence with the duty of the Director or all members of the Board consent to the action.

Section 3.9 Removal. Any Director may only be removed if all reference conditions are met; probable cause, the majority vote of Directors and the approval of the Chief Executive Director.

Section 3.10 Resignation. Any Director may resign from office at any time in coherence with Section 3.2 by delivering a resignation in writing to the Board of Directors.

Section 3.11 Vacancies. Vacancy of a position shall not be normalized within the Association. If any newly created directorships on the Board arise at any time from any cause may be filled by the vote of a majority of the Directors and approval of the Chief Executive Director. A Director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor.

Article 4.

Directors

Section 4.1 *Election and Qualifications of Office.* The Directors of the Association shall be a Chief Executive Director, an Executive Secretary, a Financing Director, a Project Director, an Operations Director, and a Technology Director. If no preceding Director is present the position shall be elected by the Chief Executive Director. Each Director shall hold office for however long as they are qualified or such Officer's successor has been elected or appointed. The same person may not formally hold more than one office.

Section 4.2 *New Offices.* The Board may appoint and name such other Directors as may be deemed or desirable. Each Director is allowed such assistant or associates, including Assistant Secretaries, Assistant Financers, or Assistant managers in discretion of the Chief Executive Director and the Board. Such Assistants shall serve for such period as the Board and parent Director may designate.

Section 4.3 *Powers and Duties of the Chief Executive Director.* The Chief Executive Director shall be that of the President of the Association. The Chief Executive Director shall from time to time make such reports of the affairs and operations of the Association as the Board may direct and shall preside at all meetings of the Board. The Chief Executive Director shall adhere to or fulfill all of the referenced requirements.

- Provide leadership and direction to the Association
- Preside at all meetings of the Association and oversee the activities of the Board of Directors
- Coordinate Association activities in conjunction with the Board of Directors and in coherence with Section 2.1
- Establish short- and long-range objectives and goals in conjunction with the Board of Directors and in coherence with Section 2.1
- Structure the organization of leadership by providing opportunities for new Directors to develop and to be mentored
- Approve important Association communications
- Liaises with the entire Board

Section 4.4 *Powers and Duties of the Executive Secretary.* The Executive Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make the meeting reports of the Association and such records as the Board may direct. The Executive Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Executive Secretary by the Board. The Executive Secretary shall adhere to or fulfill all of the referenced requirements.

- Handle the correspondence of the Association and keeps records of it
- Maintain official records of meetings
- Keep track of deadlines for events, mailings, and future commitments
- Be responsible for file reports failure to do so will result in fines for the Association and henceforth the Directors
- Maintains a roster of Directors and other members with current address, including email, and contact information
- Maintains complete and up-to-date copies of the Association's Bylaws and other organizational documents
- Liaises with the Operations Director, and the Financing Director

Section 4.5 *Powers and Duties of the Financing Director.* The Financing Director shall be the custodian of all funds and securities of the Association. Whenever so directed by the Board, the Financing Director shall render a statement/report of the cash and other accounts of the Association, and the Financing Director shall enter regularly in the books and records of the Association accurate accounts of the Association's receipts and disbursements. The Financing Director shall have such other powers and shall perform such other duties as may from time to time be assigned to the Financing Director by the Board. The Financing Director shall adhere to or fulfill all of the referenced requirements.

- Oversee the collection of club finances from donations or other sources
- Develop and a monthly financial report for the Board by the stated deadline
- Prepare financial statements for the Board of Directors in Board meetings
- Mandate the Board in preparing overall budgets, program budgets and financial controls for events
- Ensure that adequate budget and financial controls are maintained by monitoring finances and notifying the Board about restrictions
- Lead the Board in filing IRS Form 990 (for organizations exempt from income tax) as necessary, and appropriate state forms to comply with fundraising statutes
- Constitute and share copies of completed tax forms to the Board
- In coherence with the Executive Secretary, and Operations Director ensure bills are notified to the Board and are up to date
- Liaises with the Operations Director, and the Executive Secretary

Section 4.6 *Powers and Duties of the Project Director.* The Project Director shall be responsible for all events of the Association. The Project Director shall be the custodian of, and shall present charitable events in adherence to Section 2.1 of the Association and provide event ideas as so the Board may direct. The Project Director shall have such other powers and shall perform such other duties as may from time to time be assigned to the Project Director by the Board. The Project Director shall adhere to or fulfill all of the referenced requirements.

- Collaborate with other members of the Board to create and execute events or programs for the Association
- Plan for upcoming possible event and program ideas
- Mandate and ensure the viability of all events associated with the Association
- Ensure proper Association qualification of event propositions
- Maintain and develop a list of events and statistics throughout the year in an online Association report form
- Liaises with the Public Relations Director, Private Relations Director, Operations Director, and Executive Secretary

Section 4.7 *Powers and Duties of the Private Relations Director.* The Private Relations Director shall be responsible for all Association partnership and event contacts. The Private Relation Director shall be the custodian of, and shall present partnerships in adherence to Section 2.1 of the Association and provide direct contact as so the Project Director and the Board may direct. The Private Relations Director shall have such other powers and shall perform such other duties as may from time to time be assigned to the Private Relations Director by the Board. The Private Relations Director shall adhere to or fulfill all of the referenced requirements.

- Work closely with the Project Director to make essential contact with event coordinators outside the Association
- Plan for upcoming partnerships and collaborations
- Mandate breaches in partnerships and contracts
- Communicate outside partnership regulations to the rest of the Board
- Ensure all contact with outside partnerships is professional, meaningful and is coherence with Section 2.1
- Liaises with the Public Relations Director, and Project Director

Section 4.8 *Powers and Duties of the Public Relations Director.* The Public Relations Director shall be responsible for all general public contact of the Association. The Public Relations Director shall be the custodian of, and shall present all public outreach of the Association as so the Board may direct. The Public Relations Director shall have such other powers and shall perform such other duties as may from time to time be assigned to the Public Relations Director by the Board. The Public Relations Director shall adhere to or fulfill all of the referenced requirements.

- Publicize Association events through the social media directory
- Ensure the social media directory is kept up to date
- Oversee company branding
- Mandate general outreach concepts
- Plan for improved communication ideas and outreach
- Work in coherence with the Chief Executive Director, Operations Director, and Technology Director to promote upcoming events
- Liaises with the Private Relations Director, and Project Director

Section 4.9 *Powers and Duties of the Operations Director.* The Operations Director shall be responsible for all internal director contact of the Association. The Operations Director shall be the custodian of messaging boards, the Director task agenda, and the tentative calendar as so the Board may direct. The Operations Director shall contact Directors regularly to mandate task completion and will fill in holes of communication through self-predicated contact. The Operations Director shall have such other powers and shall perform such other duties as may from time to time be assigned to the Operations Director by the Board. The Operations Director shall adhere to or fulfill all of the referenced requirements.

- Work closely with the Secretary to maintain records of correspondence
- Monitor daily, weekly, and monthly task completion
- Ensure medial tasks are not being forgotten by Directors
- Review communication to see when Director tasks have been completed
- Keep the task agenda and tentative calendar up to date
- Bridge holes in communication to ensure invariable functionality of the Association and its operations
- Always plan for improved communications and outreach aswell as partnerships
- Mandate and approve all the Associations communication towards the general community and public
- Liaises with the Executive Secretary

Section 4.10 *Powers and Duties of the Technology Director.* The Technology Director shall be responsible for all technological affairs of the Association. The Technology Director shall be the custodian of, and shall prepare the website and other things mandated of the Association and do so as so the Board may direct. The Technology Director shall have such other powers and shall perform such other duties as may from time to time be assigned to the Technology Director by the Board. The Technology Director shall adhere to or fulfill all of the referenced requirements.

- Design ways to use technology to improve the organization's operations (e.g., communications and outreach)
- Develop, update, and fix/maintain the Association website
- Mandate company branding and general outreach concepts
- Liaises with the Public Relations Director, and Project Director

Section 4.11 *Delegation.* In case of the absence of any Director of the Association, or for any other reason that the Board may deem probable, the Board may at any time delegate all or any part of the powers or duties of any non-Executive Director to any other Director or Directors.

Article 5.

Financing, and Contracts

Section 5.1 *Bank Accounts, Checks and Notes.* The Board is authorized to select the banks or depositories it deems proper for the funds of the Association. The Board shall determine who shall be authorized from time to time on the Association's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

Section 5.2 *Contracts.* The Board may authorize any Director or Directors, agent or agents, in addition to those specified in these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 5.3 *Investments.* Direct investment of the funds of the Association may not be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities. If Board members wish to do so they may invest cash into the Association as desirable. If such Board investment occurs then the Association will do everything in its capability to return the value invested but with no guarantees' or legal contracts in place.

Article 6.

Maintenance, Amendments, and Construction

Section 6.1 Review. Direct review and assessment of the bylaws must be made by the Board annually in adherence to the Association's goals and purpose.

Section 6.2 Amendments. These By-Laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Directors then in office.

Section 6.3 Construction. These By-Laws, the Certificate of In Association of the Association shall control the Association's affairs and management. These Bylaws are to be adopted and instituted immediately following the meeting of the Board of Directors of The Junior Hands Association on _____, 2021.