

**CODE OF BYLAWS  
OF  
JAX ASPIRE FOUNDATION CORPORATION**

Jax Aspire Foundation Corporation is a Public Benefit Corporation organized under the Indiana Nonprofit Corporation Act of 1991, for the purposes described herein and in accordance with the mission statement attached to these Bylaws.

**ARTICLE 1  
NAME**

**1.1. Name.** The Corporation shall be known as Jax Aspire Foundation Corporation ("the Corporation").

**ARTICLE 2  
CORPORATE PURPOSES AND RESTRICTIONS  
AND LIMITATIONS ON POWERS**

**2.1. Corporate Purposes.** The Corporation has been organized as an Indiana public benefit corporation and shall have the following specific purposes:

(a) To organize itself as a public charity to assist parents and/or guardians navigate public and private school systems in an attempt to break down barriers that get in the way of student academic and behavioral achievement.

(b) Exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code ("Code"), and the regulations promulgated thereunder (the "Regulations"), including, by example and not for purposes of limitation, the making of distributions of its income and assets to organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Code. Any reference to the Code or Regulations includes any amendments, replacements or similar provisions of future federal tax laws.

(c) To perpetuate these purposes, in the event of dissolution, by distributing any and all of its assets to a successor organization or organizations similarly dedicated to educational purposes and/or the empowerment of youth.

(d) For the purpose of assisting and in engaging in all activities which serve religious, educational, literary or scientific purposes, which are permitted by the Act, and which are permitted to be carried on by an organization exempt from Federal taxation under the provision of Section 501(c)(3) of the Code, and the Regulations, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations.

**2.2. Limitations.** Notwithstanding the foregoing or any other provision of these Bylaws:

(a) This Corporation is organized and shall be operated exclusively for the educational and charitable purposes described above and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to

pay reasonable compensation necessary for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

(b) The Corporation shall not carry on any propaganda, or otherwise attempt, to influence legislation and shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

(c) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from federal taxation under Section 501(c)(3) of the Code and the Regulations, or (ii) by any organization, contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations.

### **ARTICLE 3 BOARD OF DIRECTORS**

**3.1. General Powers.** The control and management of the affairs of the Corporation shall be vested in its Board of Directors. The general power of the Directors shall also specifically include, by example and not by limitation, and as further provided by these Bylaws, the powers to: elect and appoint officers of the Corporation, delegate to its officers and agents the power and authority of the type and to the extent determined in the discretion of a majority of the Directors, to declare and emergency upon the occurrence of an extraordinary event prohibiting the calling of a meeting of the Directors at which a quorum is present (as permitted and contemplated in I.C. 23-17-4-3), and to obtain insurance for and directly indemnify the Directors, officers and agents of the Corporation to the full extent required or permitted by I.C. 23-17-16, et seq.

**3.2. Number, Composition and Qualifications.** The number of Directors of the Corporation shall be not less than three (3) nor more than seven (7) directors. The initial number of directors shall be four (4) but this may be adjusted within the above-set range (from 3 to 7) at any time by unanimous action of the Board.

**3.3. Election of Directors.** Each Director shall be elected by a majority of votes cast at the annual meeting of the Board of Directors and shall serve until a successor Director has been duly elected and qualified. At the annual meeting, the Board of Directors shall appoint successors to the directors whose terms expire during that year.

### **ARTICLE 4 MEETINGS OF THE DIRECTORS; ACTION WITHOUT A MEETING**

**4.1. Annual Meetings.** The annual meeting of the Board of Directors shall be held at such time and place as specified by the secretary of the Corporation in a notice issued pursuant to Section 4.4 of this Article 4 below, within or without the state of Indiana, for the purpose of electing or appointing directors or officers for the ensuing year and/or for the transaction of such other business as may properly be brought before the meeting.

**4.2. Regular Meetings.** Regular meetings of the Board of Directors may be held at such time and at such place as within or without the state of Indiana as may from time to time be determined by resolution of the Board, which resolution may authorize the President to fix



the specific date and place of each regular meeting, in which case notice of the time and place of such regular meeting shall be given in the manner provided in Section 4.4 below.

**4.3. Special Meetings.** Special meetings of the Board of Directors may be called by the Executive Director or any two (2) Directors, or as otherwise provided by law. Such meetings shall be held at such time and place as stated in the notice of the meeting issued in accordance with Section 4.4 of this Article 4 below. Any request of such meeting shall state the purpose or purposes of the proposed meeting.

**4.4. Notice of Meetings.** Notice of any annual, regular or special meeting of the Board of Directors shall be given at least ten (10) days prior to such meeting, by written or printed notice to each Director at his or her address as shown on the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with sufficient postage thereon prepaid. Notice may also be given by facsimile transmission or electronic mail to the telephone number and/or electronic mail address specified by the Director, so long as reasonable evidence of both the transmission and receipt of such notice is available, and such notice shall be deemed given upon its receipt. Notice of any annual, regular or special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice and either before or after the time of the meeting. A Director's attendance at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

**4.5. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board, provided that if a quorum is not present, those Directors present may adjourn the meeting without further notice.

**4.6. Conduct of Meeting; Permanent Record.** Meetings of the Directors shall be presided over by the president, the secretary or an assistant secretary of the Corporation or, in their absence, a person chosen at the meeting, shall act as secretary of the meeting and file minutes of such meeting, as approved by the majority of the Directors at its next regular, annual or special meeting, in the official records of the Corporation.

**4.7. Manner of Acting.** The act of a majority of the Directors present at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specified in law or these Bylaws.

**4.8. Other Means of Permitted Action.** A Director may participate in a meeting of Directors held through the use of a conference telephone or similar communication equivalent by which all persons participating in the meeting may hear each continuously throughout, so long as all participants are advised of the communications equipment and the names of the participants in the conference are divulged to all participants. Participation at a meeting of the Directors pursuant to such a conference telephone or similar communication shall constitute presence in person at the meeting and severally or collectively unanimously consent in writing. Any such unanimous written consent shall be effective immediately upon the signature, on the same or separate counterparts, the last of the Directors to such written consent, with such signatures being in original or electronic form, so long as the original signature is thereafter transmitted to the secretary.



## **ARTICLE 5 COMMITTEES OF THE BOARD OF DIRECTORS**

**5.1. Committees of the Board of Directors.** The Board of Directors, upon a resolution adopted by the majority of the Directors, may designate one or more committees, each of which shall constitute two or more Directors, which committees, to the extent provided in said resolution and not otherwise restricted by law, shall have and exercise authority and act on behalf of the Board of Directors in the management of the Corporation, its business and affairs; provided, however, the designation of such committees and the delegation thereto of authority shall operate to relieve the entire Board of Directors, or any individual Director, of any responsibility imposed upon him or her by law.

**5.2. Term off Office; Vacancies.** Each member of a committee shall continue as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless member shall cease to qualify as a member thereof. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

## **ARTICLE 6 OFFICERS**

**6.1. Officers.** The Board of Directors shall elect or appoint the officers of the Corporation. The officers of the Corporation shall be: Executive Director, President, Secretary, and Treasurer, and such other officers (for example, a Vice President) as the Board of Directors may, by resolution, designate from time to time. Any two or more offices may be held by the same person. The Board of Directors may, by resolution, create, appoint and define the duties and fix the compensation of such officers and agents as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Corporation is formed; provided, however, that officers and agents shall be compensated, if at all, only for actual services performed on behalf of the Corporation.

**6.2. Election and Term of Office.** The officers of the Corporation shall be elected annually from among and by the Board of Directors at the regular annual meeting of the Board of Directors. Each officer shall hold office for one year or until his/her successor shall have been duly elected and shall have qualified, unless earlier removed by the Board of Directors. All officers and agents can be removed at any time by the affirmative vote of the majority of the members of the Board of Directors. Officers shall be eligible for re-election.

**6.3. Executive Director.** Subject to the directions of the Board of Directors, the Executive Director shall have general supervision, direction and control of the business and affairs of the Corporation. The Executive Director shall discharge all the duties inherent to a managing officer and perform such other duties as from time to time may be assigned to him/her by the Board of Directors or as prescribed by law or these Bylaws.

**6.4. President.** The President shall preside at all meetings of the Board of Directors. Subject to the approval of the Board of Directors, he/she shall direct the policies and management of the Corporation.

**6.5. Vice President.** The Vice President, if the Board elects to appoint a Vice President, shall have such powers and perform such duties as may be prescribed for him or her by the Board or delegated to him or her by the President. In the case of the absence, disability,

death, resignation or removal from office of the President, the powers and duties of the President shall, for the time being, devolve upon and be exercised by the Vice President and he or she shall thereupon, during such period, exercise and perform all of the powers and duties of the President, except as may be otherwise provided by the Board.

**6.6. Treasurer.** The treasurer shall oversee the financial aspects of the Corporation and all such other duties as are incident to this office as treasurer, including, but not limited to, the filing of any and all annual financial reports with the U.S. Department of the Treasury - Internal Revenue Service, Secretary of State for the state of Indiana or any other governmental offices.

**6.7. Secretary.** The secretary shall have the responsibility for providing that notices required by these Bylaws be issued and shall provide that minutes of all meetings of the Board of Directors and membership be adequately kept. He or she shall have responsibility for all corporate books, records and papers, any and all written contracts of the Corporation and shall be custodian of the corporate seal. He or she shall perform all such other duties as are incident to his or her office, including, but not limited to, the filing of any annual or other required report as prescribed and required by the Secretary of State of the state of Indiana or any other governmental authority.

**6.8. Vacancies.** Vacancies among elected and appointed officers occurring during the annual terms thereof shall be filled by the Board of Directors.

## **ARTICLE 7 CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**7.1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**7.2. Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, such instruments shall be signed by the treasurer, and countersigned by the president or vice president of the Corporation.

**7.3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**7.4. Investments.** Investment of the funds of the Corporation shall be at the direction of the Board of Directors. Such investments shall be consistent with the purposes of the Corporation and in accordance with applicable federal and state law and relevant provisions of these Bylaws.

**7.5. Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.



## **ARTICLE 8 BOOKS AND RECORDS**

**8.1. General Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his or her agent or attorney for any proper purpose at any reasonable time.

**8.2. Annual Returns and Reports.** The treasurer of the Corporation shall be responsible for supervising the preparation and filing of any and all tax and other financial-related returns required by the Code and Regulations, any and all local, state or federal or other applicable law, rule or regulation. Similarly, the treasurer of the Corporation shall be responsible for the filing of any and all informational reports required by any local, state or federal governmental authority, including, but not limited to, any annual reports to be filed with the Indiana Secretary of State.

**8.3. Board's Right of Inspection and Copying.** Any member of the Board of Directors, upon reasonable notice, may inspect any or all of the books and records of the Corporation at its principal office and make copies of any part or all of said books and records.

## **ARTICLE 9 FISCAL YEAR**

**9.1. Fiscal Year.** The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

## **ARTICLE 10 CORPORATE INDEMNIFICATION**

**10.1. Indemnification.** To the extent not inconsistent with or prohibited by the Code or Regulations, or any other local, state or federal law, rule or regulation governing private foundations, every person (and the heirs and personal representatives of such person) who is or was a Director or officer of the Corporation shall be indemnified by the Corporation as provided in the Act.

## **ARTICLE 11 PROHIBITED ACTIVITIES**

**11.1. Prohibited Activities.** Notwithstanding any other provision of this Code of By Laws, no Director, officer, employee or agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

## **ARTICLE 12 AMENDMENTS**

**12.1. Amendment.** These Bylaws may be amended by the affirmative vote of a majority of the Board of Directors, provided that the text of the proposed amendments shall have been sent to all Directors with the call for the meeting at least ten (10) days in advance of such meeting.

#### **ADOPTION**

The undersigned Secretary hereby certifies that the foregoing Code of Bylaws of the Corporation was duly adopted by the Board of Directors of the Corporation by unanimous written consent effective the 16<sup>th</sup> day of August, 2021.

Official copy certified by the Secretary of the Corporation:

  
\_\_\_\_\_  
Emily Burson, Secretary