

1 BYLAWS

2 OF

3 BROTHER, HELP THYSELF, INC.

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5 **ARTICLE 1 - CHARTER**

6 **Section 1.01 - Part of Bylaws.** The Charter of this Corporation entitled "Articles of
7 Incorporation of Brother, Help Thyself, Inc.", dated August 13, 1980, is made a full part of these
8 Bylaws except that no part of the Charter shall be amended or repealed under the provisions of
9 Article 9 of these Bylaws.

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11 **Section 1.02 - Amendments.** Any portion of the Charter may be amended or repealed at
12 any Annual or Special Meeting of the Board of Directors, called for that purpose as provided for in
13 Article 3 of these Bylaws, only after the advice of attorney and only in accordance with the general
14 laws of the District of Columbia and of the United States respecting corporations.

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16 **Section 1.03 - Keep in Good Order.** It shall be the duty of the Board of Directors or the
17 President to keep the Charter in good standing under the laws of the District of Columbia and of
18 the United States and to pay any fee or fees so required and to promptly file all reports, papers, or
19 other instruments so required.

20
21 **Section 1.04 - Retain an Attorney.** The Board of Directors may retain an attorney to advise
22 it or to act in its name, when so authorized, for such time and for such other purpose it may deem
23 expedient.

1 **ARTICLE 2 MEMBER ORGANIZATIONS**

2 **Section 2.01 – Definition** - A Member Organization is any organization that provides support to
3 or has an interest in the activities of this corporation and has applied for Membership Status which has
4 subsequently been approved by the Board Of Directors of this corporation in accordance with these
5 Bylaws.

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7 **Section 2.02 – Application for Membership Status** – Application for Membership Status may
8 be made to the Board of Directors at anytime in writing by submitting the application to the President. The
9 Board of Directors shall define the application process by providing a form for the application requesting
10 whatever data and information it deems necessary to consider an organization’s application.

11
12 **Section 2.03 – Approval** – Applications for Membership Status shall be considered by the Board
13 of Directors at the Annual, Regular, Additional, or Special Meeting called for the purpose. An application
14 shall be approved by a vote of 75% of the entire Board of Directors.

15
16 **Section 2.04 – Member Organization Appointed Director** – Each Member Organization
17 approved by the Board of Directors of this corporation and in good standing shall have the right to appoint
18 representation in accordance with Section 3.01.B.1. Member Organizations may withdraw an
19 appointment at any time with notice given in writing to the President or Secretary of this corporation and
20 make a new appointment providing it is done in accordance with Section 3.01.B.1. This corporation shall
21 also have the right to remove a Member Organization Appointed Director in accordance with Section
22 3.01.C.

23
24 **Section 2.05 – Withdrawal from Membership** – Member organizations, by a resolution of
25 its governing body, under the provisions of its Bylaws, may withdraw from membership in this
26 Corporation.

1 **Section 2.06 - Removal from Membership** – A member organization's inability to maintain
2 representation on the Board shall be a cause for removal. If a member organization is not
3 represented by its Member Organization Appointed Director at fifty percent (50) of the meetings of the
4 Board of Directors in a year (Annual Meeting to Annual Meeting), the Board of Directors may vote
5 to remove that member organization at the Annual Meeting or a Special Meeting called for that
6 purpose. A vote to remove a member organization shall require a seventy-five percent (75)
7 majority of the entire Board of Directors.

8
9 **Section 2.07 - Suspense Status** – Any member organization that is not represented by its
10 Member Organization Appointed Director for at least fifty percent (50%) of the meetings of the Board
11 of Directors in a year (Annual Meeting to Annual Meeting), may have its membership placed in
12 suspense by the Board of Directors. A vote to place a member organization in suspense status
13 shall require a seventy-five percent (75%) majority of the entire Board of Directors. An
14 organization with membership in suspense status may participate fully in the Board's deliberations
15 but does not have a vote. An organization may maintain membership in suspense for no more
16 than two (2) years after which period the Member Organization shall automatically lose its
17 Membership Status. A member Organization may be returned to full active status during the two
18 year Suspense Status period by a vote of a simple majority of the Board of Directors.

19
20 **Section 2.08 – Maximum Membership** – In accordance with the Charter of this Corporation,
21 entitled "Articles of Incorporation of Brother, Help Thyself, Inc.", and made a part of these Bylaws
22 by Article 1, the maximum number of members shall not exceed twenty-five organizations.
23

24 **ARTICLE 3 - BOARD OF DIRECTORS**

25 **Section 3.01 - Classes, Number, Term, Qualification and Removal –**

1 (A) Classes – There shall be two classes of Directors.

2 1 – Member Organization Appointee Director – Each Member Organization meeting the
3 qualifications outlined in Article 2, shall have the right to appoint one member and one alternate
4 member to serve in the member's absence, to the Board of Directors. The President or Secretary
5 of each member organization shall designate its representative to the President or Secretary of
6 this corporation by presenting a statement of designation at each Annual Meeting or when there
7 is a change in representation between Annual Meetings. A Member organization may appoint the
8 same individual to the Board of Directors without regard to term limits that may apply to Elected
9 Directors.

10 2 – Elected Directors – The Board of Directors may elect additional members to the
11 Board of Directors at its discretion.

12 (a) Qualification – Each member of the Board of Directors of the Corporation
13 shall be a natural person of full age.

14 (b) Selection – Directors shall be selected in the following manner: at any regular
15 or special meeting of the corporation, the Executive Committee may submit a
16 nomination(s) and their credential(s) to the Board of Directors for consideration as
17 elected members of the Board. This may also include election of Directors to fill
18 vacancies on the Board caused by completion of a Director's initial or subsequent term,
19 resignation or creation of additional new Director positions. The Board of Directors may
20 vote on candidates as soon as the regular meeting immediately following the meeting in
21 which the nomination is submitted. A majority vote of the Directors then in office shall be
22 necessary for the election of a Director(s).

23 (B) Number – The Board of Directors shall consist of no less than three (3) members. The
24 maximum numbers of Directors shall be not more than twenty-five (25), or such other number of
25 Directors as may be determined from time to time by resolution of the Board of Directors,
26 composed of the Corporation's President and such other individuals who meet the qualifications
27 specified in Section 3.01.B hereof.

1 (C) Removal– Any Director may be removed by a majority vote of the Directors then in office
2 whenever, in the judgment of the Board, the best interests of the Corporation would be served thereby.
3 The removal of a Director in accordance herewith shall be without prejudice to the contract rights, if any,
4 of the Director so removed. In the event a Member Organization Appointee Director is removed, the
5 President or Secretary of the Member Organization shall be notified in writing and the Member
6 Organization shall have the ability to appoint a new Director in accordance with Section 3.01.B.1.
7

8 (D) Term of Office and Limits – Each Elected Director shall serve for a term of two (2) years
9 commencing and ending with the date of the Annual Meeting. The term of an Elected Director may be
10 filled outside of the Annual Meeting for the remainder of the term by vote at any Regular, Additional, or
11 Special Meeting of the Board of Directors in accordance with Section 3.01(B)(2)(b). An individual who has
12 served two (2) complete consecutive terms shall be eligible for election to a new term either (i) upon
13 written request by the Executive Committee or (ii) after a hiatus in service on the Corporation’s Board of
14 Directors of at least one year. Member Organization Appointee Directors may serve without any term limit
15 for as many consecutive appointments as the Member Organization chooses to appoint them
16

17 **Section 3.02 – Vacancies** – Any vacancy in the Board caused by an increase in the size of the
18 Board, or an Elected Director's death, resignation or removal pursuant to Section 3.01.C hereof shall be
19 filled for the unexpired term, upon nomination by the Executive Committee, which shall be submitted to
20 the Board of Directors a month in advance of such vote, along with the credentials of the person(s)
21 nominated, by a majority vote of the remaining Directors then in office at any Regular, Additional, or
22 Special Meeting of the Board of Directors. Any vacancy in the Board caused by a Member Organization
23 Appointee Director’s death, resignation or removal pursuant to Section 3.01.C hereof may be filled for the
24 unexpired term by an new appointment by the Member Organization in accordance with Section 3.01.B.1.
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26 **Section 3.03 – General Provisions** – The following provisions shall apply to the Corporation's
27 Board of Directors and the members thereof:

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(A) Powers – The Board of Directors shall have full power to conduct, manage and direct the business and affairs of the Corporation except as are by statute, by the Charter, or by the Bylaws. The Board of Directors shall keep full and fair accounts of its transactions.

(B) Personal Liability – A Director of the Corporation shall not be personally liable for monetary damages, as such, for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of their office and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state or federal law.

(C) Organization – At every meeting of the Board of Directors, the President of the Board, or, in the case of a vacancy in the office or absence of the President, a chairperson chosen by a majority of the Directors present, shall preside, and the Secretary, or, in the absence of the Secretary, any person appointed by the chairperson of the meeting, shall act as Secretary.

(D) Resignations – Any Director of the Corporation may resign at any time by giving written notice to the President or Secretary of the Board of Directors. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

(E) Place of Meeting – Meetings of the Board of Directors may be held at such place within or without the District of Columbia as the Board of Directors may from time to time appoint, or as may be designated in the notice of the meeting.

(F) Annual Meeting – The Board of Directors shall hold an Annual Meeting of the Board of

1 Directors on the second Sunday of the month in January of each year, if it is not a legal holiday. Such
2 Annual Meeting shall be for the transaction of general business and strategic planning. Such Annual
3 Meeting shall be without special notice of such business, except in cases in which special notice is
4 required by statute, by the Charter, or by the Bylaws.

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6 (g) Regular Meetings – The Board of Directors shall hold a minimum of one (1) Regular Meetings
7 per calendar quarter. Regular Meetings of the Board of Directors shall be held at such time and place as
8 shall be designated from time to time by resolution of the Board of Directors. If the date fixed for any
9 such Regular Meeting be a legal holiday under the laws of the State where such meeting is to be held,
10 then the same shall be held on the next succeeding business day or at such other time as may be
11 determined by resolution of the Board of Directors. At such meetings, the Directors shall transact such
12 business as may properly be brought before the meeting. Notice of Regular Meetings need not be given
13 unless otherwise required by law or these Bylaws. The dates and times of such Regular Meetings may
14 be rescheduled following the initial resolution setting the date and time; provided, however, that a
15 minimum of five (5) days' notice is given for the rescheduling of such Regular Meetings.

16
17 (H) Absences – Any Director who shall be absent from three (3) Regular Meetings of the Board of
18 Directors in any period of twelve (12) consecutive months, may be dismissed from the Board of Directors
19 by majority vote of the Directors.

20
21 (I) Special Meetings; Notice – Special Meetings of the Board of Directors shall be held whenever
22 called by the President of the Board of Directors, or by two or more of the Directors. Notice of each such
23 meeting shall be given to each Director by telephone, electronic mail or in writing at least twenty-four (24)
24 hours or five (5) days (in the case of notice by mail) before the time at which the meeting is to be held.
25 Every such notice shall state the date, time, place and purpose of the meeting.

26
27 (J) Quorum, Manner of Acting, and Adjournment – A majority of the Directors in office shall be

1 present at each meeting in order to constitute a quorum for the transaction of business. Every Director
2 shall be entitled to one vote. Except as otherwise specified in the articles or these Bylaws or provided by
3 statute, the acts of a majority of the Directors present at a meeting at which a quorum is present shall be
4 the acts of the Board of Directors. In the absence of a quorum, a majority of the Directors present and
5 voting may adjourn the meeting from time to time until a quorum is present. The Directors shall act only
6 as a Board and the individual Directors shall have no power as such, except that any action which may be
7 taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing
8 setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the
9 Secretary of the Corporation.

10
11 (K) Fees – Directors shall not receive fees in connection with the performance of their services
12 hereunder (including the attendance of meetings of the Board of Directors or committees of the Board).

13 14 15 **ARTICLE 4 - OFFICERS/AGENTS**

16 **Section 4.01 - Executive Officers** – The Board of Directors shall elect a President and a Vice-
17 President from among the Directors. The Board of Directors shall elect a Secretary and a Treasurer
18 who need not be Directors. Any two of the above-mentioned offices, except those of President,
19 Vice-President or Secretary, may be held by the same person. Officers shall be elected at the
20 Regular Meeting of the Board of Directors in the month of January. New officers shall take office
21 at the beginning of the regular meeting in the month of March. Any vacancy in any of the above
22 offices shall be filled for the unexpired portion of the term by the Board of Directors at the Regular
23 or additional meeting of the Board of Directors held after any such vacancy.

24
25 **Section 4.02 - President** – The President shall preside at all Annual or Special Meetings of
26 the Board of Directors and at all meetings, Regular or additional, of the Board of Directors at which

1 the President shall be present. This person shall have general charge and supervision of the
2 business of the Corporation. The President may sign and execute, in the name of the Corporation,
3 all authorized deeds, mortgages, bonds, contracts or other instruments, except in cases in which
4 the signing and execution thereof shall have been expressly delegated to some other Officer or
5 agent of the Corporation. This person shall perform all duties incident to the office of the President
6 of a Corporation, and such other duties as from time to time may be assigned by the Board of
7 Directors.

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9 **Section 4.03 - Vice-President** – The Vice-President at the request of the President, or in
10 their absence, or during inability to act, shall perform the duties and exercise the functions of the
11 President, and when so acting shall have the powers of the President. The Vice-President shall
12 have such other powers and perform such other duties as may be assigned from time to time to
13 him by the Board of Directors or the President.

14

15 **Section 4.04 - Secretary** – The Secretary shall keep the minutes of all Annual and Special
16 Meetings of the Board of Directors and of all Regular and additional meetings of the Board of
17 Directors. The Secretary shall see that all notices are duly given in accordance with the provision
18 of these Bylaws or as required by law. This person shall be custodian of the records of the
19 Corporation. The Secretary shall see that the Corporation Seal is affixed to all documents, the
20 execution of which, on behalf of the Corporation, under its seal, is duly authorized, and when so
21 affixed may attest the same, and in general, shall perform all duties incident to the Office of
22 Secretary of a Corporation, such other duties as are herein outlined in these Bylaws, and such
23 other duties as from time to time may be assigned by the Board of Directors or the President.

24

1 **Section 4.05 - Treasurer** – The Treasurer shall have charge of and be responsible for all
2 funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be
3 deposited in the name of the Corporation, all moneys or other valuable effects in such bank, trust
4 company, or other depositaries as shall, from time to time, be selected by the Board of Directors.
5 The Treasurer shall render to the President or to the Board of Directors, whenever required or
6 requested, an account of the financial condition of the Corporation, and in general, shall perform
7 all duties incident to the Office of Treasurer of a Corporation, and such other duties as may be
8 assigned from time to time by the Board of Directors or the President.

9
10 **Section 4.06 - Subordinate Officers** – The Board of Directors may from time to time appoint
11 or elect such subordinate officers as it may deem desirable including but not limited to, one or
12 more assistant secretaries or assistant treasurers, none of whom need be Directors. Each such
13 subordinate officer shall hold office for such period, not to exceed one (1) year, and from date of
14 appointment shall perform such duties as the Board of Directors or the President may prescribe.

15
16 **Section 4.07 - Executive Director** – The President may nominate an individual to serve as
17 Executive Director, subject to confirmation by a majority of the Board of Directors. This person
18 shall have by experience, background, or training expertise to oversee the daily activities of the
19 Corporation. The Executive Director shall be responsible for direct interaction with and between
20 officers, Directors and Committee Chairs. The Executive Director shall share the responsibility of
21 representing Brother, Help Thyself at such meeting, activities, and events, as necessary. The
22 Executive Director may act as agent of the corporation, but if the Executive Director is a Director or
23 an Officer of the Corporation, this person may not be compensated for services. The Executive
24 Director may perform duties prescribed by the President and/or the Corporation. The Executive
25 Director need not be a member of the Board of Directors. The term of the Executive Director shall

1 be one (1) year commencing and ending with the Annual Meeting. The position may filled for the
2 remainder of the term by vote at any Regular, Additional or Special Meeting of the Board of
3 Directors. As circumstances may alter with time, the Executive Director may be designated an
4 authorized agent for services on behalf of the Corporation by the Board of Directors under Section
5 5.02 of these Bylaws.

6

7 **Section 4.08 - Executive Committee** – The Executive Committee shall be comprised of the
8 four Executive Officers.

9

10 **Section 4.09 - Other Committees** – The Board of Directors or the President may from time
11 to time create any committee or committees for a fixed period, not to exceed one (1) year, to
12 advise on any matter. The President shall appoint, subject to the confirmation by a majority of the
13 Board of Directors, all committee Chairs.

14

15 **Section 4.10 - Compensation** – The Board of Directors shall not compensate any Officer or
16 officers of the Corporation for their services nor shall any expenses be paid for attendance at any
17 Annual, Regular, Additional, or Special Meeting of the Board of Directors. Reimbursement may be
18 paid to any Officer for any expense(s) incurred in the performance of official duties. Receipts for
19 such expense(s) shall be submitted to the Treasurer before payment is made by him. The
20 Treasurer shall report all such payments to the Board of Directors at any Annual, Regular,
21 Additional, or Special Meeting, following such payment. A majority of the Board of Directors may
22 require such reimbursed expense(s) to be repaid by the Officer to the Corporation.

23

24 **Section 4.11 - Removal** – Any Officer of the Corporation may be removed from that office,
25 with or without cause, by a vote of a majority of the entire Board of Directors at a meeting, Regular

1 or additional, notice of which shall specify such intended action under provision of Section 3.03(I)
2 of these Bylaws.

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ARTICLE 5 - FINANCES

5 **Section 5.01 - Checks, Drafts, Etc.** – All checks, drafts, and orders for payment of money,
6 notes and other evidence of indebtedness, issued in the name of the Corporation, shall be signed
7 by two of the following: the Treasurer, the President, the Vice-President and the Secretary.

8

9 **Section 5.02 - Compensation of Outside Contractors or Agents** – By resolution of the
10 Board of Directors, the Treasurer shall pay any authorized contractor or agent for services
11 rendered on behalf of the Corporation upon receipt of a duly executed invoice or bill.

12

13 **Section 5.03 - Annual Reports** – A full and true written statement of the affairs of the
14 Corporation shall be submitted at the Annual Meeting of the Board of Directors and filed not later
15 than the Regular Meeting of the Board of Directors thereafter at the principal office of the
16 Corporation as required by law. Such statement shall be prepared by the President and the
17 Treasurer of the Corporation. The Member Organization Appointed Directors shall deliver the
18 annual report to their respective Member Organizations. If a Member Organization’s Appointed
19 Director is not present at the Annual Meeting, the Member Organization does not have an active
20 Director, the Member Organization is in suspense status, then the Secretary of this corporation
21 shall deliver the annual report to the Member Organization in accordance with Section 8.01

22

23 **Section 5.04 - Fiscal Year** – The fiscal year of the Corporation shall be from February 1 to
24 January 31.

25

1 **Section 5.05 - Seal** – The Board of Directors shall provide a suitable seal, bearing the name
2 of the Corporation, which shall be in the charge of the Secretary. The Secretary shall give it to their
3 successor. The Board of Directors may authorize one or more duplicate seals and provide for the
4 custody thereof.

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6 **Section 5.06 - Bond** – The Board of Directors may require any Officer or agent of the
7 Corporation to give bond to the Corporation, conditioned upon the faithful discharge of their
8 duties, with one or more sureties and in such amounts as may be satisfactory to the Board of
9 Directors.

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11 **Section 5.07 - Audit** – The Board of Directors may retain a certified public accountant to
12 provide an annual financial review, prepare taxes, or perform any other duties as designated by
13 the Board of Directors. The Board of Directors may appoint three (3) of their number from time to
14 time, none of whom may be an Officer of this Corporation, to review the books of this Corporation
15 as maintained by the Treasurer. They shall report the results of their findings to the Board of
16 Directors at the Annual Meeting, and shall make such recommendations as they see fit. Those
17 recommendations, if voted in the affirmative by the Board of Directors, shall become binding on
18 the future conduct of the Treasurer of this Corporation, until they are rescinded in like manner or
19 until recommendations are made and passed that preclude them.

20
21 **Section 5.08 - Of Records and Property** – All records of this Corporation held by the
22 Officers or by the Board of Directors are the property of the Corporation and as such shall be given
23 in whole to the successors in office. Any and all moneys, items, merchandise, etc. given, donated,
24 or sold to this Corporation for its use are the property of the Corporation and shall be disposed of

1 as the Board of Directors may direct but not to their personal use nor to the personal use of any
2 Officer.

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ARTICLE 6 - RULES OF PROCEDURE

5 **Section 6.01 - Roberts Rules of Order Revised**, in its current edition, shall direct the conduct

6 of all business whatsoever at all Annual, Regular, Additional, or Special Meetings of the Board of

7 Directors of this Corporation. Whenever such rules are in conflict or contradict any provision made

8 in the Charter of this Corporation or these Bylaws or in the general laws of the District of Columbia

9 or of the United States respecting corporations, these Bylaws, Charter, and general laws shall have

10 precedence. The President may appoint a Parliamentarian who need not be a Director or an

11 Officer. The Parliamentarian shall serve for such a period as the President directs, but the

12 appointment may not exceed one (1) year.

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ARTICLE 7 - NON-DISCRIMINATION IN LANGUAGE

15 **Section 7.01 - Language** – In all provisions of these Bylaws, wherever the masculine form

16 of language is used, it is expressly understood that it refers to any gender identity or expression as

17 well. The Board of Directors shall not make any rule or take any action that would exclude any

18 person or organization on the basis of race, color, religion, national origin, sex, age, marital status,

19 personal appearance, sexual orientation, gender identity or expression, family responsibilities,

20 matriculation, genetic information, disability, political affiliation, familial status, source of income, or

21 status as a victim of an intrafamily offense.

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23

ARTICLE 8 – NOTICE – WAIVERS – MEETINGS

24 **Section 8.01 - Notice, What Constitutes** – Whenever written notice is required to be given to

25 any person or Member Organization under the provisions of the articles, these Bylaws, it may be given to

26 the entity, either personally or by sending a copy thereof by first class or express mail, postage prepaid,

1 or by telegram (with messenger service specified), electronic mail or courier services, charges prepaid, or
2 by facsimile transmission to the entity's address (or to the entity's electronic mail address or facsimile
3 number) supplied by the person or Member Organization to the Corporation for the purpose of notice. If
4 the notice is sent by mail, telegraph or courier service, it shall be deemed to have been given to the entity
5 entitled thereto when deposited in the United States mail or with a telegraph office or courier service for
6 delivery to that entity or, in the case of electronic mail, when sent, unless notice of non-delivery is
7 subsequently received. A notice of meeting shall specify the place, day and hour of the meeting and any
8 other information required by law or these Bylaws.

9

10 **Section 8.02 – Waivers of Notice –**

11 (A) Written Waiver – Whenever any written notice is required to be given under the provisions of
12 the articles or these Bylaws, a waiver thereof in writing, signed by the person, persons or duly authorized
13 representative of the Member Organization entitled to the notice, whether before or after the time stated
14 therein, shall be deemed equivalent to the giving of the notice.

15

16 (B) Attendance; Waiver of Notice – Attendance of a person at any meeting shall constitute a
17 waiver of notice of the meeting, except where a person attends a meeting for the express purpose of
18 objecting, at the beginning of the meeting, to the transaction of any business because the meeting was
19 not lawfully called or convened.

20

21 **Section 8.03 – Modification of Proposal Contained in Notice** – Whenever the language of a
22 proposed resolution is included in a written notice of a meeting required to be given under the articles or
23 these Bylaws, the meeting considering the resolution may without further notice adopt it with such
24 clarifying or other amendments as do not materially enlarge its original purpose.

25

26 **Section 8.04 - Conference Telephone Meetings** – One or more persons may participate in a
27 meeting of the Corporation, the Board or a committee of the Board by means of conference telephone or

1 similar communications equipment by means of which all persons participating in the meeting can hear
2 each other. Participation in a meeting pursuant to this Section shall constitute presence in person at the
3 meeting.

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5 **ARTICLE 9 - AMENDMENTS**

6 **Section 9.01 – Amendments** – Any and all provisions of these Bylaws may be altered or
7 repealed and new Bylaws adopted at any Annual Meeting or at a Special Meeting called for that
8 purpose, by a vote of sixty percent (60%) of the entire Board of Directors. The text of any proposed
9 alteration or repeal shall be given in writing by the Secretary to each Director and Member
10 Organization through its Director, President or Secretary at least thirty (30) days before the Annual
11 Meeting or the Special Meeting called for that purpose as herein provided in Article 3 of these
12 Bylaws.

13
14 **ARTICLE X - CONFLICTS OF INTEREST**

15 **Section 10.01 – Disclosure** – Any Director, officer or key employee who has an interest in a
16 contract or other transaction presented to the Board for authorization, approval or ratification shall make a
17 prompt and full disclosure of their interest therein prior to Board action thereon. The disclosure shall
18 include any known relevant and material facts that may be adverse to the Corporation.

19
20 The Board shall determine (by a seventy-five percent (75%) vote of those members present) if a conflict
21 of interest exists or can reasonably be construed to exist. If the Board determines a conflict exists, such
22 conflicted person shall not vote, influence the Board, or participate in Board's discussions or deliberations
23 pertaining to the contract or transaction. The conflicted person, however, may be counted to determine if
24 a quorum is present, may present factual information to the Board, and may respond to direct questions
25 from the Board regarding the contract or transaction.

1 The minutes of the Board meeting shall state if a quorum was present, state that the person disclosed the
2 potential conflict matters to the Board, that the Board determined whether a conflict of interest existed (if
3 the Board found that a conflict of interest exists, that such determination was made by at least seventy-
4 five percent (75%) of those present and able to vote), and that the conflicted person, if any, refrained from
5 participating in Board deliberations and in voting on such matters.

6

7 **Section 10.02 - Conflict of Interest Statement** – Each year at the Corporation’s Annual
8 Meeting, each Director and officer of the Corporation shall file a conflict of interest statement in such form
9 and with such person as may be determined by the Board in its sole discretion.

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12 **ADOPTED by the Board of Directors of Brother, Help Thyself, Inc. at the Special Meeting of the**
13 **Corporation on January 8, 2020**

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Rochelle Williams, Secretary
Brother, Help Thyself, Inc.