

**BYLAWS  
OF  
LULANGILO, INC.**

**ARTICLE 1  
NAME AND LOCATION**

1.1 NAME: The name of this Nonprofit Corporation is **LULANGILO, INC** (hereinafter referred to as “The Corporation.”)

1.2 PRINCIPAL OFFICES: The principal office of the Corporation shall be located such locations as the Board of Directors may determine from time to time.

1.3 EFFECTIVE DATE OF BYLAWS: These Bylaws shall be effective as of the 29<sup>th</sup> day of August 2016

**ARTICLE 2  
DURATION**

The duration of the Corporation shall be perpetual unless otherwise provided for in the Articles of Incorporation.

**ARTICLE 3  
NONPROFIT PURPOSES**

3.1 INCORPORATION OF I.R.C SECTION 501(c)(3) PURPOSES: The Corporation is organized exclusively for one or more of the tax exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall not be organized or operated for profit and no part of the net earnings of the Corporation shall inure to the benefit of any person or entity.

3.2 LIMITATIONS: No part of the net earnings of the Corporation shall inure to any member of the Corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or Officer of the Corporation, nor to any other private persons, excepting solely such reasonable compensation that the Corporation pay for services actually rendered to the Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation; No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities nor permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

**ARTICLE 4**  
**BOARD OF DIRECTORS**

4.1 INITIAL BOARD: The persons listed below shall, upon their acceptance of these Bylaws, serve as the initial directors. The initial directors, who are subject to removal, death, incapacity or resignation, shall serve until the election and qualification of their respective successors as provided by the respective law.

4.2 RESIGNATION: Any director may resign upon giving thirty (30) days advance written notice thereof.

**4.3 DUTIES, POWERS AND COMMITTEES**

(a) The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Corporation, including, but not limited to, keeping all adequately informed activities of the Corporation, and planning and supporting programs and activities consistent with the Corporation's purposes.

(b) The Board of Directors shall appoint officers and appoint committees to assist the Directors in the conduct of the Corporation's affairs.

4.4 MEETINGS: Meetings shall be held at such times regular or irregular intervals of time and at such places as the Board shall fix in advance or as may be called by the President on at least 48 hours advance notice.

4.5 QUORUM: Two Board of Directors shall constitute a quorum for the transaction of business, and all actions of the Board of Directors shall be determined by consensus, or if a consensus cannot be achieved, by a majority vote of those voting. AMENDMENT PENDING FINAL VOTE: The President and two (2) board members will constitute a quorum to hold a board meeting.

4.6 VACANCIES: Any vacancy in the Board of Directors (whether created by resignation, removal, death or incapacity or by increase in the number of members) may be filled by a majority vote of the remaining directors, at any meeting of the Board of Directors. AMENDMENT PENDING FINAL VOTE to be combined with 4.2

4.7 REMOVAL OF DIRECTORS: Any director may be removed from office by a majority vote of the remaining Directors at any meeting at which notice of removal has been given as hereinafter provided, with or without cause. Any director proposed to be removed shall be entitled to at least ten (10) days advance written notice, with confirmation of receipt thereof, of the proposed removal and of the meeting time and place at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

4.8 CHAIR: At all meetings of the Board of Directors, the President or Vice-President, or in their absence, a chair chosen by the directors present shall preside.

4.9 COMPENSATION: A Director or Officer may receive a salary for his or her services, as determined by the Board of Directors except that the Director or Officer who is to receive this

salary may not vote in determining the salary to be received. The salary must be reasonable and at fair market value or below fair market value for services rendered.

4:10 NUMBER OF DIRECTORS: This Corporation shall have at least three (3) members of the Board of Directors.

## **ARTICLE 5 OFFICERS**

### 5.1 POSITIONS, ELECTION AND TERM OF OFFICE

(a) The officers of the Corporation shall consist of a President, a Secretary, a Treasurer and such other officers with such powers and duties not inconsistent with these Bylaws as may be determined by the Board of Directors.

(b) Officers of the Corporation shall be elected by the Board of Directors.

(c) Each officer shall, subject to removal, resignation, death or incapacity, serve for such term, if any, as is specified by the Board of Directors and until his or her successor shall have been elected and qualified.

5.2 VACANCIES: A vacancy in any office shall be filled for the remaining term by the Board of Directors at any meeting of the Board.

5.3 PRESIDENT: The President shall be the chief executive officer of the Board of Directors, shall have general charge of the business, affairs and property of the Corporation in its day to day operation, and shall do and perform such other duties as may be assigned to him or her by the Board of Directors, and shall be an ex-officio member of all committees.

5.4 VICE-PRESIDENT: If elected, during the absence or disability of the President, the Vice-President shall exercise all the functions of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. If the office of the President should become vacant, the Vice-President shall assume such office for the un-expired term if any is specified. The Vice-President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

5.5 SECRETARY: The Secretary shall:

(a) Keep or cause to be kept a book of minutes of all the meetings of members and of the Board of Directors and of the Executive Committee, if any;

(b) Cause all notices to be duly given in accordance with the law and the provisions of the Bylaws;

(c) In general, perform all duties incident to the office of Secretary.

5.6 TREASURER: The Treasurer shall:

(a) Have charge of and supervision over and be responsible for the funds, securities, negotiable instruments, receipts and disbursements of the Corporation;

(b) Keep, or cause to be kept, all the books of account of all the business and transactions of the Corporation in accordance with generally accepted accounting principles;

(c) Render to the President, or the Board of Directors, and to the members, whenever requested, a statement of the financial condition of the Corporation and of all his or her transactions as Treasurer.

(d) In general, perform all duties incident to the office of the Treasurer.

5.7 REMOVAL OF OFFICERS: Any officer may be removed from office by a majority vote of the Board of Directors, at any meeting which notice of removal has been given as hereinafter provided, with or without cause. Any such officer proposed to be removed shall be entitled to at least ten days written notice with confirmation of receipt of the proposed removal and of the meeting time and place at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting, but even if a member of the Board, shall not be entitled to vote.

5.8 LIMITATIONS OF OFFICERS: No officer of the Corporation shall incur any obligation or withdraw any funds or transfer any asset except in the ordinary course of his or her duties and subject to the limitations thereon as may be imposed thereon by the Board of Directors. In any event, unless the Board expressly authorizes no obligation shall be incurred or withdrawal made or asset transferred except on the signature of the President or Vice President and the signature of the Secretary or Assistant Secretary. At the discretion of the Board, any officer may be required to post a bond for the faithful discharge of his or her duties in such a sum and with surety as the Board of Directors determine, the expense of such bonding to be paid by the Corporation.

## **ARTICLE 6 COMMITTEES**

6.1 APPOINTMENT: The Board of Directors may appoint any committees, for any purposes and duration that it deems necessary.

## **ARTICLE 7 AMMENDMENTS**

The Board of Directors shall have the power to amend or alter the Bylaws by an affirmative vote of all the Board of Directors, at any regular or special meeting called for that purpose.

## **ARTICLE 8 INDEMNIFICATION**

The Corporation shall indemnify to the fullest extent permitted by law its officers, directors, employees agents and other representatives against any loss, liability, cost or expense including attorneys fees in any way arising out of any act or omission taken or omitted in good faith belief that such an act or omission was lawful and furtherance of the Corporation's purposes.

## **ARTICLE 9 DISSOLUTION**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, or religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE 10  
MISCELLANEOUS**

10:1 BANK ACCOUNT: The funds of the Corporation shall be deposited or kept with a bank or trust company selected by the Board of Directors.

10:2 ACCOUNTING YEAR: The ending month of the accounting year of the Corporation shall be the month of December or such other month as the Board of Directors shall determine.

10:3 USE OF CORPORATION NAME: No Director of this Corporation shall use the name of the organization for the endorsement or sponsorship of any individual or any issue, event, or organization without the express approval of the Board of Directors.

10:4 PREEMPTION CLAUSE: In the event there is any contradiction between these Bylaws and the applicable laws of any state or the applicable laws of the Federal government, the applicable laws of the respective state or Federal government shall preempt these Bylaws.

ADOPTED AS OF THE DAY FIRST WRITTEN ABOVE.

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Initial Director, Robyn Relph

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Initial Director, Robert Taylor

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Initial Director, Maura Snyder

These Bylaws had proposed amendments on 12-08-2018  
Please see Board meeting notes from this date to view ammendments – PENDING FINAL  
BOARD VOTE