

BYLAWS
OF
THE FOSTERED GIFT
A Tennessee Non-Profit Corporation

ARTICLE I
Definitions

Section 1.01 NAME. The name of the corporation shall be THE FOSTERED GIFT.

Section 1.02 BOARD. The title “board” shall mean the board members of The Fostered Gift corporation and the Executive Committee members combined.

Section 1.03 EXECUTIVE COMMITTEE. The “Executive Committee” shall mean the officers of the corporation.

ARTICLE II
Corporate Purpose

Section 2.01 NON-PROFIT PURPOSE. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.02 SPECIFIC PURPOSE. The Fostered Gift identifies the gaps that occur when a child, birth up to eighteen, experiences a crisis that prevents them from returning to their natural home and offers comfort, encouragement, resources, necessities, and support to that child to help bridge that gap, remove barriers to success, and ease the trauma of the transition. The specific objectives of this corporation shall be:

- a. to provide wanted and needed items to a child under the age of eighteen who has been removed from his/her natural home or is unable to return home due to crisis.
- b. to provide comfort to a child during the transition of placement while that child waits for a plan.
- c. to educate the community on the emotional impact of these transitions on a child.
- d. to give the community opportunities to support children in these transitions through giving while maintaining the child’s confidentiality.

- e. to act as a bridge of support in the gap that exists between removal from the natural home and foster care placement, between a child moving from the foster care system to independence, a child reentering the foster care system, and for a child who cannot return home due to crisis and is waiting for a resolution.

Section 2.03 DISSOLUTION. In the event of dissolution, the residual assets of the organization shall be turned over to one or more organizations that themselves are recognized as exempt under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purpose.

ARTICLE III Membership

Section 3.01 MEMBERSHIP. The membership of the corporation shall consist of the members of the board.

ARTICLE IV Officers

Section 4.01 OFFICER POSITIONS. The officers of this board shall be the president, vice president, secretary, and treasurer. All officers must have the status of active members of the board.

Section 4.02 PRESIDENT. The president shall preside at all meetings of the membership. The president shall also:

- a. preside at all meetings of the Executive Committee and other meetings of the board.
- b. maintain general and active management of the business of the advisory council and communicate any resolutions of the board to the advisory council.
- c. maintain general oversight of all other offices of this corporation and implement coverage for the duties of these positions during times of vacancy or absence.
- d. submit a report of the operations of the program for the fiscal year for the annual meeting.
- e. be ex-officio member of all standing committees.
- f. appoint all chairs of committees.
- g. be a voting member of the board and count for a quorum. The president may abstain from the vote for the sake of impartiality or hold vote until all other votes are cast if it is suspected the president may have to make or break a tie.

Section 4.03 VICE PRESIDENT. The vice president shall be vested with all the powers and shall perform all the duties of the president during the absence of the latter. The vice president shall also:

- a. chair the Development Committee and such other duties as may, from time to time, be determined by the board.

Section 4.04 SECRETARY. The secretary shall attend all meetings of the board and the Executive Committee. The secretary shall also:

- a. record all votes and minutes of all proceedings in a book to be kept for that purpose.
- b. assist the president and the administrative director in making the arrangements for the annual meeting.
- c. send notices of all meetings to the members of the board.
- d. perform all official correspondence from the board or designate a proxy to do so.
- e. assist in maintaining records for all board members, directors, corporate staff, advisory council members, committee members, and volunteers of the organization including attendance, disciplinary actions, positions held, and terms served.

Section 4.05 TREASURER. The treasurer shall:

- a. chair the Finance Committee.
- b. provide review and approval/denial of all expenditures of funds raised and donated.
- c. maintain donor records and tax receipts.
- d. file annual paperwork for the state and IRS or designate a proxy to do so.
- e. present a complete and accurate report of the finances raised and spent at each meeting of the board, or at any other time upon request.
- f. prepare end of fiscal year report
- g. work with board members to prepare the budget and monitor implementation.
- h. complete thorough review and inspection of any financial records and transactions during an annual internal audit.

- i. monitor any external audit of the corporation and communicate its findings to the board.

Section 4.06 ELECTION OF OFFICERS. Names for nominations of officers should be submitted in writing to the secretary at the meeting prior to the annual meeting. Nominations may also be received from the floor at the annual meeting. The election shall be held at the annual meeting of the corporation and completed by ballot vote. Those officers elected shall serve a term of three (3) years, commencing immediately after the election. Election to an officer position places that officer automatically on the Executive Committee.

Officers shall be eligible to succeed themselves in their respective offices for two (2) three-year terms or until their successors have been duly elected and qualified. For an officer to remain in their position after reaching term limits requires a two-thirds (2/3) majority ballot vote of the members present and a specification of the length of time the officer shall continue shall be documented within the minutes.

Section 4.07 INTERIM OFFICERS. The board may also specify an interim officer with a two-thirds (2/3) majority ballot vote of members present to serve in either the long-term absence of an officer or in situations during which an elected candidate is not yet available to serve. Interim positions may be considered at a specially called meeting or at the next regular meeting of the board in cases deemed urgent by the Executive Committee.

Section 4.08 REMOVAL OF OFFICER. The removal of an officer will follow the board procedure as directed by Article VI, Section 6.09.

Section 4.09 VACANCIES. The vacancy of an officer's position shall follow the procedures of Article VI, Section 6.04, which reads: "Whenever any vacancy occurs in the board it shall be filled at the next regular meeting of the board by a two-thirds (2/3) majority ballot vote of the remaining members. Vacancies may be created and filled according to specific methods approved by the board, including the use of interim positions."

An officer may request to be removed from office in writing and may remain a board member within the corporation by a two-thirds (2/3) majority ballot vote of members present at the next regular meeting. The approval must document that the member is leaving the office in good standing. A vacancy in an officer's position will be filled for the remainder of the unexpired term.

ARTICLE V

Meetings

Section 5.01 ANNUAL MEETING. An annual meeting of the board shall be held in the month of September of each calendar year. Officers shall be elected at this time.

Section 5.02 REGULAR MEETINGS. The board may provide by resolution the date and time for the holding of regular monthly meetings of the board. Notice of these meetings shall be sent to all members of the board no less than ten (10) days prior to the meeting date.

Section 5.03 SPECIAL MEETINGS. Special meetings of the board may be called by or at the request of the president or any two members of the board. The person or persons authorized to call special meetings of the board may fix any location as the place for holding any special meetings of the board called by them.

Section 5.04 ELECTRONIC MEETINGS. A meeting of the board may be conducted solely by electronic means or remote communications through which all the board members may participate with each other during the meeting, as long as the number participating in the meeting would be sufficient to constitute a quorum. Participation in a meeting by electronic means constitutes presence in person at the meeting.

Section 5.05 NOTICE. Notice of any special meeting of the board shall be given at least two (2) days in advance of the meeting. Notice may be by telephone, email, or electronic methods or by other written notice. Any board member may waive notice of any meeting. The attendance of a board member at any meeting shall constitute a waiver of notice of such meeting, except where a board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

Section 5.06 QUORUM. The presence, in person, of a majority of current members of the board shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the board present at a meeting at which a quorum is present shall be the act of the board, unless the act of a greater number is required by law or by these by-laws.

Section 5.07 CANCELLATION. In the event of an emergency or severe weather, a previously scheduled meeting may be cancelled by unanimous consent of the Executive Committee. All members will be notified by phone, text, or email. The Executive Committee has the authority to set a new meeting date that will hold the same agenda items as previously scheduled. All members must be notified of the new meeting date immediately.

Section 5.08 VOTING. General voting procedures shall include an oral vote at an in-person meeting. Board members that do not provide an oral response at the time of the vote are considered to be an affirmative vote. Unless otherwise specified in these bylaws, votes shall pass with a simple majority of members present. Proxy voting is not allowed. Text voting may be used in response to urgent situations but must include at minimum the vote of every officer of the board to be valid.

ARTICLE VI Board Members

Section 6.01 GENERAL POWERS. The affairs of the corporation shall be managed by its board. The board shall have control of and be responsible for the management of the affairs and property of the corporation.

Section 6.02 NUMBER, TENURE, AND REQUIREMENTS. The number of board members shall consist of no less than three (3) nor more than eleven (11) members and shall include the

following officers: the president, the vice president, the secretary, and the treasurer. All members of the board must be approved by a two-thirds (2/3) majority ballot vote of the members present. No vote on new members of the board shall be held unless a quorum of the board is present. Terms begin immediately upon approval, given that all probationary and training requirements of the organization have been completed prior to vote.

Each member of the board shall be a member of the corporation whose membership dues are paid in full and may hold a position for up to two (2) consecutive three-year terms or until successors are selected and qualified.

Each member of the board shall attend at least nine (9) monthly meetings of the board per year. If a member misses three (3) meetings consecutively, a review must be completed by the Executive Committee to discover cause and the resulting decision regarding continued service shall be documented in the member record.

Each member of the board shall contribute at least fifty dollars (\$50) to the organization annually due prior to the annual meeting. No contribution credit shall be given for in-kind donations. Provided, however, that the \$50 cash requirement for any member who joins after the beginning of the fiscal year for his or her initial term shall be prorated accordingly.

Each potential board member shall execute a written release for a background check, receive a clear background check result, complete a confidentiality agreement, sign a disclosure of conflict-of-interest statement, review and sign a code of ethics form, and complete a board member pledge prior to being voted onto and accepting appointment to the board. Some policies and forms hold an annual completion requirement and must be completed to retain position.

Each board member is expected to follow the specific policies in place for whistleblowing and complaints, conflict of interest, confidentiality, code of ethics, and diversity, equity, and inclusion. The organization is committed to incorporating ethical expectations of conduct and the values of DEI in the governance and operations of this corporation. These values shall be codified in policies to be adopted by the board. Any violation of these policies will be grounds for dismissal per section 6.03.

Section 6.03 FORFEITURE. Any member of the board who fails to fulfill any of his or her requirements as set forth in Section 2 of this article by October 1st must be reviewed by the Executive Committee and may forfeit his or her seat on the board. Should a decision to remove the member from position, the secretary shall notify the board member in writing that his or her seat has been declared vacant due to failure to meet minimum requirements, and the board may immediately proceed to fill the vacancy. Members of the board who are removed for failure to meet any or all the requirements of Section 6.02 of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 6.09 of this article in these by-laws.

Section 6.04 VACANCIES. Whenever any vacancy occurs on the board it shall be filled at the next regular meeting of the board by a two-thirds (2/3) majority ballot vote of the remaining members. Vacancies may be created and filled according to specific methods approved by the board, including the use of interim positions.

Section 6.05 INFORMAL ACTION BY BOARD MEMBERS. Any action required by law to be taken at a meeting of the board, or any action which may be taken at a meeting of the board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the board members following notice of the intended action to all members of the board.

Section 6.06 COMPENSATION. Members of the board shall not receive any compensation for their services.

Section 6.07 CONFIDENTIALITY. Board members shall not discuss or disclose information about the corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the corporations' purposes or can reasonably be expected to benefit the corporation. Disclosure of personal information about a service recipient outside of the members of the board without a legal guardian's written release or consent may be grounds for immediate removal, unless required by mandated reporter laws. Board members shall use discretion and good business judgment in discussing the affairs of the corporation with third parties. Without limiting the foregoing, board members may freely discuss upcoming fundraisers and the purposes and functions of the corporation. This policy applies to all board members, directors, corporate staff, advisory council members, committee members, and volunteers.

Section 6.08 ADVISORY COUNCIL. An advisory council may be created whose members shall be appointed by the members of the board but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the board. Advisory council members may attend said meetings if they choose. Members of the advisory council should possess the desire to serve the community and support the work of the corporation by providing expertise and professional knowledge of best practice. Members of the advisory council shall complete a background check, support, and comply with the Organizational Code of Ethics policy and shall sign a confidentiality agreement consistent therewith upon being appointed to and accepting appointment to the advisory council.

Section 6.09 REMOVAL. Any, officer, member of the board, or member of the advisory council may be removed with or without cause, at any time, by a ballot vote of two-thirds (2/3) majority of the members present if in their judgment the best interest of the corporation would be served thereby. Each member of the board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action setting forth the reasons of the board for removal. No officer or board member shall be removed without opportunity to be heard at the meeting at which motion shall be presented unless removal is a result of a minimum requirements violation review by the Executive Committee. An officer who has been removed as a member of the board shall automatically be removed from office, however, the board may choose to remove an officer from the held office but retain the member on the board.

Members of the board who are removed for failure to meet the minimum requirements in Section 6.02 of this Article are not entitled to the removal procedure outlined in Section 6.09 of this Article.

ARTICLE VII Committees

Section 7.01 COMMITTEE FORMATION. The board may create committees as needed, including regular and ad hoc committees. The board president appoints all committee chairs. Each committee may maintain participants that are not members of the board.

Section 7.02 EXECUTIVE COMMITTEE. The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board in the intervals between meetings of the board and is subject to the direction and control of the full board. Any decisions made within intervals between regular meetings must be presented for the record at the next regular meeting of the board.

Section 7.03 FINANCE COMMITTEE. The treasurer is the chair of the Finance Committee, which should include at least two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be July 1 to June 30. Regular reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Section 7.04 DEVELOPMENT COMMITTEE. The vice president shall be the director of the Development Committee. This committee will create and implement fundraising plans and events for the corporation. All fundraising events and practices should be approved by the board. This committee should report on any ongoing projects at each regular board meeting.

Section 7.05 BYLAWS COMMITTEE. There shall be an annual review of the Bylaws to be completed by an appointed committee and chaired by the Administrative Operations Director or by an Executive Committee officer to address any updates required to remain in compliance with all nonprofit statutes and guidelines. Changes shall follow the revision procedures outlined in Article XII, Section 2.

ARTICLE VIII Corporate Staff

Section 8.01 EXECUTIVE DIRECTOR. The board may hire an executive director who shall serve at the will of the board. The executive director shall have overall supervision of the day-to-day operations of the corporation, and shall direct the day-to-day business, maintain the properties of the corporation, hire, discharge, and recruit volunteers needed to complete services and programs. The executive director shall perform such additional duties as may be directed by the Executive Committee or the board. No Executive Committee member or member of the board may individually instruct the executive director or any other employee. The executive director shall make such reports at the board and Executive Committee meetings as shall be required by the president or the board. The executive director shall be an ad-hoc member of all committees.

The executive director may not be related by blood or marriage to any member of the board. The executive director may be hired at any meeting of the board by a majority vote of members present and shall serve until removed by the board upon an affirmative vote of two-thirds (2/3) of the members present at any meeting of the board. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any executive director, who shall remain an employee terminable at will, as provided in this section.

Section 8.02 APPOINTED DIRECTORS. In the absence of an Executive Director, the Executive Committee may appoint board members or other responsible parties to hold volunteer director positions that handle the responsibilities that would normally be assigned to an executive director. Assignments, duties, and titles will be assigned by the Executive Committee and more than one director title and position can be assigned to a single party, if necessary, in the absence of qualified parties. Appointed directors do not have to be active board members; however, if they are not, they will not retain the right to vote. Any appointed director will be expected to attend board meetings and will be held to the same fiscal responsibility expectations, attendance, conflict of interest, code of ethics, DEI, whistleblower, and confidentiality policies as a board member.

Any and all job descriptions of appointed director positions will be established and approved by the Executive Committee and made available to all representatives of the organization.

**ARTICLE IX
Conflict of Interest**

Section 9.01 PURPOSE. The purpose of the conflict-of-interest policy is to protect this tax-exempt organization's (The Fostered Gift) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 9.02 DEFINITIONS

a. **Interested Person**

Any board member, director, principal officer, and member of a committee, advisory council member, or any other party with voting rights or influence potential over organizational decisions, who has a direct or indirect financial interest, as defined below, is an interested person.

b. **Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,

- ii. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 9.03 PROCEDURES.

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the board members and chairs of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest**
 - i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of

the members present whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

- i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 9.04 RECORDS OF PROCEEDINGS. The minutes of the governing board and all committees with board delegated powers shall contain:

- a. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 9.05 COMPENSATION.

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or

indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 9.06 ANNUAL STATEMENTS. Each board member, director, principal officer, member of a committee, advisory council member, or any other party with voting rights or influence potential over organizational decisions shall initially and annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy.
- b. has read and understands the policy.
- c. has agreed to comply with the policy.
- d. understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 9.07 PERIODIC REVIEWS. To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 9.08 USE OF OUTSIDE EXPERTS. When conducting the periodic reviews as provided for, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE X

Indemnification

Section 10.01 GENERAL. To the full extent authorized under the laws of the state of Tennessee, the corporation shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by

such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the board, or otherwise.

Section 10.02 EXPENSES. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 10.03 INSURANCE. The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE XI Parliamentary Procedure

Section 11.01 PARLIMENTARY AUTHORITY AND PROCEDURE. Any question concerning parliamentary procedure at meetings shall be determined by the president by reference to Robert's Rules of Order, which stands as the parliamentary authority for this body.

ARTICLE XII Amendment of Bylaws

Section 12.01 CHARTER. The charter of this organization may be amended in any manner at any regular or special meeting of the board, provided that specific written notice of the proposed amendment of the Charter setting forth the proposed change to be effected thereby shall be given to each director at least three (3) days in advance of such a meeting if delivered personally, or by e-mail or at least five (5) days if delivered by mail. Any change shall require the affirmative vote of all officers then in office.

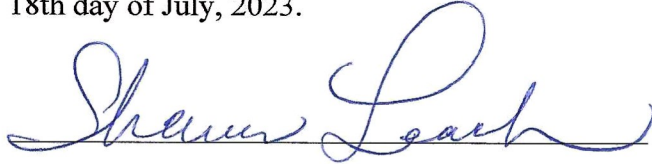
Section 12.02 BYLAWS. The board may amend these bylaws by a two-thirds (2/3) majority vote of members present at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each member within the time and the manner provided for the giving of notice of meetings, which is ten (10) days.

ADOPTION OF BYLAWS

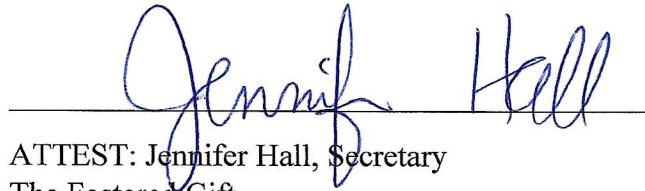
We, the undersigned, are the board or incorporators of this corporation, and we consent to, and hereby do adopt, the foregoing bylaws, consisting of the thirteen (13) preceding pages, as the bylaws of this corporation.

INITIAL ADOPTION AND APPROVAL by the incorporating board of The Fostered Gift on the 14th day of March, 2022.

Revision #1 of Bylaws ADOPTED AND APPROVED by the board of The Fostered Gift on this 18th day of July, 2023.

A handwritten signature in blue ink that reads "Shannon Leach". The signature is written in a cursive style and is positioned above a horizontal line.

Shannon Leach, President
The Fostered Gift

A handwritten signature in blue ink that reads "Jennifer Hall". The signature is written in a cursive style and is positioned above a horizontal line.

ATTEST: Jennifer Hall, Secretary
The Fostered Gift