

Bylaws Of
THE CHANGEMAKER FOUNDATION
An Arizona Non-Profit Corporation

The Changemaker Foundation mission is to inspire good citizenship, promote leadership, and through knowledge, resources, and determination, mobilize individuals and organizations as a force for change.

The Changemaker Foundation will promote and conduct campaigns for contributions and humanitarian purposes that primarily focus on changing the odds of success in favor of vulnerable, oppressed, underrepresented, and or undercounted populations.

ARTICLE I

OFFICES AND PURPOSE

1. KNOWN PLACE OF BUSINESS

The principal business address of the corporation shall be:
55 N Park Ave, Unit 3402, Tucson, Arizona, 85719

2. OFFICES

The corporation may maintain offices at such place or places, within or outside of the State of Arizona, as may be designated from time to time by the Board of Directors and the business of the corporation may be transacted at such other offices with the same effect as that conducted at the principal office.

3. PURPOSE

This corporation is an Arizona nonprofit corporation and an exempt organization pursuant to Internal Revenue Code 501 (c)(3). The Changemaker Foundation mission is to inspire good citizenship, promote leadership, and through knowledge, resources, and determination, mobilize individuals and organizations as a force for change.

The Changemaker Foundation will promote and conduct campaigns for contributions and humanitarian purposes that primarily focus on changing the odds of success in favor of vulnerable, oppressed, underrepresented, and or undercounted populations, such as but not limited to the following communities:

- Black, Indigenous, and People of Color
- Women and Girls
- Children and Youth
- People with Disabilities
- People of Differing Sexual Orientation
- Immigrants, Refugees, and Migrants
- Victims of Human Trafficking
- People of Low Socioeconomic, Unemployed, and/or Homeless Status

ARTICLE II

DIRECTORS

1. NUMBER

The number of directors which shall constitute the whole board shall be no less than three (3) Directors and no more than nine (9).

2. VACANCIES

Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by the affirmative vote of a majority of the remaining directors then in office, though not less than a quorum or by a sole remaining director. The

directors so chosen shall hold office until the next annual election and until their successors are duly elected and qualified, unless sooner displaced.

3. DIVERSITY AND INCLUSION

The Changemaker Foundation Board shall actively seek board members of all ethnicities, religions, sexes, identities, ages and backgrounds. The board will promote diversity and inclusion in all opportunities, and all programs or activities it hosts, plans or manages.

4. POWERS

The business and affairs of the corporation shall be managed by its Board of Directors, which may exercise all such powers of the corporation and do all such lawful acts as are permitted and limited by statute, the Article of Incorporation and these bylaws.

5. ANNUAL MEETINGS

The annual meeting of the Board of Directors shall be held at a time and place designated by the Board, with notice to existing Board members at least 30 days in advance of the meeting date, for the purpose of electing directors and officers and such other business as may come before the meeting.

6. REGULAR PUBLIC MEETINGS

Regular public meetings of the Board of Directors must be held with notice to the public at such time and at such place as shall be determined by the Board.

7. SPECIAL MEETINGS

Special meetings of the Board may be called by the President and must be called by the Secretary upon e-mail request of at least one-third of the members of the Board. Such meetings shall be called upon no less than one (1) days' notice to each director either in-person, by email or by telephone.

8. QUORUM

A majority of the membership of the Board of Directors shall constitute a quorum and the concurrence of a majority of those present shall be sufficient to conduct the business of the Board, except as may be otherwise specifically provided by statute or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Board of Directors, the Directors then present may adjourn the meeting to another time or place with notice of an announcement at the meeting and by email to all Directors.

9. ACTION WITHOUT MEETING; WAIVER OF NOTICE

Unless otherwise restricted by the Articles of Incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a majority of all members of the Board or committee, as the case may be, consent thereto in writing (which may include email) and the motion and its results are recorded in the minutes of proceedings of the Board or committee. The following actions may not be taken in this manner without a meeting: amendment of any by-laws, removal of officers, removal of Directors of the Board or the addition of new members to the Board.

10. COMPENSATION

The Directors shall serve without compensation. However, any director may, in the discretion of the Board, receive reimbursement for reasonable expenses incurred in the performance of their duties. However, board members must seek prior board approval before transactions are paid.

11. RESIGNATIONS

Any director may resign at any time by written notice delivered to the corporation. Such resignation shall be effective on the date specified therein or immediately upon receipt by the Secretary or President of the corporation if no date is specified.

12. REMOVAL

Any Director may be removed from office by the votes of two-thirds of the total Board of Directors present at a regular meeting or special meeting called for that purpose, provided a quorum is present.

13. EXTENSIONS

Extensions shall be defined as a Committee, Council, Coalition, and or program. The Board of Directors may appoint extensions of the board from time to time, which shall report to the Board of Directors at each public board meeting with a written report. Such extensions shall serve at the pleasure of the Board of Directors. Each extension shall have a chairperson, who must be a member of the Board. Each committee may have one or more additional members, who may be selected by the Board of Directors or whose selection and maximum number, may be delegated to the Chairperson at the Board's discretion. Extensions, their members and chairpersons, may be discharged by the Board of Directors at any time.

ARTICLE III
OFFICERS

1. DESIGNATION OF TITLES

The officers of the corporation shall be appointed by the Board of Directors each year at its annual meeting and shall be a President, a Vice President, a Secretary, and a Treasurer. The Board of Directors may also appoint additional vice presidents, assistant Secretaries and assistant Treasurers, as the Board deems necessary or advisable. The officers shall serve at the pleasure of the Board of Directors.

2. SALARIES

The officers, other than the Executive Director, shall not be entitled to receive a salary. However, any officer shall be reimbursed for any expenses incurred which the Board of Directors determines were ordinary and necessary and, are a reasonable amount.

3. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors at any time.

4. PRESIDENT & CEO

The President shall preside at all meetings of the Board of Directors. They shall sign or delegate authority to sign all deeds and conveyances, all contracts and agreements and all other instruments requiring execution on behalf of the corporation. They shall act as operating and directing head of the corporation, subject to policies established by the Board of Directors. The President may hold or assume the duties of more than one office.

5. VICE PRESIDENTS

There may be as many vice presidents as shall be determined by the Board of Directors from time to time and they shall perform such duties as from time to time may be assigned to them. Any one of the vice presidents, as authorized by the Board, shall have all the powers and perform all the duties of the President in case of the temporary absence of the President or in case of their temporary inability to act. In case of the permanent absence or inability of the President to act, the office shall be declared vacant by the Board of Directors and a successor will be chosen by the Board.

6. SECRETARY

The Secretary shall see that the minutes of all meetings of the Board of Directors and of any standing committees are kept. They shall give or cause to be given required notices of all meetings of the Board of Directors. They shall have charge of all the books and records of the corporation except the books of account and in general shall perform all the duties incident to the office of secretary of a corporation and such other duties as may be assigned to them.

7. TREASURER

The Treasurer shall have general custody of all the funds and securities of the corporation except such as may be required by law to be deposited with any state official. They shall see to the deposit of the funds of the corporation in such bank or banks as the Board of Directors may designate. Regular books of account shall be kept under their direction and supervision and they shall render financial statements to the President and to the directors at proper times. The Treasurer shall have charge of the preparation and filing of such reports, financial statements and returns as may be required by law. They shall give to the corporation such fidelity bond as may be required and the premium therefore shall be paid by the corporation as an operating expense.

ARTICLE IV
MEMBERSHIP

1. The Board of Directors may establish a membership and membership qualification and policies. Members will be entitled to one vote per public meeting including Annual Election Meeting. Members must be present at meeting to cast vote.
2. Votes are not cumulative. Members may vote on issues motioned by the board, may not make motions of their own.

ARTICLE V CONFLICTS OF INTEREST

1. No Director of the Board, employee or representative of the 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 (or the corresponding provision of any future United States Internal Revenue Law) and the corresponding Arizona Revised Statutes.
2. A conflict of interest is defined as an actual or perceived interest by a staff or Director in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain. Directors are obligated to always act in the best interest of the organization. This obligation requires that any Director, in the performance of organizational duties, seek only the furtherance of the organization mission. At all times, Directors are prohibited from using their title or the organization's name or property, for private profit or benefit.
3. Directors should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors. This is not intended to preclude bona-fide organization fundraising activities.
4. No Director shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to their knowledge, any of the following has a financial interest in that purchase or contract: the Director themselves, any member of their family (including spouse, partner or significant other), an organization in which any of the above is an officer, director or employee, or a person or organization with whom any of the above individuals is negotiating with or has an arrangement concerning prospective employment.
5. 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 or committees with governing board-delegated powers considering the proposed transaction or arrangement.

ARTICLE IX DISCRIMINATION

1. In exercising or fulfilling its educational functions, the Corporation shall not practice or permit discrimination on the basis of race, color, religion, sex, sexual orientation, gender identity or expression, age, disability, marital status, citizenship, national origin, genetic information, or any other characteristic protected by law. The Changemaker Foundation prohibits any such discrimination or harassment.

ARTICLE XII

DOCUMENT RETENTION POLICY

1. The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of The Changemaker Foundation records.
2. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated.
3. From time to time, The Changemaker Foundation may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.
4. Exception for Litigation Relevant Documents. The Changemaker Foundation expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or The Changemaker Foundation informs you, that corporate records are relevant to litigation, or potential litigation, then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.
5. Minimum Retention Periods for Specific Categories include:
 - a. Corporate Documents
Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.
 - b. Tax Records
Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.
 - c. Employment Records/Personnel Records
State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel

files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

d. Board and Board Committee Materials

Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the corporation.

e. Press Releases/Public Filings

The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

f. Legal Files

Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

g. Marketing and Sales Documents

The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

h. Development/Intellectual Property and Trade Secrets

Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

- derives independent economic value from secrecy of the information; and
- has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

i. Contracts

Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three

years beyond the life of the agreement, and longer in the case of publicly filed contracts.

j. Correspondence

Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

k. Banking and Accounting

Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

l. Insurance

Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

m. Audit Records

External audit reports should be kept permanently. Internal audit reports should be kept for three years.

n. Electronic Mail

E-mail that needs to be saved should be either printed in hard copy and kept in the appropriate file; or downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XII

TRANSPARENCY AND ACCOUNTABILITY

1. Disclosure of financial information with the general public shall include making full and accurate information about our mission, activities, finances, and governance publicly available. The Changemaker Foundation practices and encourages transparency and accountability to the general public.
2. The policy to disclose such information shall include the following:
 - indicate which documents and materials produced by the corporation are presumptively open to staff and/or the public
 - indicate which documents and materials produced by the corporation are presumptively closed to staff and/or the public
 - specify the procedures whereby the open/closed status of documents and materials can be altered.
3. The details of this policy are as follow:

- a. Financial and IRS documents
The Changemaker Foundation shall provide its Internal Revenue forms 990, 990-T, 1023 and 5227, bylaws, conflict of interest policy, and financial statements to the general public for inspection free of charge.
 - b. Means and Conditions of Disclosure
The Changemaker Foundation shall make available the aforementioned documents on its internet website to be viewed and inspected by the general public.
 - The documents shall be posted in a format that allows an individual using the Internet to access, download, view and print them in a manner that exactly reproduces the image of the original document filed with the IRS (except information exempt from public disclosure requirements, such as contributor lists).
 - The website shall clearly inform readers that the document is available and provide instructions for downloading it.
 - c. The Changemaker Foundation shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
 - d. The Changemaker Foundation shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.
 - e. 11.04 IRS Annual Information Returns
The Changemaker Foundation shall submit the Form 990 to its board of directors prior to the filing of the Form 990. While neither the approval of the Form 990 or a review of the 990 is required under Federal law, the corporation's Form 990 shall be made available to each member of the board of director's at least 10 days before the Form 990 is filed with the IRS.
4. Deliberations amongst the board shall be open to the public except where the board passes a motion to make any specific portion confidential. In addition, board minutes shall be open to the public once accepted by the board, except where the board passes a motion to make any specific portion confidential. All papers and materials considered by the board shall be open to the public following the meeting at which they are considered, except where the board passes a motion to make any specific paper or material confidential.
 5. Staff records shall be available for consultation by the staff member concerned or by their legal representatives. No staff records shall be made available to any person outside the corporation except the authorized governmental agencies. Within the corporation, staff records shall be made available only to those persons with managerial or personnel

responsibilities for that staff member, except that Staff records shall be made available to the board when requested.

6. Donor records shall be available for consultation by the members and donors concerned or by their legal representatives. No donor records shall be made available to any other person outside the corporation except the authorized governmental agencies. Within the corporation, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with those donors, except that; donor records shall be made available to the board when requested.

ARTICLE VI

REPEAL, ALTERATION OR AMENDMENT

1. These articles may be amended or repealed, in whole or in part, by a majority of the Directors present at a regular or special meeting unless the act of a greater number is required by law.

ARTICLE VII

INDEMNIFICATION

1. Each director and officer of the corporation now or hereafter serving as such shall be indemnified by the corporation against any and all claims and liabilities to which he/she has or may become subject by reason of serving or having served as such director of office or by reason of any action alleged to have been taken, omitted or neglected as such director or officer and the corporation shall reimburse each such person for all legal expenses reasonably incurred in connection with any such claim or liability or wrong payments made by him or her in satisfaction of such claim or claims, either by compromise or in satisfaction of a judgment. No such person shall be indemnified against or be reimbursed for any expense or payments incurred in connection with any claim or liability established to have arisen out of his/her own willful misconduct or gross negligence.
2. The right of indemnification hereinabove provided for shall not be exclusive of any right to which any director or officer of the corporation may otherwise be entitled by law.

IN WITNESS WHEREOF,
the undersigned has executed these
Bylaws of the Corporation this 1st day of September 2020



Rocque Anthony Perez II
President, The Changemaker Foundation