

Adoption Date: 11/1/13

The UeducateU Inc. By-Laws

ARTICLE I ORGANIZATION

1. The name of the organization shall be UeducateU Inc.
2. The organization shall have a seal, which shall be in the following form: (Company seal is currently a work in progress that will be implemented in the near future).
3. The organization may at its pleasure only by approval of William Henderson, the original incorporator, change the name of the Organization. Upon William Henderson's approval the decision process of the name change will fall upon the board of directors. If William Henderson is not alive or able to give approval of the name change then the power of approval default's to the board of directors of this organization. Whoever from the above list has the power of approval has the right to deny a name change of this organization if they see fit for the best interest of the organization.

ARTICLE II PURPOSES

1. This company is exclusively organized for and limited to the purposes described under section 501(c)(3) of the Internal Revenue Code. Those purposes are charitable, religious, educational, scientific, literary, testing for public safety, fostering national or international amateur sports competition, and preventing cruelty to children or animals.

ARTICLE III MEMBERSHIP

1. Membership in this organization shall consist of the board of directors and the original Incorporator. The companies' founder and incorporator shall have a lifetime membership that shall not expire unless they so choose to give up membership.

ARTICLE IV MEETINGS

1. The annual membership meeting of this organization shall be held on the **4th day of January** each and every year except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws. The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book in this organization a notice telling the time and place of such annual meeting.
2. **Regular meetings** of this organization shall be held at 1910 Bedinger Ct., in Lexington, Kentucky on the **2nd Tuesday of Every Month at 6pm.**
3. The presence of not less than $\frac{3}{5}$ (60%) percent of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than 1 week from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.
4. The president may call special meetings of this organization when he deems it for the best interest of the organization. Notices of such meeting shall be sent to all members. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of over $\frac{1}{2}$ (50%) percent of the members of the Board of Directors, the president or the original incorporator shall cause a special meeting to be called but such request must be made in writing at least one (1) day before the requested scheduled date. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE V VOTING

1. At all meetings, except for the election of officers and directors, all votes shall be by voice. For

election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

2. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.
3. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three whom shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.
4. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE VI ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

ARTICLE VII BOARD OF DIRECTORS

1. The business of this organization shall be managed by a Board of Directors consisting of 3 members, together with the officers of this organization. At least 2 of the directors elected shall be a resident of the State of Kentucky and a citizen of the United States. There will be reserved spots to add 6 directors to the board at the discretion of the original incorporator.
2. The original incorporator has the privilege of lifetime voting memberships on the board of the directors as a director unless they so choose to relinquish their membership. The directors to be chosen for the ensuing year shall be appointed by the original incorporator at the annual meeting of this organization in the same manner and style as the officers of this organization any director that does not have lifetime membership privileges shall serve for a term of 1 year.
3. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.
4. A majority of the board members shall constitute a quorum and the meetings of the Board of Directors shall be held regularly at 1910 Bedinger Ct., in Lexington, Kentucky on the 2nd Tuesday of Every Month at 7pm.
5. Each director shall have one vote, which can be utilized through proxy at the discretion of the original incorporator.
6. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
7. Vacancies in the Board of Directors shall be filled by appointment by the original incorporator.
8. The President of the organization by virtue of his office shall be Chairman of the Board of Directors.
9. The Board of Directors shall select from one of their members a secretary.
10. A director may be removed when sufficient cause exists for such removal.
11. The Board of Directors may entertain charges against any director if necessary. A director may be

represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing, as it may in its discretion consider necessary for the best interests of the organization.

12. Directors will work without pay but shall be reimbursed for a reasonable amount of expenses incurred while conducting business as the board of directors deems necessary. Director pay may be implemented if the board of directors deems it necessary.

ARTICLE VIII OFFICERS

1. The initial officers of the organization shall be as follows:
President:
Vice President:
Secretary:
Treasurer:
2. The President shall preside at all membership meetings. He shall by virtue of his office be Chairman of the Board of Directors. He shall present at each annual meeting of the organization an annual report of the work of the organization. He shall appoint all committees, temporary or permanent. He shall see all books; reports and certificates required by law are properly kept or filed. He shall be one of the officers who may sign the checks or drafts of the organization. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
3. The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.
4. The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his duty to file any certificate required by any statute, federal or state. He/she shall give and serve all notices to members of this organization. He/she shall be the official custodian of the records and seal of this organization. He/she may be one of the officers required to sign the checks and drafts of the organization. He/she shall present to the membership at any meetings any communication addressed to him as Secretary of the organization. He/she shall submit to the Board of Directors any communications, which shall be addressed to him as Secretary of the organization. He/she shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.
5. The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. The balance of the funds of the organization shall be deposited in a bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state. He must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He shall exercise all duties incident to the office of Treasurer.
6. Officers shall by virtue of their office be members of the Board of Directors.

ARTICLE IX SALARIES

1. The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE X COMMITTEES

1. The Board of Directors shall appoint all committees of this organization and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.
2. The permanent committees shall be: NONE AT THIS TIME

ARTICLE XI DUES

1. The dues of this organization shall be \$0 per annum and shall be payable on JAN. 4TH.

ARTICLE XII AMENDMENTS

1. These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than ½ (50%) percent of the members.
2. No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE XIII CONFLICT OF INTEREST POLICY**Section I****Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) 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 II**Definitions****1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

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

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the

Organization 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. Under Section III, Item 2, 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 III**Procedures****1. 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 directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. 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.

3. Procedures for Addressing the Conflict of Interest

- a. 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.
- b. 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.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization 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.
- d. 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 disinterested directors whether the transaction or arrangement is in the Organization'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.

4. Violations of the Conflicts of Interest Policy

a. 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.

b. 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 IV**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 V**Compensation**

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization 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 Organization 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 Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section VI**Annual Statements**

Each director, principal officer and member of a committee with governing board-delegated powers shall 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, and

d. Understands the Organization 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 VII**Periodic Reviews**

To ensure the Organization 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 Organization'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 VIII**Use of Outside Experts**

When conducting the periodic reviews as provided for in Section VII, the Organization 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.