

**BYLAWS**  
**#100GirlsLeading, Inc.**  
**P.O. Box 461,**  
**Bridgeport, CT 06604**  
**EIN 84-4191153**

**Article 1**  
**IDENTIFICATION**

The Corporation shall be known as **100 Girls Leading, Inc.**, hereinafter referred to as **"#100GirlsLeading" and or "100GL."**

**Article 2**  
**SCOPE**

These Bylaws are designed to govern the affairs of **#100GirlsLeading, Inc.**

**Article 3**  
**OFFICES**

Principal Office: The principal office of the corporation is located in **Bridgeport, Fairfield County**, State of Connecticut. However, the corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

**Article 4**  
**NON-PROFIT PURPOSES**

IRC Section 501(c)(3) Purposes: Said organization 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.

Specific Objectives and Purposes: The purpose for which the Corporation is formed is to provide **access to mentoring programs to underserved girls ages 9-18 to empower them to lead locally and globally. THIS IS THE SAME PHRASE AS USED IN THE ARTICLES OF INCORPORATION.**

**Article 5**  
**DIRECTORS**

Number: The Corporation shall have a **minimum of three (3) directors** and collectively they shall be known as the Board of Directors.

Powers: Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws, relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

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Duties: The duties of the Directors shall be as follows:

- Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- Appoint and remove, employ, supervise, and discharge, prescribe the duties and fix the compensation, if any of all officers, agents and employees of the corporation; and
- Meet at such times and places as required by these Bylaws.

Term of Office: Each director shall hold office for a period of at least **three years** and/or until his or her successor is elected and qualifies, or until he/she is re-elected or resigns.

Compensation: Directors shall serve without compensation.

Regular Meetings: Regular meetings of Directors shall be held at least **monthly** at 581 Waterview Avenue, Bridgeport, State of Connecticut on the second Saturday of each month and at a time determined and agreed upon. Fiscal year starting January 1 of said year until December 31st of said year.

Quorum for Meetings: A quorum shall consist of all of the Directors, as long as there are three directors. A quorum shall consist of the majority of the Directors, when there are more than three directors whether in-person or technology via phone or video conference. With Skype, all basic requirements are included. If the President is not there, either the Vice President or Secretary must be there to host a meeting.

Majority Action as Board Action: Every act or decision done or made by a majority of the Directors present at a meeting, is the act of the Board of Directors, as long as the directors present at a meeting consist of a quorum as stated in these Bylaws, unless the Articles of Incorporation, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Non-Liability of Directors: The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Indemnification by Corporation of Directors and Officers: The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

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### OFFICERS

Designation of Officers: The officers of the corporation shall be at least a Chief Executive Officer (CEO), a Secretary or administrative support person and a financial person. The corporation may also have a Chair of the Board, a Vice Chair of the Board, a Secretary of the Board, a Treasurer of the Board, and other such officers as may be determined from time to time by the Board of Directors.

Qualifications: Qualification of any person serving as an officer shall be at least, good standing in the community and age of 18 and older.

Election and Term of Office: the Board of Directors shall elect Officers at any time, and each officer shall hold office until he or she resigns or is removed.

Removal and Resignation: The Board of Directors may remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the CEO of the corporation.

Duties of Officers: Duties of the officers shall be specified by the CEO and Board of Directors.

## Article 7

### COMPENSATION

Compensation: ***A Conflict of Interest Policy***, is attached to these bylaws, and will be accepted and adopted at the same time of the adoption of the bylaws for this corporation. The Policy shall fix the salaries and/or compensation, if any, of the officers. 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 appropriating governing board or committee decides that a conflict of interest exists.

## Article 8

### COMMITTEES

Committees: The Corporation shall have committees, as may from time to time, be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Meetings and Action of Committees: Meetings and action of committees shall be governed by and held in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors.

## Article 9

### CORPORATE RECORDS

Maintenance of Corporate Records: The Corporation shall keep at its principal office: ●

Minutes of all meetings of directors and committees of the Board;

● A conformed copy of the corporation's Articles of Incorporation and Bylaws;

- Adequate and correct books and records of its corporate bank account(s); •
- Copies of all correspondence and filings with the IRS.

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**Article 10**  
**IRC 501(c)(3) TAX EXEMPTION PROVISIONS**

Limitation on Activities: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Prohibition Against Private Inurement: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Distribution of Assets:

Upon the dissolution or the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Article 11**  
**AMENDMENT OF BYLAWS**

Amendment: These bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

**Article 12  
CONSTRUCTION AND TERMS**

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If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.  
Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

**Adoption of Bylaws**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 4 (four) preceding pages, as the Bylaws of this corporation, on this \_\_\_ day of \_\_\_\_\_, 2021.

Board of Director \_\_\_\_\_ Signature  
Board of Director Name (Printed) \_\_\_\_\_

Board of Director \_\_\_\_\_ Signature  
Board of Director Name (Printed) \_\_\_\_\_

Board of Director \_\_\_\_\_ Signature  
Board of Director Name (Printed) \_\_\_\_\_

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Board of Director \_\_\_\_\_ Signature  
Board of Director Name (Printed) \_\_\_\_\_

