

THE CORINA MAE FOUNDATION

A Nonprofit Corporation Organized in the State of Alabama

ARTICLE I – NAME & PURPOSE

Section 1. Name

The name of the corporation is **The Corina Mae Foundation** ("the Foundation").

Section 2. Purpose (IRS-Optimized)

The Foundation is organized exclusively for charitable, educational, and community-benefit purposes within the meaning of **Section 501(c)(3)** of the Internal Revenue Code. No part of the net earnings shall inure to the benefit of any private individual. The Foundation shall not carry on activities not permitted to organizations exempt under Section 501(c)(3).

The Foundation's purposes include, but are not limited to:

- Advancing disability inclusion and accessibility
 - Supporting individuals with disabilities and their families
 - Providing community education and outreach
 - Conducting charitable programs that benefit the public
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ARTICLE II – SOLE MEMBER

Section 1. Sole Voting Member

The Foundation shall have **one voting member**, Noah Roberts ("the Member").

Section 2. Member Powers

The Member has exclusive authority to:

- Appoint and remove directors
- Approve amendments to the bylaws and Articles of Incorporation
- Approve dissolution of the Foundation
- Approve mergers, consolidations, or major structural changes

No action listed above is valid without the Member's approval.

Section 3. Member Actions

The Member may act **with or without a meeting**. All actions shall be documented in writing.

ARTICLE III – BOARD OF DIRECTORS

Section 1. Authority

The Board of Directors ("the Board") governs the Foundation, subject to the authority of the Member.

Section 2. Number of Directors

The Board shall consist of **three (3) to seven (7)** directors.

Section 3. Appointment & Removal

All directors are appointed and removed **exclusively by the Member**.

Section 4. Vacancies

Vacancies shall be filled by the Member.

Section 5. Powers & Duties

The Board shall:

- Oversee finances
- Adopt policies
- Supervise the Executive Director (if applicable)
- Ensure legal compliance
- Support the mission

The Board **may not** amend bylaws, appoint directors, remove directors, or alter the Member's authority.

Section 6. IRS Board Independence Clause

A majority of the Board shall be **independent**, meaning they:

- Are not compensated by the Foundation (except as permitted under Article IV)
- Have no financial interest in transactions with the Foundation
- Are not related to compensated individuals

Section 7. Director Compensation (New Clause)

Directors may receive **reasonable compensation** for services rendered to the Foundation, provided that:

1. The director has served at least **one (1) year** on the Board.
 2. The Foundation has secured **grant funding or other sustainable revenue** sufficient to support such compensation.
 3. The compensation is approved by a **majority vote of disinterested directors**.
 4. The compensated director **recuses themselves** from all discussions and votes regarding their own compensation.
 5. Compensation is based on **comparability data** and is consistent with IRS rules prohibiting private inurement.
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ARTICLE IV – OFFICERS

Section 1. Officers

The officers shall include:

- President
- Vice President
- Secretary
- Treasurer

One person may hold multiple offices except President and Secretary.

Section 2. Appointment & Removal

Officers are appointed and removed by the Board unless the Member chooses to appoint officers directly.

Section 3. Duties

- **President** – Oversees operations; chief executive officer
- **Vice President** – Acts in the President's absence
- **Secretary** – Maintains records and minutes
- **Treasurer** – Oversees finances and reporting

Section 4. IRS Compensation Compliance Clause

No officer or director may vote on their own compensation. Compensation must be **reasonable**, based on comparability data, and approved by disinterested directors.

ARTICLE V – MEETINGS OF THE BOARD

Section 1. Regular Meetings

The Board shall meet at least **once annually**.

Section 2. Special Meetings

May be called by the President or any two directors.

Section 3. Remote Participation

Directors may participate by video or audio conference.

Section 4. Quorum

A majority of directors constitutes a quorum.

Section 5. Voting

Decisions are made by majority vote of directors present.

ARTICLE VI – COMMITTEES

The Board may establish committees as needed. Committees report to the Board and have **no authority** over bylaws, directors, or the Member.

ARTICLE VII – RECORDS & FINANCES

The Foundation shall maintain accurate records, including:

- Minutes
- Resolutions
- Financial statements
- Membership register (listing the sole Member)

The fiscal year shall be **January 1 – December 31** unless changed by the Member.

ARTICLE VIII – INDEMNIFICATION

To the fullest extent permitted by Alabama law, the Foundation shall indemnify its directors, officers, and agents against liability arising from their service.

ARTICLE IX – WHISTLEBLOWER POLICY

The Foundation shall protect individuals who report:

- Violations of law
- Financial misconduct
- Ethical concerns

No director, officer, employee, or volunteer shall suffer retaliation for good-faith reporting.

ARTICLE X – DOCUMENT RETENTION & DESTRUCTION

The Foundation shall maintain records in accordance with legal and IRS requirements. Documents shall be retained as follows:

- Corporate records – permanently
- Financial records – 7 years
- Personnel records – 7 years
- Program records – 3 years

Records shall be destroyed securely when retention periods expire.

ARTICLE XI – AMENDMENTS

Section 1. Exclusive Authority

These bylaws may be amended **only by the sole Member**.

Section 2. Method

The Member may amend the bylaws by written consent, with or without a meeting.

ARTICLE XII – DISSOLUTION

Upon dissolution, assets shall be distributed for charitable purposes consistent with **Section 501(c)(3)** of the Internal Revenue Code.

These bylaws were adopted by the Sole Member on this date:

Signature of Sole Member: _____

Printed Name: Noah Roberts