

# **Bylaws of The CLAAE Foundation**

## **Article I - Name and Purpose**

The name of this organization shall be The CLAAE Foundation. The purpose of the Foundation is to empower youth through arts, athletics, and enrichment in underserved communities, offering creative and educational experiences through year-round programs and mobile services.

## **Article II - Offices**

The principal office of the Foundation shall be located at 322 N Shore Dr, Building 1B, Suite 200, Pittsburgh, PA 15212. The Board may change the location of the principal office as needed.

## **Article III - Fiscal Year**

The fiscal year of the Foundation shall begin on May 1 and end on April 30 of the following year.

## **Article IV - Board of Directors**

The Board of Directors shall consist of three (3) voting members: President, Secretary, and Treasurer. Each director shall serve a three-year term and may be re-elected. The Founder and CEO, Terry Morris, shall serve as a non-voting member of the Board.

The Board shall meet quarterly, with additional meetings as needed. Meetings may be held virtually via phone or video conferencing. A quorum consists of two (2) voting members. Actions shall be decided by majority vote of the voting members present.

## **Article V - Officers and Duties**

1. President: Presides over meetings, ensures strategic direction, and supervises operations.
2. Secretary: Maintains minutes, official documents, and compliance records.
3. Treasurer: Manages finances, prepares financial reports, and oversees the budget.

## **Article VI - Conflict of Interest**

All Board members must adhere to the Foundation's Conflict of Interest Policy. Any potential conflict must be disclosed, and the interested member shall abstain from related votes.

## **Article VII - Amendments**

These bylaws may be amended by a two-thirds vote of the voting Board members at any regular or special meeting, provided that written notice of the proposed amendment is given at least one week in advance.

## **Article VIII - Committees**

The Board of Directors may establish committees as needed, such as fundraising, program development, or transportation. Each committee shall operate under the guidance of the Board and may include non-board volunteers. Committees do not have independent decision-making authority unless explicitly granted by the Board.

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### **Article IX - Indemnification**

To the fullest extent permitted by law, the Foundation shall indemnify any current or former officer, director, employee, or volunteer against expenses incurred in connection with any legal proceeding arising out of their role within the Foundation, provided their actions were taken in good faith and in the best interests of the organization.

### **Article X - Non-Discrimination Policy**

The CLAAE Foundation shall not discriminate on the basis of race, color, religion, gender, gender identity or expression, sexual orientation, national origin, disability, age, or any other protected characteristic in any of its activities or operations.

### **Article XI - Dissolution**

Upon dissolution of The CLAAE Foundation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Any remaining assets shall be distributed to a qualified 501(c)(3) organization aligned with the mission of empowering youth through arts, athletics, and enrichment.