



RISE UP
AND TAKE
COURAGE



Charity Tracy

CHARITY
TRACY'S
BY LAWS



Article I**Title****Charity Tracy**

The name of this corporation shall be **Charity Tracy**. The business of the corporation may be conducted as **Charity Tracy**.

Article II**Purpose & Powers****2.01 Purpose**

Charity Tracy is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code.

Our purpose is to bring awareness to and help to prevent Domestic Violence and Child Sexual Abuse. We believe that a single action can help to make a difference in our community, and that collective action can greatly impact the world. Therefore we have partnered with local clergy, therapists, grocery stores, hospitals, and the Chicago Police Department in order to provide food, educational tools, and resources that will assist our community in its efforts to prevent Domestic Violence and Child Sexual Abuse. Through advocacy and outreach activities, our team works tirelessly to contribute their part to the greater good.

2.02 Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03 Nonprofit Status and Exempt Activities Limitation

(a) Nonprofit Legal Status. Charity Tracy is a Illinois non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation.

Notwithstanding any other provision of these By Laws, no director, officer, employee, member, or representative of this 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 exempt under Section 501(c)(3) of the

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Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, 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 Articles of Incorporation and these By Laws.

(c) Distribution Upon Dissolution.

Upon termination or dissolution of Charity Tracy, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have charitable purpose which, at least generally includes a purpose similar to the termination or dissolving corporation. The organization to receive the assets of Charity Tracy hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot agree,

then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Charity Tracy, by (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Illinois. In the event that the court shall find that this section is applicable but that there is not qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to Charity Tracy, then the court shall direct the distribution of assets lawfully available for distribution to the Treasurer of the State of Illinois to be added to the general fund.

Article III

Membership

3.01 No Membership Classes

The corporation shall have no members who have any right to vote or title or interest in the corporation, its properties, or franchises.

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3.02 Non-Voting Affiliates

The Board of Directors may approve members of classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. The Board, or any duly elected officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates and to make determinations as to an affiliate's rights, privileges, and obligations. At no time shall affiliate information be shared or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board, affiliates may be given endorsement, recognition, and media coverage at fundraising activities, clinics, other events, or on the corporate website. Affiliates have no voting rights and are not members of the corporation.

Article IV

Board of Directors

4.01 Number of Directors

Charity Tracy shall have a Board of Directors consisting of at least 2 and no more than 10 Directors.

Within these limits, the Board may increase and decrease the number of directors serving on the Board.

4.02 Powers

All corporate powers shall be exercised by or under the authority of the Board and the affairs of Charity Tracy shall be managed under the Board, except as otherwise provided by law.

4.03 Terms

There shall be no set terms for any Director serving on the Board.

4.04 Qualifications and Election of Directors

In order to be eligible to serve as a director of the Board, the individual must be 18 years of age. Directors may be elected at any Board meeting by the majority vote of the existing Directors of the Board.



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4.05 Removal of Directors

A Director may be removed by a 2/3 vote of the Board if:

- a)** Director is absent /unexcused from 2 or more meetings of the Board in a one year period. The Board president is empowered to excuse Directors from an attendance for a reason deemed adequate by the Board President. The Vice President of the Board shall excuse the President; or
- b)** for cause or no cause, if before any meeting of the Board at which a vote on removal will be made the Director in question is given electronic/written notification of the Board's intention and is given opportunity to be heard at this meeting.

4.06 Board of Directors Meetings

a) Regular Meetings

The Board shall have a minimum of 4 meetings per calendar year at times and places fixed by the Board. Board meetings shall be held upon 4 days notice by mail, email or fax or 48 hours notice by person or phone. The purpose of the meeting need not be specified, however the place, day and hour shall be specified.

b) Special Meetings

Special meetings of the Board shall be called by the President, Vice President, Secretary,

Treasurer, or any other Director with at least 2 days notice stating the date, time, and place.

c) Waiver

Any Director may waive notice of any meeting in accordance with Illinois Law.

4.08 Manner of Acting

a) Quorum a majority of Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the Board if a quorum is not present.

b) Majority vote except as otherwise required by law or by the Articles of Organization of Charity Tracy, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

c) Hung Board decisions on the occasion that Directors are unable to make a decision based on a tied number of votes, the President shall have the power to swing the vote.

d) Participation except as required by law, the Articles of Organization of Charity Tracy, or these bylaws, Directors may participate in a regular or special meeting through use of any means of communication.

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4.09 Compensation

Board Directors shall receive no compensation for carrying out their duties. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in the conjunction with carrying out Board responsibilities.

4.10 Compensation for Professional Services

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Board conflicted interest policy and state law.

Article V Officers

5.01 Board of Officers

The Officers of the corporation shall be President, Vice President, Secretary, and Treasure, all of whom shall be chosen by the Board of Directors. Each Board Officer shall have the authority and shall perform the duties set forth in the Bylaws or by resolution of the Board or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers. Each Board Officer shall have the authority and shall perform the duties set forth in the Bylaws or by resolution

of the Board or by direction of an Officer authorized by the Board to prescribe the duties and authority of other Officers. The Board may also appoint such other Officers as it deems expedient to the proper conduct of the business of the corporation. One person may hold two or more board offices, but no Board Officer may act in more than one capacity when action of 2 or more officers is required.

5.02 Removal and Resignation

The Board of Directors may remove any Officer at any time, with or without cause. Any Officer may resign at any time by giving written notice to the corporation, which shall take effect as of the date of receipt of such notice, unless otherwise specified in the notice.

5.04 President

The President shall be the chief volunteer officer of the corporation. The Board President shall lead the Board of Directors in performing duties and responsibilities, including presiding at all meetings of the Board of Directors and shall perform all other duties incident to the office or properly noticed by the Board of Directors.

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5.05 Vice President

In absence or disability of the Board of President, the ranking Vice President shall have all the powers of and be subject to all the restrictions of the President. The Vice President shall have all powers and perform all such other duties prescribed for them by the Board of Directors or Board President.

5.06 Secretary

The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of Directors and the Board. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings to Directors as required by these Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President. The Secretary may appoint, with approval of the Board, an individual to assist with said duties.

5.07 Treasurer

The Treasurer shall be the lead Director for oversight of the financial condition and affairs of the corporation.

The treasure shall oversee and keep the Board informed of the financial condition of the corporation and of audit and financial review results. In conjunction with other Directors and Officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports are available to the Board. The Treasure shall perform all duties properly required by the Board of Directors or President, the Treasurer may appoint, with approval of the Board, a qualified fiscal agent to assist with said duties.

Article VI**Contracts, Checks, Loans, Indemnification, and Related Matters****6.01 Contract and Other Writings**

Except as otherwise provided by resolution of the Board, all contract, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the Vice President or other person to whom the corporation has delegated authority to execute such documents, in accordance with policies approved by the Board.

6.02 Checks, Drafts

All checks, drafts, or other order for payment of money, notes, or other evidence of indebtedness,

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issued in the name of the corporation, shall be signed by Officers of the corporation and reviewed in such manner as shall from time to time be determined by resolution of the Board.

6.03 Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trusts, companies, or other depository as the Board of designed Officer may select.

6.04 Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by the resolution of the Board.

6.05 Indemnification

a) Mandatory Indemnification

The corporation shall indemnify a Director or former Director who was wholly successfully in the merits or otherwise in the defense of any proceeding to which he was a party because he is or was a Director of the corporation against reasonable expenses incurred by him in connection with the proceedings.

b) Permissible Indemnification

The corporation shall indemnify a Director or former Director made a party to a proceeding because he is or was a Director of the corporation against liability incurred in the proceeding if the determination to indemnify him has been made in the manner prescribed by law and copayment has been authorized in the manner prescribed by law.

c) Advance for Expenses

Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding as determined by the Board in the specific case upon receipt of 1) a written affirmation from the Director of good faith belief that he is entitled to indemnification as authorized in this article and 2) an under taking by or on behalf of the Director to repay such amount, unless it shall ultimately be determined that he deserved to be indemnified by the corporation in accordance with these bylaws.

d) Indemnification of Officers, Agents, and Employees

An Officer of the corporation who is not a Director is entitled to mandatory indemnification under the article to the same extent as a Director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a Director consistent with Illinois law and public policy provided that

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that the scope of such indemnification is set forth by the Board or by Contract..

Article VII

Miscellaneous

7.01 Books and Records

The corporation shall keep a correct and complete books and records of account and shall keep minutes of the proceedings of all Board and records of all actions taken by the Board without a meeting, and a record taken by the committees of the Board. In addition, the corporation shall keep a copy of the Articles of Organization and By Laws as amended to date.

7.02 Fiscal Year

A fiscal year of the corporation shall be from July 1 to June 30.

7.03 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any action or arraignment which may benefit any director, officer, employee, or affiliate.

7.04 Nondiscrimination Policy

The Officers, Directors, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis

with respect to age, sex, race, religion, national origin, and section orientation. It is the policy of Charity Tracy, not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

7.05 By Law Amendments

These bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board then in office at a meeting provided:

- a)** That no amendment shall be made which would cause the corporation to cease to qualify as a 501(c)(3) under the Internal Revenue Code or any corresponding future tax code.
- b)** That an amendment does not affect the voting rights of Directors. An amendment that does affect voting requires notification by 2/3 of all Directors.
- c)** All amendments be consistent with the Articles of Organization.

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Article VIII

Counterterrorism and Due Diligence Policy

In furtherance of its exemption by contributions to other organizations domestic or foreign, Charity Tracy shall stipulate how funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how funds were utilized. Although adherence and compliance with US Department of the Treasury's publication the "Voluntary Best Practice for US Based Charities" is not mandatory, Charity Tracy willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluate, and strengthen a risk based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support network.

Charity Tracy shall also comply with and put into practice the federal guidelines and suggestions law and limitations set forth by the existing US legal requirements related to comparing terrorist funding which include, but are not limited to, various sanction programs administered by the office of foreign assets control in regard to its foreign activities.

Article IX

Document Retention Policy

9.01 General Guidelines

Records shall not be kept if they are no longer needed for the operation of the business or required by law; from time to time Charity Tracy may establish retention or destruction powers or schedules.

9.02 Exception for Litigation Relevant Documents

Charity Tracy expects all Officers, Directors, and employees to comply with any direction, policy, or request for corporate records relevant to litigation until expressly stated that they are no longer needed.

Minimum Retention for Specific Categories

- a)** Corporate documents – articles of organizations, by laws, IRS forms, are to be held indefinitely.
- b)** Tax records are to be held for 7 years.
- c)** Employment/Personnel Records – reviews, employment, and personnel information shall be kept for 7 years, as shall pension and retirement records.
- d)** Board Materials – meeting minutes shall be kept in perpetuity, all other materials shall be kept no less than 3 years.

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- e)** Press releases/public filings shall be kept indefinitely.
- f)** Marketing and sales documents shall be kept 3 years beyond the life of the agreement.
- g)** Development/intellectual property and trade secrets shall be kept for the length of the trade secret.
- h)** Contracts shall be kept three years beyond the life of the contract.
- i)** Correspondence shall be kept for 2 years when not otherwise listed in these By Laws.
- j)** Banking and accounting documents shall be kept for seven years.
- k)** Insurance information shall be kept permanently.
- l)** Audits – external audits shall be kept permanently, internal audits shall be kept for at least 3 years.
- m)** Electronic records shall be backed up and saved on at least 2 distinct devices

Article X

Transparency and Accountability

10.01 Financial and IRS Documents

Charity Tracy shall provide its IRS forms 990, 990T, 1023 and 5227, By Laws, conflict of interest policy, and financial statements to the general public for inspection free of charge.

10.02 Means and Conditions of Disclosure

Charity Tracy shall make widely available the aforementioned documents on its website, once such a website is established. The website shall clearly inform readers that the documents are available with instructions on how to download. Should someone without internet access request this information, it shall be presented in person or mailed within 7 business days.

10.03 IRS Annual Information Returns

Charity Tracy shall submit its form 990 to the Board at least 10 days prior to filing.

10.04 Board Meetings

- a)** All Board deliberations shall be open to the public except where Board passes a motion to make a specific portion of the deliberations confidential.
- b)** All Board minutes shall be open to the public except where the Board passes a resolutions to make the minutes specifically confidential.

10.05 Staff Records

- a)** Staff records shall be available to an employee or their legal counsel upon request.
- b)** No staff records will be made available outside of the Board and personnel/managerial employees except where requested by authorized governmental institutions.

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10.06 Donor records

- a) Donor records shall be made available to a donor or their legal counsel upon request.
- b) No donor records shall be made available to any person or organization except where authorized by governmental institutions.

Article XI**Code of Ethics and Whistle Power Policy****11.01 Reporting**

If any Director, Officer, staff, or employee reasonably believes that a policy, practice, or action of Charity Tracy is in violation of any law, a written complaint must be filed by that person to the President or the Vice President of the Board.

11.02 Acting in Good Faith

Anyone filing a complaint concerning a suspected violation must be acting in good faith and have reasonable grounds for believing the disclosed information dictates a violation. Any allegation not to be substantiated and when made maliciously or knowingly to be false shall be viewed as a serious disruption or offense.

11.03 Retaliation

The person filing a complaint is protected from retaliation only if he brings the alleged violation to the attention of Charity Tracy and provides Charity Tracy a reasonable opportunity to investigate and

correct the suspected unlawful action.

11.04 Confidentiality

Suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. These complaints shall be confidential to all extent possible consistent with the need to conduct an investigation.

11.05 Handling of Reported Violations

The President or Vice President shall notify the sender and acknowledge receipt of any complaint within 5 days. All reports shall be promptly investigated by the Board and appropriate corrective action shall be taken if found warranted by the investigation.

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If any Director, Officer, staff, or employee reasonably believes that a policy, practice, or action of Charity Tracy is in violation of any law, a written complaint must be filed by that person to the President or the Vice President of the Board.

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Article XII

Amendment of Articles of Organization

Any Amendments to the Articles of Organization may be adopted by approval of 2/3 of the Board.

Certificate Of Adoption

These By Laws were approved by the Charity Tracy Board of Directors on 11/12/2020 and constitute a complete copy of the By Laws of the corporation. For a signed copy of these By Laws, please contact us at: info@charitytracy.com

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