

BYLAWS OF
FOOTHILLS KIDS DIGEST MAGAZINE NON-PROFIT
ADOPTED 4-30-2021

Foothills Kids
MAGAZINE

ARTICLE I PURPOSE

Section 1.1. Nonprofit Purpose.

Foothills Kids is organized for charitable and educational purposes, to inspire a love for literacy, learning, and local culture in western North Carolina school children; including, for such purposes, regular distribution of supplemental educational materials to all educational institutions, with a primary focus on public schools, in the region.

Section 1.2. Specific Purpose.

Foothills Kids aims to be a comprehensive educational supplement, in both print and digital media formats, for North Carolina; the supplement will provide factual knowledge and entertainment value on North Carolina-focused topics that align with state curriculum standards for grades 3-5.

The specific objectives and purpose of this organization shall be:

- a. to act as a comprehensive learning supplement that benefits both students and teachers of western North Carolina,*
- b. to provide and promote fun learning activities and extracurricular opportunities for our communities' children*
- c. to contribute to overall community betterment as a locally-owned and operated non-profit organization that highlights diverse areas of the community;*
- d. to disseminate information of and promote interest in the learning of history, culture, art, music, and more of our region and state's traditions.*
- e. to raise funds to accomplish the purposes of this article.*

ARTICLE II OFFICES

Section 2.1. Principal Office.

The principal office of the Corporation shall be located at such place as the Board of Directors may decide to change from time to time.

Section 2.2. Registered Office.

The registered office of the Corporation required by law is to be maintained in the State of North Carolina.

ARTICLE III

MEMBERS

Section 3.1. Admission of Members.

The Corporation will currently have no members, just a governing Board of Directors, however, this can be immediately changed with growth and development of the nonprofit organization.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1. General Powers.

Authority and Duties. The Board of Directors shall manage affairs of Foothills Kids Magazine in accordance with North Carolina law, articles of incorporation, these by-laws, and the current board-approved budget.

Section 4.2. Number and Qualifications.

There will be up to nine (9) elected board members and executive director, creative director serving as ex-officio board members when not compensated by corporation shall be voting members, including the following officers: The President, the first Vice-President, the Secretary, and the Treasurer. The Board of Directors may from time to time change the number of Directors by amendment to these bylaws.

Section 4.3. Term of Directors.

Directors will serve a term of three (3) years. Despite the expiration of a director's term, such director shall continue to serve until a successor shall be voted on until there is a decrease in the number of Directors.

Section 4.4. Resignation.

A director may resign at any time by communicating their resignation in writing addressed to the board of directors with effective date.

Section 4.5. Removal.

A director may be removed without cause by affirmative vote by a simple majority of the board - or if a member is absent from three (3) consecutive board meetings within a calendar year without prior notice to the president of the board.

ARTICLE V
MEETINGS OF DIRECTORS

Section 5.1. Annual Meeting.

The annual meeting of the Board of Directors shall be held in January of each year on any day (except Saturday, Sunday, or a legal holiday) in that month as determined by the President.

Section 5.2. Regular Meetings.

The Board of Directors shall hold at least quarterly meetings for the conduct of such business as may be required for the management and operation of the Corporation. Such meetings shall be held on such days of each month and in such places within the city of Hickory as the Board of Directors may agree.

Section 5.3. Special Meetings.

Special meetings of the board of directors may be held as called by the president of the board; or by 40% of the board of directors agreeing to a meeting in writing, within or without the State of North Carolina, as fixed by the person or persons calling the meeting.

Section 5.4. Place of Meetings.

All meetings of the board of directors shall be held at the principal office of the corporation or at such other place in Hickory, NC; or virtually, as a) shall in each case decided by the President and Secretary and designated in the notice of the meeting; or b) agreed upon by the majority of the members entitled to vote at the meeting.

Section 5.5. Notice of Meetings.

Regular meetings of the board of directors shall be held with ten (10) days written notice of the date, time, and purpose of the meeting. Specially-called meetings can be called by members with five (5) days written notice. Such notice shall specify the meeting purpose.

Section 5.6. Quorum.

For a regular or special board meeting, a majority of the elected members of the board of directors shall constitute a quorum. In no event may the articles of incorporation or bylaws authorize a quorum of fewer than one-third of the number of Directors in office.

Section 5.7. Manner of Acting.

The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any director who anticipates their absence from a meeting may assign a proxy vote to another director by written notice submitted to the Executive Director or President prior to the meeting.

Section 5.9. Proxies.

Any director who anticipates their absence at a meeting can give written notice to the executive director or president of the board prior to the meeting.

Section 5.10. Action Without Meeting.

Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one or more written consents signed by each Director before or after such action, describing the action taken, and included in the minutes or filed with the Corporation records.

ARTICLE VI

OFFICERS

Section 6.1. Officers of the Corporation.

The officers of this board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

Section 6.2. Election and Terms.

Officers shall be elected and voted on at the annual meeting of the Corporation, or immediately as needed to fill a vacancy from a resignation. Each officer shall hold office for a term of three years or until his death, resignation, retirement, removal, disqualification or his successor shall have been appointed.

Section 6.3. No compensation.

No board member of the Corporation shall receive compensation for their services as such.

Section 6.4. Removal.

Any officer may be removed at any time with or without cause by a vote of the majority of the Board of Directors in attendance at a meeting at which a quorum is present.

Section 6.5. Resignation.

Any officer may resign at any time by communicating his resignation to the Corporation, orally or in writing. A resignation is effective when communicated unless it specifies in writing a later effective date.

Section 6.6. President.

The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all the business and affairs of the Corporation. The President shall perform all duties incidental of the office of the President. He/she shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.

Section 6.7. Vice-President.

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President shall have the duty of chairing their respective committees and such other duties as may, from time to time, be determined by the Advisory Board.

Section 6.8. Secretary.

In his or her role as Secretary, the Secretary shall: (a) keep the minutes of the meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) maintain and authenticate the records of the Corporation; and (d) in general perform all duties incidental to the office of secretary and such other duties as from time to time may be prescribed by the President or by the Board of Directors.

Section 6.9. Treasurer.

In his or her role as Treasurer, the Treasurer shall: (a) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such depositories as shall be selected in accordance with the provisions of these bylaws; (b) maintain appropriate accounting records as required by law; (c) prepare, or cause to be prepared, annual financial statements of the Corporation; and (d) in general perform all of the duties incidental to the office of Treasurer and such other duties as from time to time may be prescribed by the President or the Board of Directors.

ARTICLE VII

CORPORATE STAFF

Section 7.1. Executive Director

The Board of Directors may appoint an Executive Director, who shall serve as the Chief Operating Officer of the Corporation, and subject to the control of the Board of Directors, shall have overall responsibility for the routine management of the affairs of the Corporation. The Executive Director shall report to the Board of Directors and shall work closely with the President of the Corporation. The Board of Directors shall prescribe the duties of the Executive Director. In addition, the Board of Directors shall be responsible for the regular evaluation of the Executive Director's performance. The Executive Director is the only position that may receive compensation for its services.

Section 7.2. Chief Creative Director

The Board of Directors may install a Chief Creative Director, who is responsible for managing and directing the creative team and their output. The Chief Creative Director works with and supervises the members of the creative team, including those responsible for branding, marketing, design, media, outreach, and message

development. Moreover, he/she works with the Executive Director to develop cohesive and productive goals for the company and designs ways to meet them.

ARTICLE VIII

BUDGET AND EXPENDITURES, CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 8.1. Budget and Expenditures.

No officer, director, or other agent of the Corporation shall make any expenditure from the funds of the Corporation except as provided in this Section. At each meeting, the officers shall present to the Board of Directors for approval a proposed budget for the fiscal year. Directors shall abide by the budget as approved and are authorized to make such expenditures as are consistent with the approved budget. Any non-budgeted expenditures shall require the approval of the Board of Directors. Routine monthly expenditures are deemed to be budgeted expenditures so long as they do not exceed the approved budget amount by more than 10%.

Section 8.2. Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.3. 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 Board of Directors. Such authority may be general or confined to specific instances.

Section 8.4. Check and Drafts.

All checks, drafts, and other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers as determined by the Board of Directors.

Section 8.5. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as may be selected by or under the authority of the Board of Directors.

ARTICLE IX

INDEMNIFICATION

Section 9.1. Permissive Indemnification.

Any person who at any time serves or has served as a director, officer, employee, or agent of the Corporation shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorney's fees, incurred by him in connection with any threatened, pending, or completed civil, criminal, administrative, investigative, or arbitrative action, suite, or proceeding (and any appeal therein), whether or not brought by or on behalf of the Corporation, seeking to hold him liable by reason of the fact that his is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which he may have become liable in any such action, suit, or proceeding. The Board of Directors of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by this bylaw; including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of a reasonable amount of indemnity due him. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation. Any person who at any time after the adoption of this bylaw serves or has served in the aforesaid capacity for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein.

Section 9.2. Insurance.

The Corporation may purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee, or agent of the Corporation, or who, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against liability asserted against or incurred by him in that capacity or arising from his status as a director, officer, employee or agent, whether or not the Corporation would have power to indemnify him against the same liability under any provision of this Article VIII or the North Carolina Nonprofit Corporation Act.

ARTICLE X

GENERAL PROVISIONS

Section 10.1. Seal.

The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed SEAL; and such seal, as impressed or affixed on the margin thereof, is hereby adopted as the Corporate Seal of the Corporation.

Section 10.2. Fiscal Year.

The fiscal year of the Corporation shall be the calendar year.

Section 10.3. Amendments.


These bylaws shall be amended or repealed and new bylaws shall be adopted by the Board of Directors entitled to vote thereon by two-thirds of the votes cast or a majority of the votes entitled to be cast on the amendment, which is less, and in writing by any person or persons whose approval is required by a provision of the Articles of Incorporation. All amendments shall be placed in the Corporation's minute book immediately preceding these bylaws.

Section 10.4. Definitions.


Unless the context otherwise requires, terms used in these bylaws shall have the meanings assigned to them in the North Carolina Business Corporation Act to the extent defined therein.

LIST OF EXHIBITS

Foothills Kids IRS Determination Letter –  IRS Determination Letter.tif

Foothills Kids 990 –  FK 990EZ.pdf

Foothills Kids Articles of Incorporation –
 Foothills Kids, Inc - Articles of Incorporation.pdf

Foothills Kids Bank Account (PNC) Letter –
 Bank Account -- Meeting Minutes for Foothills Kids.docx