

Talbot Thrive, Inc.

Bylaws

Article I: Organization

- 1.1. Name. The name of this nonstock corporation will be “Talbot Thrive, Inc.” (“Corporation”), as set forth in the Articles of Incorporation filed with the State of Maryland.
- 1.2. Principal Office. The principal office of Corporation will be designated by the Board of Directors of Corporation.
- 1.3. Purposes. The purposes of Corporation are set forth in the Articles of Incorporation.

Article II: Board of Directors

- 2.1. Role / Duties / Requirements. The management of Corporation will be vested in a Board of Directors (the “Board”). The Board will have general charge of the affairs, property, and assets of Corporation. It will be the duty of the Board to carry out the mission and purposes of Corporation. Each Director will regularly attend Board meetings, contribute financially to Corporation on an annual basis, attend major functions of Corporation, and serve on one or more committees.
- 2.2. Classes. There will be only 1 class of Directors.
- 2.3. Number / Composition. The Board will be composed of a minimum of 5 persons and a maximum of 9 persons. The Board will be composed of persons representing the diversity of the community being served, taking into account race, gender, economic status, age, subject matter expertise, and other factors.
- 2.4. Elections / Vacancies. Directors will serve staggered terms so that at every Annual Meeting no more than 1/2 of the Board will be elected by the existing Directors. Vacancies occurring between Annual Meetings may be filled for the balance of the term through election by the existing Directors.
- 2.5. Term. Each Director will hold office for a term of 2 years. At the end of a Director’s term, the Director may be re-elected for additional 2-year terms. No person will serve more than 3 consecutive full terms on the Board. After serving the maximum time allowed, a person may again serve after being off the Board for 1 year. Directors may not serve perpetually.
- 2.6. Removal. Any Director may be removed from office, with or without cause, by a majority vote of the Directors in office. A vote for removal may occur at any meeting of the Board convened in compliance with these Bylaws, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director will be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

- 2.7. Resignation. A Director may resign by submitting a written resignation to the President or to the other Directors if the resigning Director is the President. All resignations will be noted in the minutes of the next Board meeting after the resignation. Failure to attend 3 consecutive Board meetings in a 12-month period without excuse will constitute an automatic resignation from the Board.
- 2.8. Compensation. The Directors of Corporation will serve without compensation. Directors may be reimbursed for pre-approved, direct expenses reasonably incurred on behalf of Corporation. Nothing in this paragraph is intended to preclude a Director from receiving compensation for their service to Corporation in some other capacity, provided the transaction is consistent with Corporation's conflict of interest policy and these Bylaws.
- 2.9. Employment. If an individual or any member of that individual's immediate family (parent, grandparent, child, grandchild, sibling, spouse) is employed by Corporation, that individual is disqualified from serving on or election to the Board, unless the Board evaluates the situation, which may involve a conflict of interest, and determines that it is in the best interest of Corporation for that individual to continue serving on or be elected to the Board.

Article III: Officers

- 3.1.1. President. The President will preside at and conduct all meetings of the Board and the Executive Committee. The President may sign all contracts and agreements in the name of Corporation after the Board has approved them, serve as the representative of Corporation in meetings and discussions with other organizations and agencies, and perform all the duties that are ordinarily the function of the office or assigned by the Board.
- 3.1.2. Secretary. The Secretary will keep accurate records and minutes of all meetings of Corporation; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; cause to be delivered all notices of meetings to those persons entitled to vote at such meetings; and maintain the minutes of Corporation and a current listing, with phone numbers and addresses (mail and email), of the Directors at the Principal Office of Corporation.
- 3.1.3. Treasurer. The Treasurer will ensure there is timely and adequate management of financial resources and reporting to enable the Board to monitor Corporation's financial resources. The Treasurer will advise the Board of any significant financial matters that require action by the Board. The Board shall engage a qualified auditor for an annual examination of the financial statements. The annual audit shall be the basis of the required annual US Internal Revenue Service report of Not for Profits. The Treasurer will serve as a member of the Finance Committee and may serve as this committee's chair.
- 3.1.4. Other Officers. Other Officers holding positions created by the Board will perform such duties specified in writing by the Board or by Officers given authority over them.

Article IV: Board Meetings

- 4.1. Annual Meeting. The Annual Meeting of Corporation will be held at such place, date, and time as determined by the Board.
- 4.2. Regular Board Meetings. Regular meetings of the Board will be held at least quarterly and may be scheduled more often by the President.
- 4.3. Special Meetings. Special Meetings of the Board will be held at any time and at any place reasonable when called by the President or by at least 3 Directors or 25% of the Directors, whichever is greater. Business transacted at a Special Meeting will be confined to the purposes of the meeting stated in the notice of the meeting.
- 4.4. Notice of Meetings. Notice of Annual and Regular Board Meetings will be in writing, including electronic communications, and delivered at least 10 days before the date of the meeting to all Directors. Notice of a Special Meeting will state that it is a Special Meeting and include the purposes of the meeting and may be given orally or in writing, including electronic communications, at least 72 hours prior to the meeting time. All persons entitled to vote at a meeting must receive proper notice of the meeting. Failure of any Director to respond to a notice will not invalidate the meeting or any action taken at the meeting.
- 4.5. Executive Session. At any meeting of the Board, where a quorum is present, the Board may, by a majority vote, decide to enter an Executive Session, where only voting Directors and other persons invited by the Board may be present. The decision to enter Executive Session will be recorded in the minutes, and actions taken may be recorded in the minutes. Executive Session minutes may be kept separately and confidentially, and need not include the discussion, only the actions taken.
- 4.6. Voting / Quorum. Except as otherwise provided in these Bylaws, decisions will be by majority vote of those present and eligible to vote at any meeting that has met quorum. A majority of the total number of Directors of Corporation will constitute a quorum. Each Director will have 1 vote. There will be no proxy voting.
- 4.7. Remote Participation. Directors may participate in meetings and vote on matters discussed therein by telephone or video conference or similar communications equipment where all persons participating in such meeting can communicate with each other at the same time. Participation by such means will constitute in-person presence of the Director at the meeting.
- 4.8. Action Without Meeting. Any action which may be properly taken by the Board assembled in a meeting may also be taken without a meeting, if unanimous consent in writing, including electronic communications, setting forth the action so taken is given by all the Directors entitled to vote with respect to the action. Such unanimous consent will have the same force and effect as a vote of the Directors assembled and will be filed with the minutes.

Article V: Committees

- 5.1. Creation and Powers. The Board may create such committees with such powers as it deems wise to have by majority vote of Directors at a meeting that has met quorum, but the Board may not transfer any fiduciary duties to said committees. Committees may be formed on an ad hoc basis or may be a standing committee or in the resolution. The committees will perform work specifically tasked by the Board and overseen by the Chair and provide reports or recommendations to the Board following each committee meeting. Committees only have authority over specific tasks designated by the Board.
- 5.2. Committee Chairs. All committees created by the Board will be chaired by a member of the Board or, in the case of co-Chairs, at least one Chair must be a member of the Board, unless otherwise specified in these Bylaws.
- 5.3. Minutes. Committee minutes must be kept and record the date and meeting agenda, those in attendance, and any action taken by the committee. Minutes must be shared with the Board and must become part of the corporate record.
- 5.4. Standing Committees. There will be the following Standing Committees:
 - 5.4.1. Executive Committee. The Executive Committee will be comprised of the President, Secretary, Treasurer, and 1 member at-large to be filled by a member of the Board. When the Board is not in session, the Executive Committee will possess and exercise all powers of the Board in the management of the business and affairs of Corporation that lawfully may be exercised by the Executive Committee, except as specified above. The Executive Committee will provide reasonable notice of meetings of the Executive Committee to all Directors and will include a summary of the circumstances requiring any expeditious action taken by the Executive Committee. The Executive Committee will then provide a complete report on such action along with minutes of the meeting at the next meeting of the Board and may elect to do so in Executive Session. Care will be taken to ensure that only those issues necessitating discussion/action prior to the next Board meeting be addressed. The Executive Committee is responsible for recommending and overseeing procedures for the evaluation of the job performance of the executive director and, as necessary, for succession planning.
 - 5.4.2. Finance Committee. The Finance Committee will be responsible for oversight of the financial operations of Corporation. While serving on the Finance Committee, a member of the Committee will not: (a) accept any consulting fee, advisory fee, or other compensation or benefits from Corporation; or (b) have participated in any other transactions with Corporation where the member had a financial interest within the previous 12 months.
 - 5.4.3. Nomination Committee. The Nomination Committee shall (1) propose nominations of candidates to be elected as Directors; (2) present at the annual meeting a slate of nominees for Officers of the Corporation for the subsequent year; and (3) consider on a continuing basis potential new Board of Director candidates, who may increase the capabilities and success of the Corporation.

Article VI: Appointed Officers and Staff

- 6.1. Executive Director. The Board may appoint an executive director. The Board may delegate duties and customary authority to the executive director. The duties and authority delegated will be memorialized in a written job description. The executive director will be subject to hire and termination by the Board. Except when the Board is meeting in Executive Session, the executive director will attend and participate in meetings of the Board and of committees as an ex officio member but will not be entitled to a vote nor count toward quorum.
- 6.2. Other Staff. Other staff will be appointed by the executive director, and the executive director may delegate duties and customary authority to the staff. The duties and authority delegated will be memorialized in written job descriptions. Other staff will be subject to hire and termination by the executive director.

Article VII: Miscellaneous

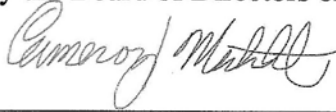
- 7.1. Accounting Year. The accounting year of Corporation will be from January 1st to December 31st.
- 7.2. Amendments. These Bylaws may be amended by a 2/3 vote of the Directors present and entitled to vote at any meeting that has met quorum, provided the proposed amendment has been submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment at least 10 days prior to the meeting date.
- 7.3. Conflicts of Interest. The Board will adopt a Conflicts of Interest policy that covers Directors, staff, and volunteers with significant decision-making authority with respect to the resources of Corporation. The Conflicts of Interest policy will identify the types of conduct or transactions that raise conflict of interest concerns, set forth procedures for disclosure of actual or potential conflicts, and provide for review of individual transactions by the uninvolved Directors. Approval by the disinterested Directors will be by majority vote of the Directors present at a meeting that has met quorum. An interested party will not be counted for purposes of determining whether a quorum is present, nor for purposes of determining what constitutes a majority vote of Directors in attendance. The policy must require that the minutes of the meeting will reflect that the conflict disclosure was made, the vote taken, and, where applicable, the abstention from voting and participation by the interested party.
- 7.4. Corporate Records. Corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of the Board and all committees, and will keep at the Principal Office of Corporation a record of the names and addresses (both mail and email) of the Directors as well as its Articles of Incorporation, current Bylaws, and Board-approved policies. Corporation will make available to the public its application to the IRS for tax-exempt status, its IRS determination letter, and its 3 most recently filed IRS Form 990s. All books and records of Corporation may be inspected by any Director within 3 business days of written request.
- 7.5. Dissolution. Corporation may be dissolved by a 2/3 vote of the Directors then serving provided that notice of the proposed dissolution has been submitted to the Board in

writing with written notice of the meeting date to decide on the proposed dissolution at least 30 days prior to the meeting date. In the event of the dissolution of Corporation, its assets will be distributed in accordance with its Articles of Incorporation.

- 7.6. Exoneration. To the fullest extent permitted by state or federal law, no Director of Corporation will be personally liable to Corporation for damages. Directors will not be automatically exonerated in the case of intentional misconduct. No amendment of the Articles of Incorporation or repeal of any of its provisions will limit or eliminate the benefits provided to Directors under this provision with respect to any act or omission that occurred prior to such amendment or repeal.
- 7.7. Indemnification. Corporation will indemnify: (a) its Directors, to the fullest extent permitted by state and federal law, including the payment of related legal fees; and (b) Corporation employees and agents to such extent as authorized by the Board. The foregoing rights of indemnification will not be exclusive of any other rights to which those seeking indemnification may be entitled.
- 7.8. Insurance. The Board will evaluate Corporation's needs for insurance coverage as appropriate for its activities, including, but not limited to, general liability insurance and directors and officers liability insurance.
- 7.9. Non-Discrimination. Corporation's Directors, employees, volunteers, and persons served will be selected in a non-discriminatory manner with respect to age, marital status, sex (including pregnancy, childbirth, and related medical conditions), race, color, national origin, citizenship status, ethnicity, sexual orientation, gender identity, disability (physical or mental), genetic information, or political or religious opinion or affiliation with any of its policies, procedures, or practices.
- 7.10. Signature Authority. All checks, notes, acceptances, and orders for payment of money will be signed by any individual authorized by the Board as described in Corporation's financial policies or in these Bylaws. All contracts, leases, and deeds of any kind will be signed by the President or any other agent of Corporation designated by the Board.
- 7.11. Maintenance of Tax Exempt Status. The Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).
- 7.12. Disposition of Assets Upon Dissolution. Upon dissolution of the Corporation, the Directors shall after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Directors shall determine.

7.13 Inclusivity. The Corporation is committed to fostering an inclusive environment that values and respects diversity in all its forms. The Corporation's Board of Directors will actively promote a culture of inclusion by ensuring that the Corporation's recruitment and selection processes prioritize diverse candidates. The Corporation will seek to represent a wide range of perspectives, including those from different genders, ethnicities, ages, disabilities, and socio-economic backgrounds. By broadening the diversity of the Corporation's Board of Directors officers and employees, the Corporation aims to enhance its decision-making processes and drive innovative solutions that reflect the diverse communities the Corporation serves. The Nominations Committee will be responsible for reviewing policies, identifying potential barriers to diversity, and ensuring that our strategies align with best practices. Through these measures, we will hold ourselves accountable and demonstrate our unwavering commitment to building a diverse and inclusive organization.

Adopted by the Board of Directors on _____ August 16, 2024 _____.

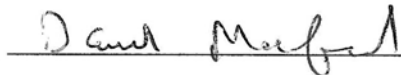


11/6/24

President

Date

I, [Secretary], being Secretary of Corporation, hereby certify that the above is a true, complete, and accurate copy of the Bylaws as adopted by the Board of Directors.



11/14/24

Secretary

Date