

Bylaws Of Robina Marie Foundation

Article I: Name and Purpose

Section 1. Name

The name of the organization shall be the Robina Marie Foundation (the “Nonprofit”).

Section 2. Purpose

The Nonprofit is organized in accordance with the Idaho Nonprofit Corporation Act, as amended. The Nonprofit has not been formed for the making of any profit, or personal financial gain. The assets and income of the Nonprofit shall not be distributable to, or benefit the trustees, Directors or Officers or other individuals. The asset and income shall only be used to prompt corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the Nonprofit. This Nonprofit shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The Nonprofit shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

The purpose of the Nonprofit is to serve and uplift the community by providing safe, stable housing, comprehensive support services, and pathways to economic self-sufficiency for individuals, families, Veterans and Veteran dependents facing a variety of challenges, including but not limited to homelessness, housing insecurity, economic hardship, barriers to well-being, or the need for workforce development and skill improvement. The Nonprofit is committed to fostering dignity, empowerment, and opportunity for every person, Veteran, and Veteran dependents, while recognizing and honoring the unique needs and experiences of all those we serve.

The Nonprofit aims to help individuals, families, Veterans, and Veteran dependents to become more resilient and avoid re-entering similar situations, challenges, and other less-fortunate circumstances. The Nonprofit will accomplish this by:

- **Delivering Holistic Support:** Offer essential services and programs that address the full spectrum of needs, including healthcare, housing, employment, mental health resources, and community integration, empowering individuals to achieve long-term stability and financial independence.
- **Advancing Workforce Development:** Provide robust workforce initiatives such as job training, career counseling, skills certification, and direct connections to employment opportunities, supporting individuals who are seeking to improve their skills, enter the workforce, or advance their careers.
- **Fostering Strategic Partnerships:** Collaborate with government agencies, nonprofit organizations, Veteran Service Organizations (VSOs), and community stakeholders to create a robust network of support and ensure efficient resource utilization.
- **Promoting Advocacy and Education:** Serve as a trusted advocate and resource, educating the community on critical issues affecting vulnerable populations, and promoting systemic change to expand access to affordable housing, workforce opportunities, and inclusive economic growth.
- **Ensuring Sustainable Impact:** Develop and maintain resilient operational and financial structures to ensure the long-term viability and effectiveness of our programs, consistently delivering high-quality, impactful services.

All activities will be conducted exclusively for charitable, educational, and scientific purposes in accordance with Section 501(c)(3) of the Internal Revenue Code and in furtherance of our mission to build stronger, more resilient communities for everyone.

Article II: Offices

The Principal office of the Nonprofit shall be located within the State of Idaho. The Nonprofit may have such other offices as the Board of Directors may determine.

Article III: Board of Directors

Section 1. Authority and Responsibility

The governing body of this Nonprofit shall be the Board of Directors (the “Board”). The Board is responsible for the overall policy and direction of the Nonprofit.

Section 2. Number and Qualifications

The Board shall consist of six (6) directors at the time of the Nonprofit's formation. Thereafter, the number of the directors shall be no less than three (3) and no more than thirteen (13) as determined by the resolution of the Board.

Directors must be at least eighteen (18) years of age.

Section 3. Terms

Directors shall serve three (3) year terms, unless a Director submits an early resignation or is removed from office. Directors may serve an unlimited number of consecutive terms, unless removed from office. See Article III Section 4 for more information. Terms shall be staggered so that approximately one-third of the Board is elected each year.

Section 4. Election, Removal and Vacancies

Directors shall be elected by a two-thirds ($\frac{2}{3}$) vote of the Board at the designated election meeting. Election Meetings shall be scheduled every three (3) years or near the end of each Directors term.

Any Director may be removed by a two-thirds ($\frac{2}{3}$) vote of the Board whenever, in its judgment, the best interests of the Nonprofit would be served. If a Director is removed from office, they may not run for re-election unless approved by every actively serving member of the Board.

Vacancies on the Board may be filled by a two-thirds ($\frac{2}{3}$) vote of the remaining directors within 3 months of the vacancy.

Section 5. Director Transition and Orientation

Whenever a new director is elected, the outgoing director (if applicable) shall, for a period of 30 days following the election, work with the incoming director to provide orientation, transfer relevant documents and information, and ensure a smooth transition of duties. The Board may establish specific procedures for this transition period. If there is a meeting called during the transitional period, the outgoing director will still be given the option to vote at their own discretion.

Section 6. Quorum and Voting

A one-half ($\frac{1}{2}$) of the current Directors shall constitute a quorum. Each Director shall have one vote. Unless otherwise specified, actions of the Board require a two-thirds ($\frac{2}{3}$) vote of those present at a meeting at which a quorum is present.

In the determination of a quorum of the directors, or in voting, the disclosed conflict-of-interest of a Director shall disqualify the Director and invalidate their vote.

Section 7. Meetings

All Board meetings may be held by any means of in-person, remote or hybrid communication by which all persons authorized to vote or take other action at the meeting can hear each other during the meeting and each person has a reasonable opportunity to participate. Any remote participation in a meeting will constitute presence in person at the meeting.

Meetings of the Board will be presided over by the President, or in the President's absence by a Director chosen at the meeting. The Secretary will act as a secretary of the meeting, but in the absence of the Secretary, the person presiding at the meeting may appoint any person to act as a secretary of the meeting.

Any meeting minutes written for or by the Board shall be maintained in the Nonprofit's permanent records and available to all current and future Board Members.

The Board shall meet regularly every quarter as defined as; January, April, July, and October.

Special Meetings may be called by the President or any two Directors with at least 10 (10) days' notice. Minutes of the meeting shall be sent to the Board within two weeks after the meeting.

The Nonprofit shall hold an election meeting of the Board of Directors every three (3) years for the purpose of electing directors, and for the transaction of such other business as may come before the meeting.

Section 8. Committees

To the extent permitted by law, the Board may point from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees. The Board may designate one or more Directors as an alternate member of any committee, who may replace any absent or disqualified member at any meeting of the committee.

In the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not that member or members constitute a two-thirds ($\frac{2}{3}$) quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any absent or disqualified member.

The committee or committees, to the extent provided in the resolution of the Board will have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Nonprofit, and may request an Officers signature to be affixed to all papers which may require it. No such committee will have the power or authority in reference to the following matters:

- a. Adopting, amending, or repealing any Bylaw of the Nonprofit.

Any requirements mentioned in the Bylaws of the Board shall be followed. Including, but not limited to, action without a meeting, resignation and removal, vacancies, quorum, and meetings and notice.

Each member of a committee will serve until the Board no longer requires the committee.

Section 9. Compensation

Directors shall not receive compensation for their service as directors. Reasonable reimbursement for expenses incurred on behalf of the Nonprofit may be allowed.

Article IV: Officers

Section 1. Officers

The Officers of the Nonprofit (individually the “Officer” and collectively the “Officers”) shall be a President (the “President”), a Vice President (the “Vice President”), a Secretary (the “Secretary”), and a Treasurer (the “Treasurer”). The Board may create additional officer positions as needed.

The Officers will be appointed by the Board at the first meeting of the Directors or as soon after the first meeting of the Directors as possible. Any appointee may hold one or more offices, but the President cannot also be the Vice President.

Section 2. Election and Term

Officers shall be elected by the Board at the designated quarterly meeting and serve one (1) year terms.

The Officers may serve an indefinite amount of terms, unless removed from office. See Article IV Section 4 for more information.

Section 3. Duties

President:

Subject to the control and supervisory powers of the Board and its delegate, the powers and duties of the President will be:

- a. To have the general management and supervision, direction and control of the business and affairs of the Nonprofit;
- b. To ensure that all orders and resolution of the Board are effectively carried out;
- c. To maintain records of and certify, whenever necessary, all proceedings of the Board and the Nonprofit;
- d. To put the signature of the Nonprofit to all deeds, conveyances, mortgages, guarantees, leases, obligations, bonds, certificates, and other papers and instruments in writing which have been authorized by the Board or which, in the opinion of the President, should be executed on behalf of the Nonprofit; and, subject to the instructions of the Board, to have general charge of the property of the Nonprofit and to supervise and manage all Officers, agents and employees of the Nonprofit; and
- e. To perform all other duties and carry out other responsibilities as determined by the Board.

Vice President

Subject to the control and supervisory powers and its delegate, and under the direction of the President, the powers and duties of the Vice President will be:

- a. To assist the President in the general management, supervision, direction, and control of the business and affairs of the Nonprofit;
- b. To perform the duties and exercise the powers of the President in the absence or disability of the President, or at the President's request;
- c. To ensure that all orders and resolutions of the Board are effectively carried out in the President's absence or as delegated by the President;
- d. To execute, on behalf of the Nonprofit, such deeds, conveyances, mortgages, guarantees, leases, obligations, bonds, certificates, and other papers and

instruments in writing as may be authorized by the Board or delegated by the President;

- e. To assist in the supervision and management of all Officers, agents, and employees of the Nonprofit as directed by the President or the Board; and
- f. To perform all other duties and carry out other responsibilities as may be determined by the Board or assigned by the President.

Secretary:

The Secretary will perform the following duties:

- a. Prepare the minutes of the meetings of the Board and keep those minutes in one or more books provided for that purpose;
- b. Authenticate the records of the Nonprofit as will from time to time be required;
- c. Ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- d. Act as custodian of the corporate records and of the corporate seal, if any, and ensure that the seal of the Nonprofit, if any, is affixed to all documents the execution of which on behalf of the Nonprofit under its seal is duly authorized; and
- e. Perform all duties incidental to the office of Secretary and any other duties as from time to time may be delegated to the Secretary by the President or the Board.

Treasurer:

Subject to the control and supervisory powers of the Board and its delegate, the powers and duties of the Treasurer will be:

- a. To keep accurate financial records for the Nonprofit;
- b. To deposit all money, drafts and checks in the name of and to the credit of the Nonprofit in the banks and depositories designated by the Board;
- c. To endorse for deposit all notes, checks, drafts received by the Nonprofit as instructed by the Board, making proper vouchers for them;
- d. To disburse corporate funds and issue checks and drafts in the name of the Nonprofit, as instructed by the Board;
- e. To submit to the President and the Board, as requested an account of all transactions by the Treasurer and financial condition of the Nonprofit;
- f. To prepare and submit to the Board annual reports detailing the financial status of the Nonprofit; and
- g. To perform all other duties and carry out other responsibilities as prescribed by the Board or the President.

Section 4. Removal and Vacancies

Any Officer may be removed by a two-thirds ($\frac{2}{3}$) vote of the Board whenever, in its judgment, the best interests of the Nonprofit would be served. If an Officer is removed from office, they may not run for re-election unless approved by every actively serving member of the Board.

Vacancies may be filled by a two-thirds ($\frac{2}{3}$) vote of the Board within 3 months of the vacancy.

Section 5. Delegation of Authority

The Board reserves the authority to delegate the powers of any Officer to any other Officer or agent, notwithstanding any provision in these Bylaws.

Article V: Corporate Seal, Execution of Instruments

The organization shall have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of the section, any written instrument may be executed by an Officer(s) or Agent(s) that are specifically designated by the Board of Directors.

Article VI: Loans, Checks, Deposits, Contracts

Section 1. Loans

Without authorization by the Board, the Nonprofit is prohibited from making or accepting loans in its name, or issuing evidence of indebtedness in its name. The authorization of the Board for the Nonprofit to perform these acts can be general or specific.

Section 2. Checks, Drafts, Notes

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Nonprofit must be signed by a designated Officer or Officers, Agent or Agents of the Nonprofit and in a manner as will from time to time be determined by the Board.

Section 3. Deposits

All funds of the Nonprofit not otherwise used will be deposited to the credit of the Nonprofit in banks, trust companies, or other depositories designated by the Board.

Section 4. Fiscal Year End

The fiscal year end of the Nonprofit is the last day of December.

Section 5. Voting Securities Held by the Nonprofit

The President, or another Officer or Agent designated by the Board will, with full power and authority attend, act, and vote, on behalf of the Nonprofit, at any meeting of security holders or interest holders of other corporations or entities in which the Nonprofit may hold securities or interests. At that meeting, the President or other delegated Agent will have and execute any and all rights and powers incidental to the ownership of the securities or interests that the Nonprofit holds.

Section 6. Contracts

The Board may give authority to any Officer or Agent, to make any contract or execute and deliver any instrument in the name of the Nonprofit and on its behalf, and that authority may be general or specific.

Section 7. Loans to Employees and Officers

The Nonprofit may not lend money to, or guarantee any obligation of, or otherwise assist, any Officer or employee of the Nonprofit or of any subsidiary of the Nonprofit, including any Officer or employee who is a Director of the Nonprofit or any subsidiary of the Nonprofit.

Article VII: Conflict of Interest

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt Nonprofit's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Nonprofit or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

Any Director, principal Officer, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person (the “Interested Person”).

A person has a financial interest (the “Financial Interest”) if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Nonprofit has a transaction or arrangement;
- b. A compensation arrangement with the Nonprofit or with any entity or individual with which the Nonprofit has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Nonprofit is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A Financial Interest is not necessarily a conflict of interest. A Person who has a Financial Interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

Section 3. Procedures

Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

Procedures for Addressing the Conflict of Interest

- a. An Interested Person may make a presentation at the governing Board or committee meeting, but after the presentation, the Interested Person shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.

- b. The Chair of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing Board or committee shall determine whether the Nonprofit can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a two-thirds ($\frac{2}{3}$) vote of the disinterested Directors whether the transaction or arrangement is in the Nonprofit's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decisions as to whether to enter into the transactional arrangement.

Violations of the Conflict of Interest Policy

- a. If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective actions.

Section 4. Records of Proceedings

The minutes of the governing Board and all committees with Board delegated powers shall contain:

- a. The names of the person who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

A voting member of the governing Board who receives compensation, directly or indirectly, from the Nonprofit for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who received compensation, directly or indirectly, from the Nonprofit for services is precluded from voting on matters pertaining to the member's compensation.

No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Nonprofit, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

No part of the net earnings of the Nonprofit shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that the Nonprofit 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 Article I.

Section 6. Annual Statements

Each Director, principal Officer and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understand the policy;
- c. Has agreed to comply with the policy; and
- d. Understands the Nonprofit is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Nonprofit operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, period review shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining;

- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Nonprofit's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the period review, the Nonprofit may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

Article VIII: Indemnification

Any Director or Officer who is involved in litigation by reason of his or her position as a Director or Officer of this Nonprofit shall be indemnified and held harmless by the Nonprofit to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Nonprofit to provide broader indemnification rights).

Article IX: Dissolution

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds ($\frac{2}{3}$) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Article X: Amendments

These bylaws may be amended, altered, or repealed by a two-thirds ($\frac{2}{3}$) vote of the Board at any regular or special meeting, provided that at least ten (10) days' written notice is given of the intention to amend, alter, or repeal the bylaws at such meeting.

Certification

The **Officers** of the Robina Marie Foundation, who sign below, certify that the foregoing is a true and correct copy of these Bylaws, duly adopted by the Board of Directors on the fifth day of the ninth month of the 2025 year.

Officers

Name: <u>Eric Fleming</u>	Name: <u>Tasha Barron</u>
Title: <u>President</u>	Title: <u>Secretary / Treasurer</u>
Signature: <u>[Signature]</u>	Signature: <u>[Signature]</u>
Date: <u>8 Sep 25</u>	Date: <u>Sept. 8, 2025</u>

Official SEAL: _____

