

## By-Laws of Mindful Kids, Inc.

### Article I Name and Purpose

Section 1: The name of the organization shall be Mindful Kids.

Section 2: Mindful Kids Inc. is organized exclusively for charitable and educational purposes in accordance with Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The purpose of Mindful Kids is to introduce and develop children's knowledge and understanding of the practice of Mindfulness and Yoga; and to promote the practice in children and teens. Specifically, the purpose of Mindful Kids is to foster a thriving community by creating and maintaining a network of classes with proven mindfulness and yoga techniques for all children and teens in communities and school districts.

### Article II Membership

Section 1: Membership shall consist only of the members of the Board of Directors

### Article III Board of Directors

Section 1: Board Role, Size and Compensation. The Board is responsible for overall policy and direction of Mindful Kids, and delegates responsibility for day to day operations to the Executive Director and Committees. The Board shall have up to fifteen (15) and not fewer than three (3) members. The Board receives no compensation other than expenses pre-approved by the board and with valid receipts of expenses.

Section 2: Annual and Special Meeting: An annual meeting takes place in the month of January. The specific date, time, and location of which will be designated by the Board. At the annual meeting, the members shall elect directors and officers, receive reports on the activities of the association and determine the direction of the association for the coming year. Special Meetings may be called by the President or a simple majority of the Board of Directors. A petition signed by five percent of voting members may also call a special meeting.



Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of those directors present and constituting a quorum.

Section 4: Terms. All Board members shall serve 2 year terms but are eligible for re-election.

Section 5: Quorum: A quorum must be attended by at least 50 percent of the Board Members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board Meeting requires that each member have written notice three weeks in advance.

Section 7: Officers and Duties. There shall be officers of the Board consisting of a President, Vice President, Secretary and Treasurer. Their duties are as follows:

a) President

- Convene and presides regularly scheduled Board meetings
- Ensures that the Mindful Kids Inc. by-laws is upheld
- Supervises the overall Mindful Kids Inc. affairs
- Ensures that the Vice-President is informed of all decisions and committee information
- Calls for special board meeting if needed
- Appoints the Chairperson for committees within Mindful Kids Inc., which may be required, but is not specifically designated within the by-laws
- Chair Special Volunteer Training Program Committee
- Co-Chairs the By-Laws Review Committees, Finance/Budget Committee, Compensation Committee and Fundraising Committee
- Co-Custodian of Mindful Kids Inc. account and is authorized to sign checks in the absence of the Treasurer or Assistant Treasurer.

b) Vice-President

- Assist the President in all other duties necessary and/or requested. Fulfills and serves all roles as President in the absence of the President
- Chair the By-Laws Committee
- Serves on the Finance/Budget Committee, Special/Fundraising Events, Compensation Committee and Volunteer Training Program Committee
- If a Board Member cannot execute duties, the Vice President must execute the position's duties



c) Secretary

- Responsible for keeping records of Board actions, including overseeing the taking of minutes and the agenda to each Board member, and assuring that corporate records are maintained.
- Chair the Volunteer Training Program Committee
- Serves on the Bylaws Committee, Finance/Budget Committee, Compensation Committee and Special/Fundraising Events.
- Responsible for writing grants for Mindful Kids Inc.
- Maintains Binder for Meeting Agenda and Minutes, End of Year After Action Review (AAR) and any documents pertaining to board members roles.
- Supervise Mindful Kids Website and Social Media Accounts.
- May serve as Acting Treasurer and has authorization to sign checks in the absence of the treasurer.

d) Treasurer

- Serves as the Financial Officer of MKI.
- Custodian of Mindful Kids Inc.
- Chair the Finance/Budget Committee and Compensation Committee
- Serves on the Bylaws Committee, Special/Fundraising Events, and Volunteer Training Program
- Receives all Mindful Kids Inc. funds and makes deposits in the bank designated by the Board.
- Maintain the general and operating fund of Mindful Kids Inc.
- Prepares copies of the quarterly financial report/budget to be presented at each board meeting.
- Responsible for all legal requirements needed to establish and maintain Mindful Kids Inc. Non-profit designation.
- Responsible for all Mindful Kids Inc. end of year taxation requirement
- Organize financial records and turned in for auditing to the Finance/Budget Committee at the Annual end of Year Board Meeting in October of each year.

Section 8: Vacancies. When a vacancy on the Board exist, nominations for new members maybe received from present Board members to the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.



Section 9: Resignation. Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excessive absences from the Board if s/he has two unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a 50% vote of the remaining Directors.

#### Article IV Committees

Section 1: The President of the Board appoints all Committee chairs. The Board may create committees as needed from MKI volunteer pool.

Section 2: The President, Vice-President, Secretary, Treasurer serve as the members of the Executive Committee, except for the power to amend the Articles of Incorporation and ByLaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance/Budget Committee. The Treasurer is the chair of the Finance Committee, which includes three other Board members. The Committee is responsible for developing/reviewing fiscal procedures and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major changes in the budget must be approved by the Board. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

Section 4: Special/Fundraising Event Committee: A committee of at least three (4) members of the Board of Directors have final decision on the organization, development and execution of events to ensure that events are done safely and according to Mindful Kids Inc. vision and goals.

Section 5: Bylaws Committee: A committee of at least three (3) members of the Executive Board of Directors is responsible for developing and amend the bylaws as needed.





Section 6: Volunteer Training Program Committee: A committee of at least three (4) members of the Board of Directors have the final authority on the development of Mindful Kids Inc. training program and its implementation.

Section 7: Compensation Committee: A committee of at least three (4) members of the Board of Directors shall have all the final decision making authority to set the amount and terms of compensation of any officer, executive staff members or employee. Board members eligible to sit on the Compensation Committee are those who received no compensation from Mindful Kids. Board Members of the the Compensation Committee shall disclose any conflict of interest, and avoid the appearance of conflict of interest as set forth in the Conflict of Interest Policy to act independently in setting the compensation of any officer, executive staff or employee. Officers, executives, and employees whose compensation is under consideration by the Compensation Committee may give input and discuss matters related to that decision, however, the officer, executive staff member or employee may not be present during the final decision process and determination by the Compensation Committee.

## Article V Conflicts of Interest

Section 1: General Provisions. The Board or Directors shall adopt a Conflict of Interest Policy. The Conflict of Interest Policy shall be designed to help directors, officers, employees and volunteers of Mindful Kids identify situations that present potential conflicts of interest and to provide Mindful Kids with a procedure to appropriately manage conflict in accordance with legal requirements and the goals of accountability and transparency in Mindful Kids operations.

Section 2: Business Dealing and Contract. The governing Board of Directors shall be responsible for ensuring that no Interested person, as defined in the Conflict of Interest Policy, or any family member if an Interested Person, who has a conflict of Interest with regard to any business dealings or contracts of Mindful Kids exercises influence and/or participates in decisions related to those business dealings or contract. Further, any financial arrangements, business dealings and contracts entered into by Mindful Kids will be on “fair market” terms as determined by industry standards and local convention. The governing Board of Directors shall seek the advice of a qualified Certified Public Accountant or other financial or business expert to determine fair market terms, and same shall be documented.



## Article VI Dissolution

Mindful Kids Inc. may be dissolved by a majority vote of all board members. Any funds contained in the general operating fund will be used to satisfy any outstanding debts, liabilities, or obligations. All remaining assets of the organization shall be distributed to charities as determined by the Board, for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## Article VII Amendments

Section 1: These ByLaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Vice-President to be sent out with Regular Board Announcement.

These Bylaws were approved at a meeting of the Board of Directors of Mindful Kids on 26 February 2020 at Clarksville, Montgomery County, Tennessee



























