

STATE OF  
COUNTY OF

) ss:

**AFFIDAVIT**

I, Raymond Howard, hereby swear and affirm that the state in which the bylaws were enacted, Delaware, does not require that bylaws be signed in order to conform with law.

*Raymond Howard*

Raymond Howard, Operations Director

Subscribed and sworn to before me  
this 11<sup>th</sup> day of November, ~~2019~~ 2020

*Kathy Hawks*

Notary Public

(Seal)



**KATHYE HAWKS, Notary Public**  
In and for the State of Ohio  
My Commission Expires Dec 26, 2022

# BYLAWS

of the

BLACK LIVES MATTER FOUNDATION, INC.  
(the “Corporation”)

a Delaware nonprofit nonstock corporation

## **Article I. Offices**

Section 1.1 Registered Office. The address of the Corporation’s initial registered office in the State of Delaware is 1209 Orange Street, Corporation Trust Center, New Castle County, Wilmington, Delaware, 19801. The name of the Corporation’s initial registered agent at such address is The Corporation Trust Company.

Section 1.2 Other Offices. The Corporation may have such other offices, either within or without the State of Delaware, as the Board of Directors may from time to time determine or the business of the Corporation may require.

## **Article II. Members**

Section 2.1 Members. The members of the Corporation shall be those individuals who are serving from time to time as the directors of the Corporation, and any action that requires member approval pursuant to the Delaware General Corporation Law shall be deemed approved by the members upon its approval by the Board of Directors.

Section 2.2 No Membership Interests. The Corporation shall have no authority to issue membership interests as that term is defined in the Delaware General Corporation Law, and no member shall be entitled to a membership interest.

## **Article III. Directors**

Section 3.1 Number of Directors. The Board of Directors shall consist of such number of persons as may be fixed from time to time by the Board of Directors; provided that the number of directors shall not be reduced so as to shorten the term of any director at the time in office; and provided, further, that the initial number of directors shall be one (1).

Section 3.2 Election and Term of Office. Directors shall be elected annually at the annual meeting of the Board by majority vote of the directors then in office. Notwithstanding anything contained in these Bylaws to the contrary, each director shall hold office until a successor is elected and qualifies or until that director’s earlier resignation, removal

or death. If the annual election of directors is not held on the date designated therefor, the directors shall hold such election as soon thereafter as convenient.

Section 3.3 Vacancies. Whenever a vacancy exists on the Board of Directors, whether by death, resignation or otherwise, the vacancy shall be filled by a vote of a majority of the directors then in office, even if less than a quorum, or by a sole remaining director. A director elected to fill a vacancy shall hold office for the remainder of the unexpired term of his or her predecessor in office, subject to the power of removal stated in these Bylaws.

Section 3.4 Resignation. Any director may resign from office at any time upon giving written notice to the Executive Director of the Corporation. Any such resignation shall take effect at the time it specifies or, if the time be not specified, upon receipt, and the acceptance of such resignation, unless required by its terms, shall not be necessary to make such resignation effective.

Section 3.5 Removal. A director may be removed at any time, with or without cause, by the affirmative vote of a majority of the directors then in office.

Section 3.6 Meetings. Meetings of the Board may be held at any place within or without the State of Delaware. An annual meeting of the Board for the appointment of officers and the transaction of any other business that may come before the Board shall be held no less frequently than annually. The Board may fix times and places for regular and annual meetings of the Board and no notice of such meetings need be given. A special meeting of the Board shall be held whenever called by the Chair of the Board of Directors (“Chair of the Board”), Executive Director or by any director at such time and place as shall be specified in the notice or waiver thereof. Notice of each special meeting shall be given by the Executive Director or by a person calling the meeting to each director by mailing the same, first-class postage prepaid, or personally, or by telephoning the same, or sending it by facsimile or email, not later than the tenth day before the meeting.

Section 3.7 Quorum and Voting. A majority of the directors then in office shall constitute a quorum for the transaction of business (except as otherwise provided by Section 3.3 hereof). If there be less than a quorum at any meeting of the Board, a majority of the directors present may adjourn the meeting from time to time, and no further notice thereof need be given other than announcement at the meeting which shall be so adjourned. Except as otherwise provided by law or by these Bylaws, the act 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. There shall be no voting by proxy.

Section 3.8 Written Consents and Meetings by Telephone. (a) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Board.

(b) Members of the Board of Directors may participate in a meeting of such Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this sentence shall constitute presence in person at such meeting.

Section 3.9 Compensation. Directors of the Corporation shall not be compensated for their service to the Corporation as directors.

Section 3.10 Non-voting Advisory Committees. The Board of Directors may from time to time establish one or more non-voting advisory committees as the Board of Directors shall deem advisable or desirable. Each such committee shall have such composition, role and eligibility requirements as the Board of Directors shall from time to time prescribe. At no time, however, shall any such committee exercise any of the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation.

#### **Article IV. Officers, Agents and Employees**

Section 4.1 Appointment and Qualification. The officers of the Corporation shall be a Chair of the Board and an Executive Director, each of whom shall be appointed by the Board of Directors. Any number of offices may be held by the same person. Each officer shall hold office until his or her successor is elected and qualifies or until his or her earlier resignation, removal or death. The Board may appoint, and may delegate power to appoint, such other officers, agents and employees as it may deem necessary or proper, who shall hold office for such period, have such authority and perform such duties as may from time to time be prescribed by the Board.

Section 4.2 Removal of Officer, Agent or Employee. Any officer, agent or employee of the Corporation may be removed by the Board of Directors with or without cause at any time, and the Board may delegate such power of removal as to officers, agents and employees not appointed by the Board of Directors. Such removal shall be without prejudice to such person's contract rights, if any, but the appointment of any person as an officer, agent or employee of the Corporation shall not of itself create contract rights.

Section 4.3 Chair of the Board of Directors. The Chair of the Board shall preside at all meetings of the Board of Directors and shall have such authority and perform such duties as may from time to time be prescribed by the Board.

Section 4.4 Executive Director. The Executive Director shall be the chief executive officer of the Corporation. The Executive Director may vote the stock or other securities of any other domestic or foreign corporation that may at any time be owned by the Corporation, may execute any stockholders' or other consents in respect thereof and may in his or her discretion delegate such powers by executing proxies, or otherwise, on behalf of the Corporation. He or she shall have charge of all funds and securities of the Corporation, shall

endorse the same for deposit or collection when necessary and deposit the same to the credit of the Corporation in such banks or depositories as the Board of Directors may from time to time authorize. He or she may endorse all commercial documents requiring endorsements for or on behalf of the Corporation and may sign all receipts and vouchers for payments made to the Corporation. The Executive Director shall record all proceedings of meetings of the directors in a book kept for that purpose and shall file in such book all written consents of directors to any action taken without a meeting. He or she shall attend to the giving and serving of all notices of the Corporation and have charge of such books and papers as the Board of Directors may direct. The Executive Director shall have all such further powers and duties as generally are incident to the position of Executive Director or as may be assigned to him or her by the Chair of the Board or the Board of Directors.

Section 4.5 Delegation of Duties. In case of the absence of any officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may confer for the time being the powers or duties, or any of them, of such officer upon any other officer or upon any director.

#### **Article V. Miscellaneous**

Section 5.1 Books and Records. The Corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of all meetings of its Board of Directors.

Section 5.2 Fiscal Year. The fiscal year of the Corporation shall be the year selected from time to time by the Board of Directors.

#### **Article VI. Waiver of Notice**

Section 6.1 Waiver of Notice. Whenever notice is required to be given by statute, under any provision of the certificate of incorporation or by these Bylaws, a written waiver thereof, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a director at a meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except when such director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the directors need be specified in any written waiver of notice.

## **Article VII. Indemnification**

Section 7.1 Indemnification. (a) The Corporation shall indemnify each director, officer, employee and agent of the Corporation who is a natural person, and/or his or her heirs, executors or administrators, by reason of the fact that he or she is or was serving as a director, officer, employee or agent of the Corporation, to the fullest extent permitted by the General Corporation Law of the State of Delaware,

(i) against all expenses (including attorneys' and other experts' fees and disbursements), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative, or in connection with any appeal therein, or otherwise, arising from, or in connection with, his or her serving the Corporation, and

(ii) against all expenses (including attorneys' and other experts' fees and disbursements) actually and reasonably incurred by him or her in connection with the defense or settlement of any action or suit by or in the right of the Corporation, or in connection with any appeal therein, or otherwise; and

except as provided in (b) below, no provision of these Bylaws is intended to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the General Corporation Law of the State of Delaware upon the Corporation to furnish, or upon any court to award, such indemnification, or indemnification as otherwise authorized pursuant to the General Corporation Law of the State of Delaware or any other law now or hereafter in effect.

(b) In no case shall the Corporation indemnify, reimburse, or insure any person from any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). Further, if, at any time, the Corporation is deemed to be a private foundation within the meaning of section 509 of the Code then, during such time, no payment shall be made under this section if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in sections 4941(d) or 4945(d), respectively, of the Code.

(c) No indemnification or advancement of expenses shall be made to or on behalf of any director, officer, employee or agent if a judgment or other final adjudication establishes that his or her actions, or omission to act, were material to the cause of action so adjudicated and constitute a violation of the criminal law, unless the director, officer, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful.

(d) To right to indemnification conferred in these Bylaws shall include the right to be paid by the Corporation the expenses incurred in defending any proceeding for which such

right to indemnification is applicable in advance of its final disposition (an “Advancement of Expenses”); provided, however, that an Advancement of Expenses incurred by or on behalf of an indemnitee shall be made only upon delivery to the Corporation of an undertaking (hereinafter an “Undertaking”), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right of appeal that such indemnitee is not entitled to be indemnified for such expenses under this Section 7.1 or otherwise.

Section 7.2 Determinations. If and to the extent such indemnification shall require a determination whether or not the relevant person met the applicable standard of conduct set forth in the General Corporation Law of the State of Delaware, such determination shall be made expeditiously at the cost of the Corporation after a request for the same from the person seeking indemnification. If indemnification is to be given or an advance of expenses is to be made upon a determination by independent legal counsel, such counsel may be the regular counsel to the Corporation. In rendering such opinion, such counsel shall be entitled to rely upon statements of fact furnished to them by persons reasonably believed by them to be credible, and such counsel shall have no liability or responsibility for the accuracy of the facts so relied upon. The fees and disbursements of counsel engaged to render such opinion may be paid by the Corporation whether or not such counsel ultimately are able to render the opinion that is the subject of their engagement.

Section 7.3 Other Rights. The indemnification and advancement of expenses provided herein shall not be deemed to be exclusive of any other rights to which persons seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested directors or otherwise, including rights under any insurance policy that may be purchased by the Corporation.

Section 7.4 Insurance. The Corporation may purchase and maintain, to the fullest extent permitted by the laws of the State of Delaware, as they presently exist or may hereafter be amended, insurance on behalf of any director, officer, employee or agent of the Corporation and any person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her or incurred by him or her in any capacity or status.

Section 7.5 No Retroactive Effect. Any repeal, amendment or alteration of this Article VII that reduces or limits the indemnification of the persons referred to herein shall apply prospectively only and shall not be given retroactive effect.

## **Article VIII. Amendments**

Section 8.1 Amendments. These Bylaws or any of them may be altered, amended or repealed, and new Bylaws may be adopted, at any meeting of the directors by the

affirmative vote of a majority of the directors then in office; provided, that any such alteration, amendment, repeal or adoption shall be consistent with the requirements of section 501(c)(3) of the Code.

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