

BYLAWS

BEGIN WITHIN FOUNDATION

Effective Date: May 21, 2026

Article I – Name, Purpose, and Offices

Section 1. Name

The name of this organization shall be Begin Within Foundation (the "Foundation"), an Ohio nonprofit corporation organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 2. Purpose

The Foundation exists to empower individuals, families, and communities through emotional wellness support, mentorship, life skills education, personal development, and community healing initiatives.

The Foundation's charitable and educational activities may include, but are not limited to:

- (a) providing mentorship, coaching, educational programs, workshops, and support services designed to promote emotional, mental, spiritual, and personal growth;
- (b) supporting individuals and families facing personal, social, economic, or emotional challenges through resources, guidance, referrals, and community-based initiatives;
- (c) fostering leadership development, resilience, healthy relationships, self-sufficiency, and lifelong learning;
- (d) promoting community engagement, collaboration, and healing through outreach programs, partnerships, events, and volunteer opportunities; and
- (e) conducting any lawful charitable and educational activities that further the Foundation's mission and qualify under Section 501(c)(3) of the Internal Revenue Code.

The Foundation seeks to help individuals transform pain into purpose by providing access to support, tools, resources, and opportunities that encourage healing, growth, and long-term well-being while strengthening families, communities, and future generations.

Section 3. Nonprofit and Tax-Exempt Status

The Foundation shall operate exclusively for charitable and educational purposes. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, any director, officer, employee, or private individual except as reasonable compensation for services rendered and reimbursement of authorized expenses.

Section 4. Principal Office

The principal office of the Foundation shall be located in the State of Ohio at such location as determined by the Board of Directors. The Foundation may establish additional offices as necessary to conduct its activities.

Article II – Membership

The Foundation shall have no voting members. All powers of governance shall be exercised by or under the authority of the Board of Directors.

Article III – Board of Directors

Section 1. Authority

The affairs, property, programs, and activities of the Foundation shall be managed by its Board of Directors.

Section 2. Number of Directors

The Board shall consist of not fewer than three (3) directors and not more than nine (9) directors. The exact number of directors shall be determined by resolution of the Board.

Section 3. Qualifications

Directors shall support the mission of the Foundation and be willing to fulfill the fiduciary duties of care, loyalty, and obedience required of nonprofit directors.

Section 4. Terms

Directors shall serve two-year terms and may be re-elected without limitation unless otherwise determined by the Board.

Section 5. Resignation

Any director may resign at any time by providing written notice to the Secretary or Board Chair.

Section 6. Removal

A director may be removed by majority vote of the remaining directors whenever such action is determined to be in the best interests of the Foundation.

Section 7. Vacancies

Any vacancy occurring on the Board may be filled by majority vote of the remaining directors. A director elected to fill a vacancy shall serve the remainder of the unexpired term.

Section 8. Related Directors and Family Relationships

The Board may include directors who are related to one another, or to an officer or employee of the Foundation, by blood, marriage, or domestic partnership. Any such relationship shall be disclosed in writing in accordance with the Foundation's Family Relationship Disclosure Policy, and shall be updated whenever a director's or officer's relationships change. A director who is related to another director, officer, or employee shall recuse themselves from any discussion or vote concerning the compensation, employment, contracting, or discipline of the related individual, consistent with the Foundation's Conflict of Interest Policy.

Article IV – Officers

Section 1. Officers

The officers of the Foundation shall consist of:

- Founder/President, who also serves as Chair of the Board
- Secretary
- Treasurer

The Board may establish additional officer positions, including a Vice Chair or Vice President, as needed.

Section 2. Election and Term

Officers shall be elected annually by the Board of Directors.

Section 3. Founder/President and Board Chair

The Founder/President shall serve as Chair of the Board, shall preside at Board meetings, provide leadership to the Board, and perform such duties as may be assigned by the Board. If the Founder/President is unable to serve as Chair, the Board may elect another director to serve as Chair, and such director shall assume the duties described in this Section.

Section 4. Secretary

The Secretary shall maintain corporate records, meeting minutes, and official Board documentation.

Section 5. Treasurer

The Treasurer shall oversee the financial affairs of the Foundation and provide regular financial reports to the Board.

Section 6. Chief Executive Officer

The Board may appoint a Chief Executive Officer (CEO) to manage the day-to-day operations of the Foundation.

The CEO may be compensated for services rendered and may serve as a director if elected by the Board.

The CEO shall not participate in or vote on matters involving the CEO's compensation or employment terms.

Article V – Meetings

Section 1. Annual Meeting

The Board shall hold an annual meeting each year for the purpose of electing officers, reviewing organizational performance, and conducting other business.

Section 2. Regular Meetings

The Board shall meet at least quarterly.

Section 3. Special Meetings

Special meetings may be called by the Board Chair or by any two directors.

Section 4. Notice

Reasonable notice shall be provided for all meetings.

Section 5. Virtual Meetings

Meetings may be conducted through telephone, video conference, or other electronic means that allow all participants to hear and communicate with one another simultaneously.

Section 6. Quorum

A majority of directors then serving shall constitute a quorum.

Article VI – Voting

Each director shall have one vote.

Unless otherwise required by law or these Bylaws, actions shall be approved by a majority vote of directors present at a meeting where a quorum exists.

Article VII – Committees

The Board may establish standing or temporary committees as necessary.

Committees may include directors, officers, employees, volunteers, or community members as approved by the Board.

Committees shall operate under authority delegated by the Board and shall report regularly to the Board.

Article VIII – Compensation

Directors shall serve without compensation for their Board service.

Directors may be reimbursed for reasonable and documented expenses incurred on behalf of the Foundation.

Nothing in these Bylaws shall prohibit the Foundation from compensating an individual for services provided in a separate employee or contractor capacity, provided all applicable conflict-of-interest procedures are followed.

Article IX – Conflicts of Interest and Related-Party Disclosure

The Foundation shall maintain and enforce a written Conflict of Interest Policy applicable to directors, officers, employees, volunteers, and committee members.

The Foundation shall also maintain a written Family Relationship Disclosure Policy requiring directors and officers to disclose family or domestic relationships with other directors, officers, employees, or contractors of the Foundation. Both policies shall be reviewed by the Board no less often than every three years and shall be made available to the public as part of the Foundation's commitment to governance transparency.

Article X – Indemnification

To the fullest extent permitted by Ohio law, the Foundation shall indemnify directors, officers, employees, and authorized agents against liabilities and expenses incurred in connection with their service to the Foundation.

Article XI – Amendments

These Bylaws may be amended by a majority vote of the Board of Directors at any meeting where notice of the proposed amendment has been provided in advance.

Article XII – Dissolution

Upon dissolution of the Foundation, all assets remaining after payment of liabilities shall be distributed exclusively to one or more organizations recognized as exempt under Section 501(c)(3) of the Internal Revenue Code and whose purposes are consistent with the charitable mission of the Foundation.

No assets of the Foundation shall be distributed to any private individual.

CERTIFICATION OF ADOPTION OF BYLAWS
BEGIN WITHIN FOUNDATION

The undersigned hereby certifies that the foregoing Bylaws of Begin Within Foundation were duly adopted by the Board of Directors on the 21 day of May, 2026, and that such Bylaws are currently in full force and effect.

Founder/President

Printed Name:

Niki Harper

Date:

June 22, 2026