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# BYLAWS

## BEGIN WITHIN FOUNDATION

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### ARTICLE I – NAME, PURPOSE, AND OFFICES

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#### 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**

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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**

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### **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 President.

### **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.

## **ARTICLE IV – OFFICERS**

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### **Section 1. Officers**

The officers of the Foundation shall consist of:

- Founder/President
- Secretary
- Treasurer

The Board may establish additional officer positions as needed.

### **Section 2. Election and Term**

Officers shall be elected annually by the Board of Directors.

### **Section 3. Founder/President**

The Founder/President shall preside at Board meetings, provide leadership to the Board, and perform such duties as may be assigned by the Board.

### **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**

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### **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 Founder/President 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.

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**ARTICLE VI – VOTING**

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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.

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**ARTICLE VII – COMMITTEES**

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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.

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**ARTICLE VIII – COMPENSATION**

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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.

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**ARTICLE IX – CONFLICTS OF INTEREST**

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

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**ARTICLE X – INDEMNIFICATION**

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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**

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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**

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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**

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The undersigned hereby certifies that the foregoing Bylaws of Begin Within Foundation were duly adopted by the Board of Directors on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and that such Bylaws are currently in full force and effect.

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Founder/President

Printed Name: \_\_\_\_\_

Date: \_\_\_\_\_

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**CERTIFICATION OF ADOPTION OF BYLAWS**  
**BEGIN WITHIN FOUNDATION**

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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.

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Founder/President

Printed Name: Niki Harper  
Date: June 22, 2026