

Preston Mitchum Jr. Foundation, Inc.

Bylaws

Article I – Name

The name of the organization shall be the Preston Mitchum Jr. Foundation, Inc. ("the Foundation").

Article II – Mission

The Foundation is organized exclusively for charitable and educational purposes. Its mission is to empower children, families, and communities by providing educational opportunities, career awareness, literacy initiatives, school supplies, holiday assistance, mentorship, and other programs that improve quality of life.

Article III – Offices

The principal office of the Foundation shall be located in the State of Maryland. Additional offices may be established as approved by the Board of Directors.

Article IV – Board of Directors

The Foundation shall be governed by a Board of Directors consisting of no fewer than three (3) and no more than eleven (11) directors.

The responsibilities of the Board of Directors include:

- Supporting the Foundation's mission and vision.
- Attending regular board meetings.
- Providing strategic guidance and fiduciary oversight.
- Assisting with fundraising, community outreach, and organizational growth.
- Ensuring compliance with all applicable federal, state, and local laws.

Directors shall serve three-year terms and may be reappointed by the Board.

Article V – Officers

The officers of the Foundation shall consist of a Board Chair, Vice Chair, Secretary, and Treasurer.

Officers shall be elected by the Board of Directors and serve two-year terms or until their successors are elected.

The duties of the officers are as follows:

- Board Chair: Presides over meetings of the Board of Directors, provides leadership to the organization, and serves as the primary spokesperson for the Foundation.
- Vice Chair: Assists the Board Chair and performs the Chair's duties in the Chair's absence.
- Secretary: Maintains board meeting minutes, official records, and organizational documents, and provides notice of board meetings.
- Treasurer: Oversees the Foundation's financial affairs, reviews financial reports and budgets, and helps ensure sound financial management and compliance.

Vacancies in officer positions may be filled by a majority vote of the Board of Directors.

Article VI – Meetings

The Board of Directors shall meet at least twice each calendar year.

Special meetings may be called by the Board Chair or by a majority of the Board of Directors.

A majority of the directors shall constitute a quorum for the transaction of business.

Board members may participate in meetings in person or through electronic means when appropriate.

Article VII – Committees

The Board of Directors may establish committees as necessary to carry out the work of the Foundation, including but not limited to:

- Finance Committee
- Governance Committee
- Fundraising Committee

- Programs Committee
- Community Partnerships Committee

Committee members shall be appointed by the Board.

Article VIII – Conflict of Interest

Board members shall disclose any actual or potential conflicts of interest and shall refrain from participating in discussions or voting on matters where a conflict exists.

The Foundation shall maintain and follow a written Conflict of Interest Policy.

Article IX – Fiscal Year

The Foundation's fiscal year shall begin on January 1 and end on December 31 unless otherwise determined by the Board of Directors.

Article X – Financial Management

The Foundation shall maintain accurate financial records in accordance with generally accepted accounting principles.

The Board of Directors shall review and approve an annual operating budget.

The Foundation shall maintain appropriate internal controls to safeguard its financial assets.

Article XI – Dissolution

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

Article XII – Amendments

These bylaws may be amended by a two-thirds vote of the Board of Directors, provided that written notice of the proposed amendment is given before the meeting at which the amendment will be considered.

Article XIII – Nondiscrimination

The Preston Mitchum Jr. Foundation shall not discriminate on the basis of race, color, religion, national origin, sex, age, disability, veteran status, sexual orientation, gender identity, or any other status protected by applicable law.

Article XIV – Programs

The Foundation may establish and operate charitable and educational initiatives, including but not limited to:

- Career Awareness Program (CAP)
- Annual Back-to-School Campaign
- Holiday Assistance Program
- Literacy and Little Free Library initiatives
- Positive Vibes educational and literacy projects
- Youth mentoring and leadership development
- Community outreach and volunteer service projects