

‘WEEN DREAM
(A Louisiana Nonprofit Corporation)

BYLAWS
(~~adopted April 6, 2014~~) (~~amended August 25, 2014~~) (~~amended March 12, 2015~~)
(amended July 1, 2015)

ARTICLE I. OFFICE/FACILITY

The office of the Corporation shall be located at 3001 River Road, Jefferson, Louisiana, 70121, in the Parish of Jefferson.

ARTICLE II. PURPOSE AND POWERS

These Bylaws shall operate merely as regulations among the Members of the Corporation, as defined herein, and shall not affect contracts or other dealings with other persons, unless those persons have actual knowledge of these Bylaws.

ARTICLE III. MISSION

It is the mission of ‘WEEN DREAM to provide free Halloween costumes for children in need. It is the belief of ‘WEEN DREAM that every child should be able to dress up and participate in Halloween regardless of his or her family’s ability to provide a costume. ‘WEEN DREAM accomplishes this mission through the redistribution of donated costumes. For children unable to be matched to a donated costume, ‘WEEN DREAM may purchase (or solicit a donor to purchase) a costume for that child.

ARTICLE IV. MEMBERS

Section 1. The Members of the Corporation shall be composed of the persons who sign the charter, the Directors, and all other persons who are interested in and support the purposes of the Corporation and pay annual dues as required by the Bylaws. Any Member shall cease to be a member of the Corporation upon death, resignation, failure to pay annual dues, or by a majority vote of Directors. The Directors and Members are referred to collectively as “Members.”

Section 2. Members are entitled to attend and/or review minutes of the annual meeting, which shall be held at the Corporation’s office on the day designated from year to year by the CEO. Written notice of the meeting shall state the place, date, time, and purpose of the meeting and shall be mailed or emailed by an Officer of ‘WEEN DREAM, or posted on the ‘WEEN DREAM website and/or Facebook Members group, not less than ten nor more than fifty days before the meeting.

Section 3. Three of the Members entitled to vote at a meeting shall constitute a quorum. Each Member shall be entitled to one vote on each matter submitted to a vote at a meeting of the Members. The vote of a majority of the Members present at a meeting at which a quorum is present shall be the act of the Members.

Section 4. Member dues are \$31.00 annually and shall be paid at or before the annual meeting each year, the specific date for such meeting set by the CEO. Members shall be entitled to attend and vote at meetings of the Members, be listed in the Corporation’s directory of Members (if such a directory is created), receive the Corporation’s newsletter, and enjoy other rights as may be granted by the Board of Directors.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The management and control of the affairs, activities, and property of this Corporation shall be vested in the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not prohibited by statute, the Articles of Incorporation, or these Bylaws.

Section 2. The Board of Directors shall consist of three to nine persons, the specific number being determined from time to time by resolution of the Board of Directors, and except that if there are fewer than three Members, there need be only as many Directors as there are Members. Directors, other than those constituting the first Board, shall be chosen from and elected by the Membership. Each Director shall hold office for a term of three years and until his or her successor is elected. Directors may be reelected for successive terms. Nominations for Directors may be made to the CEO at any time by any Member. The Board of Directors shall consist of the following individuals:

1. Kelsey L. Meeks (March 1, 2014)
2. Allison Scott Craig (March 1, 2014)
3. Beverly Maurine May Wall (March 6, 2014)
4. Mandy Beth Strain (March 6, 2014)
5. Michael L. Porter (March 6, 2014)
6. Bruce Katz (December 1, 2014)
7. Stephanie Villagomez Lemoine (January 25, 2015)

Section 3. No Director shall receive any salary or compensation for his or her services as a Director or for other services rendered to the Corporation, provided, however, if the Board of Directors so determines, (i) a Director may be reimbursed for expenses actually incurred by such Director in the performance of his or her duties as a Director, and (ii) a Director may receive compensation that is not excessive for personal services (rendered in other than a “Director” capacity) that are reasonable and necessary in carrying out the Corporation’s purpose.

Section 4. If a Director’s position becomes vacant due to death, resignation, retirement, or removal, or if any position for an additional director is created by amendment of these Bylaws, a majority of the Directors then in office may choose a successor or fill the newly created position.

Section 5. The Board of Directors’ annual meeting shall be held on the same day as and preceding the annual Members’ meeting. The Board of Directors may hold other meetings, the schedule for which may be set forth in these Bylaws or by resolution of the Board of Directors. At all meetings of the Board of Directors, three Directors shall constitute a quorum for the transaction of business. Any act by a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless provided otherwise by statute or these Bylaws. The Board of Directors shall keep minutes of its proceedings, which shall be kept in the “Director Meeting Minutes” sub-folder of ‘WEEN DREAM’s Google Drive online storage system.

Section 6. Responsibilities of Directors include the following:

- (a) collecting/picking up donated costumes from individuals and drop locations;
- (b) sorting, processing, and labeling donated costumes;
- (c) distributing costumes to the children to whom they have been matched;
- (d) collecting clothing racks, garment bags, and clip-hangers;
- (e) writing thank-you notes to donors;

- (f) promoting 'WEEN DREAM through social media and by word-of-mouth;
- (g) enlisting volunteers to assist with any of the above, especially during Halloween season; and/or
- (h) brainstorming ideas for the growth and improvement of 'WEEN DREAM.

ARTICLE VI. OFFICERS

Section 1. The Officers of the Corporation shall be a Chief Executive Officer (CEO) and Chief Operating Officer (COO), both of whom shall be chosen from and elected by the Directors of the Corporation at the annual meeting of the Corporation. These offices may be combined in one person, provided that no person holding more than one office may sign, in more than one capacity, any certificate or other instrument required by law to be signed by two officers. Nominations for Officers may be made to the CEO at any time by any Member.

Section 2. When so elected, an Officer shall hold office for a term of three years and until his or her successor is elected. Officers may be reelected for successive terms. However, any Officer may be removed by a majority of the Board of Directors with or without cause at any time, without prejudice, however, to the contract rights of the person so removed. If an Officer's position becomes vacant due to death, resignation, retirement, or removal, or if any position for an additional office is created by amendment of these Bylaws, a majority of the Directors then in office may choose a successor or fill the newly created office.

(a) CEO. The CEO is the executive officer of the Corporation. Kelsey L. Meeks shall serve as CEO, effective March 1, 2014. The CEO's responsibilities include the following:

- i. overseeing all aspects of the Corporation's affairs, operations, Members, and the Board of Directors;
- ii. executing all contracts and documents in the name of and on behalf of the Corporation, except where such contract or document is required by law to be otherwise signed and executed, and except where such signing and execution has been expressly delegated by the Board of Directors to another officer or agent of the Corporation;
- iii. assisting the Directors and Members in performance of their responsibilities;
- iv. creating, maintaining, and regularly updating a database of donated costumes available for matching;
- v. storing donated costumes until they are matched and redistributed;
- vi. receiving and reviewing applications for costumes and saving applications in our records;
- vii. creating, maintaining, and regularly updating a database of applicants for costumes;
- viii. matching applicants with donated costumes;
- ix. giving final approval of the annual budget;
- x. giving final approval for all of the Corporation's expenditures;
- xi. developing promotional materials;
- xii. creating, maintaining, and regularly updating all social media accounts;
- xiii. maintaining the website, including posting for public inspection on the website the Corporation's annual reports, financial statements, Articles of Incorporation, Bylaws, and all applicable Internal Revenue Forms;
- xiv. regularly checking the Corporation's email account(s) and responding to emails as needed; and

- xv. ensuring the Corporation is properly registered with state and federal governments and agencies.

(b) COO. Allison Scott Craig shall serve as COO, effective March 1, 2014. The COO's responsibilities include the following:

- i. taking minutes of or recording all meetings;
- ii. providing written summaries of all meetings and actions taken to all Members;
- iii. creating and maintaining a secure "cloud" account for online storage of all such minutes, summaries, and other documents;
- iv. creating and maintaining a calendar with the Corporation's important dates (including meetings, business/tax filing deadlines, and internal deadlines);
- v. creating and maintaining a comprehensive volunteer/supporter database (including mailing information, contact person for organizations/businesses, email addresses, and work/support provided);
- vi. ensuring donors, supporters, and volunteers are sent a thank-you note within a reasonable amount of time, which may include assigning Members with the task of writing and sending certain thank-you notes; and
- vii. reminding the Board about upcoming deadlines and events.

ARTICLE VII. INTERNS AND EX OFFICIO DIRECTORS

Section 1: The Board may seek Interns and/or Ex Officio Directors (the only difference being that an Intern receives credit from a University for his or her service, whereas an Ex Officio Director does not) to assist with Board duties. Any such position(s) will be created by the CEO and approved by a majority of the Board. Applications for the position(s) shall be reviewed by the CEO and COO, and qualified applicants shall be presented to the Board for a vote. The applicant receiving the most votes, as long as he or she has a majority, shall be offered the position. If no majority is reached in the first vote, the two applicants receiving the most votes shall be resubmitted to a runoff vote.

Section 2: If an accounting and bookkeeping Intern or Ex Officio Director is selected, his or her duties shall include the following:

- i. attending all meetings of Members and Board of Directors;
- ii. keeping full and accurate records of the Corporation's account(s), receipts, and disbursements;
- iii. developing an annual budget for the Corporation;
- iv. developing and overseeing fundraising campaigns;
- v. reviewing monthly bank statements for accuracy;
- vi. disbursing the Corporation's funds as may be designated by the Board of Directors;
- vii. providing receipts to donors, if requested;
- viii. making a monthly report to the Board of Directors of the Corporation's account balances, expenses paid, expenses owed, revenue received, and any other financial concerns;
- ix. completing required financial reporting forms in a timely fashion, including federal and state tax returns; and
- x. creating and maintaining a comprehensive monetary-donor database (including donors' names, mailing addresses, email addresses, and donations made).

If there is no Intern, Ex Officio Director, or any qualified Director responsible for these duties, then they shall be the responsibility of the CEO and the Board until such time as an Intern, Ex Officio Director, or any qualified Director assumes such responsibility.

Section 3: At the end of an Intern's or Ex Officio's service, he or she may be invited to join the Board as a Director in the same manner as set forth in Article V., *supra*.

ARTICLE VIII. ACCOUNTING

The Corporation's annual accounting period ends on October 31 of each year.

ARTICLE IX. FUNDRAISING

Charitable fundraising is an important source of financial support for the Corporation. All fundraising solicitations by the Corporation must meet federal and state law requirements. Solicitation materials must be accurate, truthful, and candid. A detailed record of all fundraising solicitations and solicitation materials shall be kept in the Corporation's records and made available to donors and the public. No fundraising solicitations or solicitation materials shall be made on behalf of the Corporation without written approval of the Board of Directors and the Officers of the Corporation. Fundraising costs shall be not only reasonable but kept to a minimum.

ARTICLE X. EXPENDITURES AND REIMBURSEMENTS

Section 1. The CEO and COO of 'WEEN DREAM have inherent authority to use their 'WEEN DREAM debit cards and checks to make purchases or payments of less than or equal to fifty-dollars (\$50.00) that are necessary for 'WEEN DREAM operations without approval of the Board of Directors. Receipts for all purchases or payments shall be given to the CEO and scanned and uploaded on the Accounting & Bookkeeping sub-folder of 'WEEN DREAM's Google Drive online storage system. For purchases greater than fifty-dollars (\$50.00), the CEO or COO must obtain majority approval from the Board of Directors before the purchase or payment is made. The officer seeking approval for an expense greater than fifty-dollars (\$50.00) shall not be present for the discussion of nor vote on the expense.

Section 2. No person, including officers, directors, and members of 'WEEN DREAM, may be reimbursed by 'WEEN DREAM for any previous purchase or payment except as follows:

- (a) The person seeking reimbursement must provide an original receipt (or copy of the original), a written description of goods or services purchased, and written reasons why the goods or services were purchased for 'WEEN DREAM.
- (b) Majority approval of the Board of Directors is required for reimbursement. The person seeking reimbursement shall not be present for the discussion of nor vote on his or her own reimbursement.
- (c) Following the procedure outlined above does not guarantee reimbursement.

Section 3. A person may seek preapproval for reimbursement from 'WEEN DREAM as follows:

- (a) The person seeking preapproval must provide a detailed estimate of the expense, a written description of goods or services to be purchased, and written reasons why the goods or services are necessary for 'WEEN DREAM.

- (b) A majority vote of the Board of Directors is required for reimbursement. The person seeking reimbursement shall not be present for the discussion of nor vote on his or her own reimbursement.
- (c) If reimbursement is preapproved, the original receipt (or copy of the original) must be provided to the Treasurer in order to receive reimbursement from ‘WEEN DREAM. ‘WEEN DREAM shall reimburse the amount estimated or the amount shown on the original receipt (or copy of the original), whichever is less. Any amount exceeding the estimate may be submitted for reimbursement pursuant to the procedure provided in this Section 2 of this Article, although amounts exceeding the preapproved estimate are not guaranteed to be reimbursed.
- (d) Even if a reimbursement is preapproved, it may be impossible for ‘WEEN DREAM to to pay the reimbursement due to financial constraints. Any person purchasing goods or services for ‘WEEN DREAM’s benefit is not guaranteed to be reimbursed any amount within any particular time from the date reimbursement is sought.

ARTICLE XI. NOTICE

If notice is required to be given under statute, the Articles of Incorporation, or these Bylaws, a waiver of notice signed by the person so entitled shall be deemed equivalent to timely and adequate notice.

ARTICLE XII. CONFLICTS OF INTEREST

See the ‘WEEN DREAM Conflicts of Interest Policy adopted by the Board of Directors on April 6, 2014 and revised most recently on March 17, 2015.

ARTICLE XIII. NON-DISCRIMINATION POLICY

‘WEEN DREAM values the principle that all persons should be treated kindly and respectfully. ‘WEEN DREAM is committed to providing an environment that is free from discrimination in ‘WEEN DREAM services and activities based on non-merit factors, including but not limited to race, national origin, ethnicity, color, religion, creed, ancestry, marital status, sex, sexual orientation, gender identity, disability (physical or mental), and age. Accordingly, ‘WEEN DREAM will not tolerate discrimination, including harassment, bullying, and retaliation, by its Members when they are representing ‘WEEN DREAM or participating in ‘WEEN DREAM events or activities.

ARTICLE XIV. AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a vote of the majority of the Board of Directors.

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CERTIFICATE

I, Allison Scott Craig, the duly elected, qualified and acting Chief Operating Officer of 'WEEN DREAM, do hereby certify that the above and foregoing are the Bylaws of this corporation duly adopted by the directors thereof at a meeting called and held at Jefferson, Louisiana, on the 1 day of July, 2015.

IN WITNESS WHEREOF, I have hereunto set my hand on this 1 day of July, 2015

'WEEN DREAM

A Louisiana nonprofit corporation

By: 

Allison Scott Craig, Chief Operating Officer