

**BYLAWS
of
PEPartnership, Inc.**

**ARTICLE I
NAME**

The name of the Corporation shall be PEPartnership, Inc.

**ARTICLE II
PURPOSES and ACTIVITIES**

The purposes for which PEPartnership, Inc., is formed are those set forth in its Articles of Incorporation, as from time to time amended: namely,

- relief to persons in need through the dissemination of products necessary for personal and household hygiene;
- research into the demographics of such persons and the need for personal and household hygiene products to alleviate financial need and poverty;
- research into, development of, and dissemination of “best practices” for the field;
- informational efforts aimed at the general public, policy makers, and elected officials to communicate the fact and magnitude of the need for personal and household hygiene products in general relief for poverty and financial need;
- cooperation with other agencies and programs involved in similar work; development, maintenance, and dissemination of software packages in support of these activities;
- oversight, coordination, training and mentoring of volunteers, including individuals with disabilities and individuals performing court-ordered or other required community service; and
- other activities that may be determined to be of assistance in alleviating poverty and financial need or educating the general public, policy makers and elected officials about poverty and financial need.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes

set forth above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue code, or the corresponding section of any future federal tax code.

ARTICLE III BASIC POLICIES

The following are basic policies of PEPartnership, Inc.:

- 3.1. PEPartnership, Inc., shall be noncommercial and nonpartisan.
- 3.2. The name “PEPartnership, Inc.” or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objectives and ministry of PEPartnership, Inc.
- 3.3. As stated in Article II of these ByLaws, **Purposes and Activities**, PEPartnership, Inc., may cooperate with other organizations and agencies engaged in work and ministry similar to or allied with that of PEPartnership, Inc., but persons representing PEPartnership, Inc., in such matters shall make no commitments that bind PEPartnership, Inc., without express written approval by the Board of Directors.

ARTICLE IV MEMBERSHIP

PEPartnership, Inc., shall not have any members. However, whenever and wherever membership is required by statute or otherwise, such membership shall be constituted solely of the Board of Directors of PEPartnership, Inc., as from time to time constituted. The meetings, resolutions, and actions taken by the Board of Directors of PEPartnership, Inc., shall constitute the meetings, resolutions, and actions taken by members, if required.

ARTICLE V GOVERNANCE

- 5.1. **Management.** The management of PEPartnership, Inc., shall reside in the Board of Directors and others, as specified herein. It is the function of the Board to determine objectives, philosophy, and official policy of the organization and to implement the same.
- 5.2. **Board of Directors.**
- 5.2.1. The Board of Directors shall consist of nine (9) persons, eight (8) of whom shall be selected so as to represent as broad a diversity of experience and expertise in the matters of ministry, social welfare, and poverty and financial need as possible, including but not limited to representatives from collegial agencies, representatives from other agencies located within the physical facilities housing PEPartnership, Inc., volunteers serving on PEPartnership, Inc. projects, and recipients (past or present) of PEPartnership, Inc., services. The ninth member shall be the Executive Director, as set forth in 5.2.3.
 - 5.2.2. Directors shall serve for a term of two years, from January through December. Directors' terms shall be staggered, so that the terms of four of the Directors shall expire each year. No Director shall serve for more than two consecutive terms, but there is no limit to the total number of terms a Director may serve.
 - 5.2.3. The Executive Director shall be an ex-officio member of the Board, with voice but no vote. Unless they are also Directors, Chairs of standing committees shall have a voice but no vote in all matters coming before the Board of Directors.
 - 5.2.4. Meetings of the Board of Directors shall be held at least annually. Regular and special meetings of the Board of Directors may be called by the Chair of the Board or by a majority of the Directors. Ten (10) days' written notice shall be given of the date, time, and agenda of regular meetings, and three (3) days' written notice shall be given of the date, time, and agenda of special meetings. Business may be conducted by unanimous waiver of notice and meeting by the entire Board of Directors.
 - 5.2.5. Unless specifically announced in advance as a closed meeting, all meetings of the Board shall be open to guests, who shall have no vote and, unless specifically invited to comment, no vote. The Board may, with unanimous vote, move into closed session for discussion of agenda items at an open meeting.

5.2.6. The Board of Directors may with cause remove from the Board any Director at any time by resolution adopted by majority vote. The Director in question shall be allowed voice and vote.

5.2.7. Unscheduled vacancies on the Board of Directors shall be filled by appointment of the President with concurrence of the Board.

5.3. Duties and Powers of the Board of Directors.

5.3.1. A quorum for conducting official business at a meeting of the Board of Directors, either in person or via telephone conference, shall be five (5) of the voting Directors.

5.3.2. Affirmation by five (5) Directors is required to ratify actions.

5.3.3. Official business not requiring discussion may be conducted by mail, FAX, or electronic mail. In these circumstances all voting Directors must be sent complete documentation concerning the business at hand at least five (5) calendar days prior to the date set by the Executive Director for voting. Affirmation by five (5) Directors is required to ratify actions. The results of action taken shall be noted in a special memorandum placed in the minutes book and signed by the Secretary or the Secretary's designee and shall be reported in the minutes of the next meeting.

5.4. The officers of PEPartnership, Inc., shall consist of a President, a Secretary and a Treasurer.

5.4.1. The officers of PEPartnership, Inc. shall be elected annually by the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient.

5.4.2. The officers shall serve for a term of one year or until the election and qualification of their successors. Only those persons who have signified their consent to serve if elected shall be nominated for or elected to such office.

5.4.3. All officers, with the exception of the Executive Director, are voting members of the Executive Committee and ex-officio members of all other committees with voice but without vote.

5.4.4. The President shall serve as Chair of the Executive Committee. In the event of the President's death, inability, or refusal to act, the Executive Director shall carry out the duties of the President until a new President can be elected by the Board of Directors.

5.4.5. The Secretary, under the direction of the Board of Directors, shall have general supervision of the keeping of records of meetings, activities, membership, and any other records required by law, and shall perform such other duties as may be delegated to him/her. In the event of the

Secretary's death, inability, or refusal to act, a Secretary shall be appointed by the Chair with the concurrence of the Board.

- 5.4.6. The Treasurer, under the direction of the Board of Directors, shall have general supervision of the fiscal affairs of PEPartnership, Inc., and other records required by law. In the event of the Treasurer's death, inability, or refusal to act, the office shall be appointed by the Chair with the concurrence of the Board.
 - 5.4.7 All officers shall perform the duties prescribed in the parliamentary authority adopted by PEPartnership, (if any), in addition to those outlined in these Bylaws and those assigned from time to time.
 - 5.4.8 All officers shall deliver to their successors all official material not later than thirty (30) days following the election of their successors.
- 5.5. **Executive Director.** There shall be an Executive Director, who shall serve at the pleasure of the Executive Committee with the approval of the Board of Directors.
- 5.5.1. The Executive Director shall be the chief executive and operating officer of PEPartnership, Inc., with responsibility for the management and direction of all operations, programs, activities and affairs of the society, including employment and termination of employment, and the determination of compensation of members of the staff and supporting personnel, functioning within the framework of policy aims and programs as generally determined by the Board of Directors.
 - 5.5.2. The Executive Director shall ensure that a formal Plan of Operation is developed and maintained for all named projects of PEPartnership, Inc., and submit same for approval by the Board of Directors.
 - 5.5.3. The Executive Director shall have authority to enter into contracts on behalf of PEPartnership, Inc., subject to guidelines to be established by PEPartnerships' Board of Directors.
 - 5.5.4. The Executive Director shall have oversight of all of the funds of PEPartnership, Inc.; shall ensure a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by PEPartnership, Inc., the Board of Directors, or a special committee. The Executive Director shall present a financial statement at every meeting of PEPartnership, Inc., and at other times when requested by the Board of Directors and shall make a full report at the annual meeting of the Board of Directors. The Executive Director shall ensure the responsible maintenance of such books of account and records in accordance with the requirements of the Bylaws.

- 5.5.5. The Executive Director shall also serve as Assistant Secretary of PEPartnership, Inc., and shall be an ex-officio member of the Board and all committees with voice but without vote.
- 5.5.6. The Executive Director shall supervise the preparation of financial statements to be presented to the Board of Directors.
- 5.5.7. The Executive Director shall recommend, with concurrence of the Board, a Certified Public Accountant to audit the records and financial statements as required by the Board of Directors.
- 5.5.8. The Executive Director shall have such other duties as may be prescribed by the Board.

ARTICLE VI STANDING AND TEMPORARY COMMITTEES

- 6.1. The Board of Directors may create such standing and temporary committees as it may deem necessary to promote the purposes and carry on the work of the PEPartnership, Inc. The term of the chairpersons of each standing committee shall be one year and until the election and qualification of his or her successor. The term of the temporary committees shall be defined as seems indicated by the purposes of said committees.
- 6.2. The chairperson of each standing and temporary committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.
- 6.4. The Executive Committee shall be members ex officio of all committees.
- 6.5. The creation of an Executive Committee is specifically authorized. It shall be comprised of the officers of PEPartnership, Inc.

ARTICLE VII PERSONNEL RESPONSIBILITIES

- 7.1 PEPartnership, Inc. shall have the authority to hire any staff necessary to facilitate the work of the PEPartnership, Inc., as determined by the Board of Directors. The hiring, evaluating, promoting, retiring and dismissal of PEPartnership's staff personnel shall occur with approval of the Board of Directors of the PEPartnership.
- 7.2 PEPartnership, Inc. shall have the authority to appoint any volunteers necessary to facilitate the work of the PEPartnership, Inc., as determined by the Board of Directors. The appointment, evaluating, promoting, retiring and dismissal of PEPartnership's staff volunteers shall occur in cooperation with the Board of Directors of the PEPartnership.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

- 8.1. The Board of Directors may authorize any officer or officers, agent or agents of PEPartnership, Inc., in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of PEPartnership, Inc., and such authority may be general or may be confined to special instances.
- 8.2. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the PEPartnership, Inc., shall be signed by such officer or officers, agent or agents of PEPartnership, Inc., and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Chair of PEPartnership, Inc.
- 8.3. All funds of PEPartnership, Inc., shall be deposited from time to time to the credit of the PEPartnership, Inc., in such banks, trust companies, or other depositories as the Board of Directors may select.
- 8.4. The Board of Directors may accept on behalf of the PEPartnership, Inc., any contribution, gift, bequest, or devise for any legal purpose of PEPartnership, Inc.

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

- 9.1 Every director or officer of PEPartnership, Inc., or other person who has undertaken or is about to undertake any liability on behalf of PEPartnership, Inc., or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the PEPartnership, Inc, from and against:
 - 9.1.1 All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against said person, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by said person, in or about the execution of the duties of his office or in respect of any such liability; and all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his/her own fraud, willful neglect, or default.

ARTICLE X AMENDMENTS

These Bylaws or PEPartnership's Articles of Incorporation may be amended, repealed, or altered in whole or in part by a two-thirds majority vote of the full Board of Directors, without regard to the quorum rules as delineated in these Bylaws, at any regular or special meeting of the Board of Directors of PEPartnership, Inc.

CERTIFICATE

These Bylaws were adopted by resolution of its Board of Directors at its meeting thereof on March 22, 2012.

John Egleston, Secretary

ATTEST: _____
Carol Cass, President