

**BYLAWS of Village Project
An Ohio Nonprofit Corporation**

**Ohio Charter/Registration No. 2176481
Adopted February 21, 2013**

ARTICLE 1: NAME

Section 1. The name of this organization shall be Village Project (also referred to in these bylaws as the Organization) under the laws of the state of Ohio; this name shall be used as the name of the organization for all corporate matters.

ARTICLE 2: OBJECTIVE

Section 1. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. The primary objective of this organization is the following:

1. Provide nutritious meals and extended support to individuals and their families experiencing cancer
2. To bring people of all ages together in a service learning environment
3. Connect community organizations in service.

Section 3. To meet the objectives of this organization it shall:

1. Raise money for its operation through appropriate fund raising and donations;
2. Cook, package, and deliver nutritious meals to our clients on a weekly basis.
3. Utilize volunteers to provide extended support to our clients through extended services such as, but not limited to: yard care, house cleaning, running errands
4. Utilize the resources of other community organizations, by connecting to better serve clients and volunteers.

Section 4. This organization shall not conduct or operate for profit and no part of any profits or remainder of residue from donations to the group shall endure to the benefit of any members or individuals

ARTICLE 3: OFFICES

Section 1: Principal Office

The principal office of the Village Project shall be located in the County of Cuyahoga, in the State of Ohio. At the time of adopting these bylaws the physical location of books/records are at home of Barbara Harrell. The Village Project is in the process of securing a lease and the new address will be fully disclosed below upon complete of the lease arrangements.

Section 2: Change of Address

The designation of the county of the corporation's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to

another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address:

Dated: _____, 20_____

Section 3: Other Offices

The Organization may also have offices at such other places where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE 4: MEMBERSHIP

Section 1. General Membership

Village Project will not have a General Membership. Financial supporters will be given the title "Donator", and volunteers will be given the title of "Volunteers". Both Donators and Volunteers will have no rights to vote as directed by the Board of Directors. Volunteers accepted to the Organization are allowed to participate in the activities of the Organization as described in Article 2. Volunteers also have the right to financially support the Organization. The Organization shall be authorized and empowered to pay reasonable reimbursement for services rendered for the care of our clients.

ARTICLE 5: POWERS

Section 1: Direction of Powers

The general powers of the Organization will be exercised, its property controlled, and its business and affairs conducted by or under the direction of the Board of Directors (hereinafter referred to as the Board). The Board may act only by a simple majority vote of all of the Directors of the Board in the matters declared above; as well as in all other matters, including all rules and regulations governing the action of the Board, and shall have full authority with respect to the distribution and payment of the monies received by the Organization from time to time; provided, however that the fundamental and basic purposes of the Organization as expressed in the articles of incorporation, shall not thereby be amended or changed.

Section 2: Private Inurement

No part of the net earnings of the Organization shall inure to the benefit of, or be distributed to, its members, directors or trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation and reimbursements for actual and necessary expenses to further improve well being of our clients and to make payments and distributions in furtherance of the purposes set forth in Article 2.

Section 3: Discrimination

The Organization shall not apply its standards, policies, procedures, or practices inequitably or single out any particular party for disparate treatment unless justified by substantial and reasonable cause. The Organization shall not discriminate against any reasonable application for a Volunteer for their race, religion, creed, marital status, or sexual preference.

ARTICLE 6: STRUCTURE OF THE BOARD OF DIRECTORS

Section 1: Board Role, Size, Qualifications, Compensation

The Board is responsible for overall policy and direction of the Organization. The Board shall also delegate responsibility for day-to-day operations to the Volunteers. The Board shall have up to nine (9) directors and not fewer than three (3) directors and collectively they shall be known as the Board of Directors. Directors shall be of the age of majority in this state. The Board shall receive no salary for their serves as Directors; however, the Board may authorize the reimbursement of actual and necessary reasonable expenses incurred by directors performing duties as Directors of the Board, as well as necessary reasonable expenses to further improve the health and well being of the clients.

Section 2: Elections, Terms

The initial Directors and said Directors named below voted on Officer Positions at the same meeting. Their Officers Duties as disclosed in Section 3 below. The Initial Offices and Directors shall be:

Loren McKeon, Director & President
Terrence Cariglio, Director & Vice President
Jean Prokes, Director and Treasurer
John Engelbrecht, Director and Secretary
Ann Paras, Director

Directors shall continue in the office for a period of three years or until his or her death, resignation, or removal. Any Director may be removed, with or without cause, by a majority vote by the Board. Nominations for new Directors may be received by the Secretary at any time. These nominations shall be sent out to the Board with a meeting announcement, to be voted upon at the next meeting. Directors are eligible for re-election, but must take a one year absence after two successive terms. There shall be no limit on the number of terms served.

Section 3: Directors of the Board, Duties

The Directors of the Board shall include a President, a Vice President, a Secretary, and a Treasurer elected by the Board of Directors on a yearly basis. Directors shall, unless otherwise provided by the Board, have such powers and duties as generally pertain to their respective office. Directors shall have the right to act in such ways to reasonably serve the best interests of the Organization and not as representatives of their employers, or any other organizations or constituencies. Their duties are as follows:

The President shall be the Chief Executive Officer (CEO) of Village Project and shall have general supervision over the business and operations of Village Project subject to the control of the Board. The President shall preside at all meetings of the Board, create agendas for regular Board meetings and shall perform such other duties as are incident to the office or are properly required by the Board of Directors. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, the President shall, in the name of Village Project, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors. In general, the President shall perform all duties incident to the office of President and such other duties as may be assigned by the Board.

The Vice President shall exercise the authority of the President in his or her absence, or in the event of his or her inability or refusal to act. When so acting, the vice president shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board of Directors or President.

The Secretary shall record all votes of the Board and the minutes of the meetings of the Board in a book or books to be kept for that purpose. Minutes of the Board should be drafted, approved by the President and disbursed to the Board prior to the next meeting. The Secretary shall see that the required Board meeting notices are posted and that all records and reports are properly kept and filed by Village Project. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors or President.

The Treasurer shall manage all financial affairs of the Organization and be responsible for all funds, properties, and securities held by the Organization. In conjunction with the President, the Treasurer shall have joint custody of Village Project funds and securities. The Treasurer shall oversee the full and accurate accounts of receipts and disbursements in books belonging to Village Project. The Organization's books shall be open to inspection by the Board at all times. He or she shall report at every meeting on the condition of Village Project finances. In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors or President.

Section 4: Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized Directors is increased. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

Section 5: Resignations

Any Director of the Board may resign effective upon giving written notice to the president, secretary or the Board of Directors unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Section 6: Non-liability of Directors

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 7: Indemnification by Corporation of Directors and Officers

The directors and officers of this corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Section 8: Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws or provisions of law.

ARTICLE 7 - COMMITTEES & ADVISORS

Section 1: Committees

The Board may establish committees consisting of one or more Directors as needed. Each standing committee shall be chaired by a Director, may consist of persons who are not also members of the Board, and shall act in an advisory capacity to the Board. In addition to these standing committees, an ad-hoc or temporary committee can be created as needed by a motion of the Board. The Board has the power to change or dissolve a committee by majority vote at any time.

Section 2: Advisors

The Board may appoint from time to time any number of persons as advisors of the Organization. Each such advisor may be appointed to act either singly or as a committee. Each such advisor shall hold office only during the pleasure of the Board. Advisors shall have only such authority or obligations as the Board may determine. No advisor of the VILLAGE PROJECT shall receive a salary for services provided to the Organization, however, the Board shall be authorized and empowered to pay reasonable compensation for services rendered, or reimbursement of expenditures reasonably incurred on behalf of activities for the benefit of the Organization, and furthermore well being of the clients and improvement of service opportunities.

ARTICLE 8 - MEETINGS

Section 1: Regular Meetings

Regular meetings of the Board will be held on dates determined by the President. Regular meetings of the Board of Directors shall be regularly held a minimum of at least four (4) times a year. To the extent of practicality, regular meetings may be held in different locations or to include Directors participating via the Internet and/or telephone. In the absence of other designation, regular meetings will be held at the principal office of the Organization.

Section 2: Special Meetings

Special meetings of the Board may be called by the President or by any Director. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 3: Notice of Meetings

Board announcements shall include place, date and time of the meeting. Such notice may be oral

or written, may be given personally, by first class mail, by telephone, or electronic mail. In the event of all regular meetings, notice must be given at least fourteen (10) days before the meeting is to be held. In the event of a special meeting, notice must be given at least forty-eight (48) hours before the meeting is to be held.

Section 4: Quorum

At all regular and special meetings of the Board, a quorum for conducting the business of the Board shall consist of a majority of the Directors. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn. The acts of Directors present at a meeting at which a quorum is present shall be the acts of the Board unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law.

Section 5: Action Without Meeting:

Actions required or permitted to be taken by the Board or a Committee of the Board may be taken without a meeting. All of the Directors entitled to vote thereat must, individually or collectively, consent in writing to such action. Such written consent or consents shall be filed, with the minutes of the proceedings, to the Secretary, who in return shall notify and file such actions to the Board. Written consent filed by the Board shall have the same force and effect as the unanimous vote of such Directors.

Section 6: Electronic Mail, Telephone Meetings:

If permitted under applicable law, communication by electronic mail shall be considered equivalent to any communication otherwise required to be in writing. The Organization shall take such steps as it deems appropriate, under the circumstances, to assure itself that communications by electronic mail are authentic. Board members shall also be permitted to participate in meetings of the Board through telephone communication if such can be arranged so that all Board members can hear all other members. The use of a telephone for participation shall constitute presence in person.

Section 7: Internet Meetings:

Board members shall also be permitted to hold meetings of the Board through Internet communication if such can be arranged so that all Board members shall participate. An Internet chat area will be used for the purpose of any/all Internet meetings. The Organization shall take such steps as it deems appropriate, under the circumstances, to assure itself that communications via Internet chat are authentic. The use of the Internet for participation shall constitute as an official meeting and the Secretary shall record the minutes of the meeting as such.

Section 8: Presumption of Assent:

Any Board member present at a Board or Committee meeting at which action on any matter is taken shall be presumed to have assented to the action taken. He or she has the right to dissent or abstain from any action; however it must be entered in the minutes of the meeting. Such Director shall also be allowed to file a written dissent or abstention to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or forward such disagreement or abstention by registered mail to the Secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to any Board member who voted in favor of such action.

ARTICLE 9 – CONTRACTS, CHECKS, DEPOSITS, INVESTMENTS, LOANS AND GIFTS

Section 1: Contracts

The board of directors, except as otherwise provided in these bylaws, may by resolution authorize any Director or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no director or agent shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purposed or in any amount.

Section 2: Checks

All forms of checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness, issued in the name of the Organization, will be signed by such Director or Directors of the Board, as shall from time to time be determined by resolution of the Board.

Section 3: Deposits

All funds of the Organization not otherwise in use will be deposited to the credit of, or in the name of the Organization. The Board may from time to time deem any/all of the following as desirable ways to employ such monies: banks, trust companies, investments, or other depositories.

Section 4: Investments

The funds of the Organization may be employed in whole, or in part, to cash or be invested or reinvested in such properties, stocks, bonds, or other such securities as the Board may from time to time deem desirable.

Section 5: Loans

There shall be no loans made by, or to Organization, and no evidences of indebtedness will be issued in its name unless authorized by a simple majority vote of the Board. In the absence of a contrary Board authorization, the Executive Committee shall assume the right, provided, however, that no loans will be made by Organization to any of its Directors, Officers, agents or Board members.

Section 6: Gifts

The board of directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purpose of this corporation.

ARTICLE 10 – CORPORATE RECORDS & REPORTS

Section 1: Maintenance of Corporate Records

The Village Project shall keep at its principal office:

- a. Minutes of all meetings of directors and committees of the board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c. A copy of the corporation's articles of incorporation and bylaws as amended to date.

Section 2: Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 3: Annual Report

The President and Treasurer shall annually present a report to the Board showing in appropriate detail the following:

- a. The assets and liabilities, including trust funds, of Village Project as of the end of the fiscal year.
- b. The principal changes in assets and liabilities, including trust funds as of the end of the fiscal year.
- c. The revenue or receipts and expenses or disbursements of Village Project as of the end of the fiscal year.

ARTICLE 11 - FISCAL YEAR

Section 1: Fiscal Year

The fiscal year of Village Project shall begin on the first day of January and end on the last day of December.

ARTICLE 12 - DISSOLUTION

Section 1: Dissolution

The organization may be dissolved at any time by the written consent of not less than two thirds of the Board of Directors. In the event of dissolution of the Organization, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Organization, nor any proceeds thereof, nor any assets of the organization shall be distributed to any directors of the Organization. After payment of debts of the organization, its property and assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, to a charitable organization for the benefit of cancer or the City of Bay Village, OH selected by the Board of Directors.

ARTICLE 13- AMENDMENTS

Section 1: Amending Bylaws

The Articles of Incorporation or Bylaws of the Organization may be altered, amended, or repealed, and new Bylaws adopted only upon acting by a simple majority vote of all Directors of the Board, except as otherwise provided in the Articles of Incorporation, or these Bylaws. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE 14- IRC 501(c)(3) Tax Exemption Provisions

Section 1: Limitations on Activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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 provisions of these bylaws, this corporation shall not carry on any 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 (b) by a

corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2: Prohibition Against Private Inurement

No part of the net earnings of the Organization shall inure to the benefit of, or be distributed to, its members, directors or trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation and reimbursements for actual and necessary expenses to further improve the health and well being of the animals, and to make payments and distributions in furtherance of the purposes set forth in Article 2.

Section 3: Distribution of Assets

In the event of dissolution of the Organization, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the Organization, nor any proceeds thereof, nor any assets of the organization shall be distributed to any directors of the Organization. After payment of debts of the Organization, its property and assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, to a charitable organization for the benefit of cancer or the city of Bay Village, OH selected by the Board of Directors.

Section 4: Private Foundation Requirements and Restrictions

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 15– Conflict of Interest and Compensation Approval Policies

Section 1: Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

- a. Interested Person. Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Conflict of Interest Avoidance Procedures

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Board and Board Committee Proceedings

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation Approval Policies

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation. When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a. the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;
- b. all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this VILLAGE PROJECT and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
 2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 4. has no material financial interest affected by the compensation arrangement; and
 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who

in turn has approved or will approve a transaction providing benefits to the board or committee member.

c. the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
2. the availability of similar services in the geographic area of this organization;
3. current compensation surveys compiled by independent firms;
4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

1. the terms of the compensation arrangement and the date it was approved;
2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
3. the comparability data obtained and relied upon and how the data was obtained;
4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation

arrangement and a taking of the votes to approve the arrangement);

7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

Section 6. Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

These Bylaws were approved at a meeting of the Board of Directors of Village Project on February 21, 2013.

Isl Loren McKeon: DIRECTOR & PRESIDENT

Loren McKeon

Isl Terrence L. Cariglio: DIRECTOR & VICE PRESIDENT

Terrence L. Cariglio, Esq.

Isl John Engelbrecht: DIRECTOR & SECRETARY

John Engelbrecht

Isl Jean Prokes: DIRECTOR & TREASURER

Jean Proke

Isl Ann Paras: DIRECTOR

Ann Paras