

**BYLAWS
OF THE
B BEAUTIFUL-CHILDREN'S FOUNDATION FOR ETHNIC HAIR AND SKIN**

Date: _____

ARTICLE I – NAME AND PURPOSE

Section 1. Name: The name of the organization shall be the “B Beautiful-Children’s Foundation for Ethnic Hair and Skin”

Section 2. Nonprofit Purpose: This corporation shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Oregon Revised Statutes and section 501(c)(3) of the Internal Revenue Code of 1954 (or its corresponding future provisions).

ARTICLE II - VISION, MISSION AND VALUES STATEMENT

Section 1. Vision: B Beautiful-Children’s Foundation for Ethnic Hair and Skin envisions a world in which all African American, biracial or multiracial children who are adopted, fostered or who live in any other situation will be assured of a health and well-being that includes their hair and skin.

Section 2. Mission: B Beautiful-Children’s Foundation for Ethnic Hair and Skin promotes a healthy self-image and self-awareness in African American, biracial or multiracial children and youth who are adopted, fostered or who live in any other situation. B Beautiful also focuses on the prevention or reduction of health issues, social problems and trauma associated with their unique hair and skin needs as part of the healthy environment they need in which to thrive and grow.

Section 3. Values:

- a) B Beautiful values the health, beauty, and positive self-image of African American, biracial or multiracial children and youth.
- b) B Beautiful values the efforts of adoptive, foster, and natural parents in creating multiracial/multicultural families and a healthy environment in which to raise their children.
- c) B Beautiful values the racial, ethnic and cultural differences of all our children and their parents.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Duties of the Board. The Board shall hire an Executive Director with whom they will meet regularly to assure that the vision, mission and values of B Beautiful-Children’s Foundation for Ethnic Hair and Skin are followed. The Executive Director shall be responsible for the day-to-day operations of the organization and shall answer to the Board of Directors.

Section 2. Qualifications of Directors. All Directors must be individuals who:

- a) fully understand the need for proper hair and skin care for adopted and fostered African American, biracial or multiracial children
- b) are committed to the Vision, Mission, and Values of B Beautiful-Children's Foundation for Ethnic Hair and Skin

Section 3. Number of Directors. The Board of Directors shall have no less than three (3) Directors nor more than nine (9) Directors.

Section 4. Term of Office. Directors shall serve a term of 2 years or until their successors are elected and qualified. A Director may be reelected without limitation on the number of terms he or she may serve.

Section 5. Limitations on Directors.

- a) Limitations on directors shall be set by policy or amendment to the bylaws

Section 6. Resignation of Directors. A Director may resign at any time by delivering written notice to the Board of Directors or to the President or Secretary/Treasurer.

Section 7. Vacancies. The President shall have the power to fill vacancies on the Board of Directors until the next Quarterly Meeting, where an election shall be held.

Section 8. Removal of Directors. The members may remove one or more Directors, only with cause, at a special meeting called for that purpose.

Section 9. Standards for Director Conduct. Directors shall discharge their duties: In good faith; With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and In a manner the Director reasonably believes to be in the best interest of B Beautiful-Children's Foundation for Ethnic Hair and Skin, its vision, mission and values.

In discharging these duties, a Director is entitled to rely on information, opinions, reports or statements including financial statements and other financial data, if prepared or presented by:

- a. One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; or
- b. Legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the person's professional or expert competence

A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise unwarranted. A Director is not liable to the Corporation, any member or any other person for any action taken or not taken as a Director, if the Director acted in compliance with this Section.

ARTICLE VI - OFFICERS

Section 1. Officers. The Officers of this Foundation shall consist of the President, and the Secretary/Treasurer, and such other Officers as the members may elect. No person may hold more than one office.

Section 2. Qualifications for Officers. All Officers shall be Directors.

Section 3. President. The President shall preside at all meetings of the Board, shall ensure that the Board of Directors provides support and feedback to any hired employees in fulfilling the mission and policies of the Association, and shall have such other powers and duties as may be prescribed from time to time by the Board.

Section 4. Secretary/Treasurer.

- a) The Secretary/Treasurer shall be responsible for the Minutes of the Board of Directors.
- b) The Secretary/Treasurer shall be responsible for the financial records of the Association and their maintenance.
- c) The Secretary/Treasurer shall act in the absence or death of the President, or in his or her inability to act from any cause, and shall perform the duties of the office of the President until the President returns to duty.

ARTICLE VII - BOARD MEETINGS

Section 1. Regular Meetings. The Board of Directors shall establish an annual calendar, for regular meetings to be held at least quarterly.

Section 2. Quorum and Voting. A simple majority of the Board members shall constitute a quorum. A Director who is present at a meeting of the Board of Directors, or a committee of the Board of Directors, when corporate action is taken, is deemed to have assented to the action taken unless:

- a) The Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding the meeting or transacting the business at the meeting;
- b) The Director's dissent or abstention from the action taken is entered in the Minutes of the meeting; or
- c) The Director delivers written notice of dissent or abstention to the Presiding Officer of the meeting before its adjournment or to the Corporation immediately after the adjournment of that meeting. The right to dissent or abstention is not available to a Director who votes in favor of the action taken.

ARTICLE VIII - NOMINATIONS AND ELECTIONS

Nominations for election to the Board will be made by those serving on the Board of Directors. Vote will be by simple majority.

ARTICLE IX - LIMITATION OF LIABILITY

No Director or uncompensated Officer of the Corporation shall be personally liable to the Corporation or its members for monetary damages for conduct as a Director or uncompensated Officer, provided that this Article shall not eliminate liability which may not be eliminated under the Oregon Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted. The provisions of this Article are intended to be in addition to and not in limitation of any other provisions of the Bylaws or any agreement of the Corporation or any law that eliminates or limits the liability of Directors, Officers, and others acting on behalf of the Corporation.

ARTICLE X - PROHIBITION AGAINST SHARING PROFITS AND CERTAIN DISTRIBUTIONS

Section 1. Prohibition Against Sharing Profits or Assets. No Director, Officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, however, that this provision shall not prevent payment of any such person or reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purpose, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation.

Section 2. Prohibited Distributions. The Corporation shall not make any distributions, other than upon dissolution in conformity with the Articles of Incorporation, these Bylaws, and Oregon law.

Section 3. Dissolution. Upon dissolution, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or corresponding sections of any future federal tax code, or shall be distributed to the federal government or to the State of Oregon for a public purpose.