

Bylaws

of

Project.ME FW Incorporated

Article I - General

Section 1. Name. The name of the Corporation is Project.ME FW, Incorporated ("Corporation").

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December next succeeding.

Section 3. Office. The office of the Corporation shall be located at such place as the Board may from time to time determine.

Section 4. Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the Articles of Incorporation and any Amendments thereof, a copy of these Bylaws and any Amendments thereof, Corporation Resolutions, and all minutes of meetings of the Board.

ARTICLE II: PURPOSE LIMITATION

Section 1. Nonpartisan Activities -- The Corporation has been formed under the Indiana Nonprofit Corporation Act for public and charitable purposes, and the Corporation shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Corporation in any manner or to any extent participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Section 2. Dedication Of Assets -- The properties and assets of the Corporation are irrevocably dedicated to public and charitable purposes. No part of the net earnings, properties, or assets of this Corporation, whether upon dissolution or otherwise, shall inure to the benefit of or be distributed to any private person or individual, or to any Director or Officer of the Corporation. Upon the liquidation or dissolution of the Corporation, its properties and assets shall be distributed and paid over to one or more Corporations for the sole purpose of furthering one or more of the exempt purposes as provided in Sections 501(c)(3) and 170(b)(1)(A) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States Internal Revenue Law), as shall be selected by the Board of the Corporation.

ARTICLE III: MEMBERS

The Corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights and powers which would otherwise vest in the members shall vest in the Directors.

Article IV – Board of Directors

Section 1. Power, Number, Term, and Election. The affairs of the Corporation shall be managed by the Board of Directors (“Board”), subject to the provisions of the Articles of Incorporation and any Amendments thereof, these Bylaws and any Amendments thereof, and all requisite federal and state laws.

The Board shall consist of a minimum of three (3) Directors and a maximum of twenty one (21) Directors, with the exact number of Directors specified from time to time by majority vote of the Board. Each Director shall serve for a term of two (2) years (with the single exception of the Corporation’s first Board as noted in this Article IV, Section 1). There is no limitation on the number of terms that a Director may serve.

The terms of office of the Directors shall be staggered by dividing the total number of Directors into two (2) groups. The groups shall be as near equal size as possible, but no definitive number per group or defined ratio shall be established or required. The Directors shall be elected at the Annual Meeting of the Directors, or as otherwise set forth in Article IV, Section 10 below, by a plurality of the votes cast by the Directors. Only Directors whose terms did not expire prior to or at the Annual Meeting in which a vote takes place are eligible to vote for the newly vacant Director positions.

At the election of Directors for the Corporation’s first Board (“Initial Board”), the elected Directors will be divided into two (2) groups, one group consisting of Directors that will serve an initial two (2) year term and one group of Directors that will serve an initial term of three (3) years. The initial term of the Directors serving the two (2) year term will expire at the second Annual Meeting of the Board, and the initial term of the Directors serving the three (3) year term will expire at the third Annual Meeting of the Board.

After the initial terms of each group of Directors on the Initial Board has concluded, the Directors will then begin to serve in the above referenced two (2) year staggered terms with one group of Directors being elected at each Annual Meeting of Directors going forward.

Despite any expiration of a Director’s term, that Director will continue to serve until a successor is elected and qualifies, or until there is a decrease in the number of Directors, as confirmed by a vote of the then current Board.

Section 2. Action by the Board. The act of a majority of the Directors shall be the act of the Board, determined as follows:

1. For actions at a Board meeting, a majority of the Directors shall be determined by a majority of a quorum of the Board present in person or via conference call or other means of virtual attendance, as approved by the Board, enabling participation.
2. For actions without a Board meeting, a majority of the Directors shall be determined by a straight majority of all of the then current Directors on the Board, after an opportunity for adequate discussion has occurred through means enabling active participation among the members, including specifically, electronic mail. Matters discussed and brought to a vote without a Board meeting, shall be documented and presented to the Board at the next Board meeting and documentation either made part of, or placed alongside, the requisite meeting minutes for that Board meeting. All matters that can be addressed at a Board meeting can be discussed and voted on without a Board meeting so long as proper procedures and documentation occur.

When a signed Corporate Resolution ("resolution") or other written board authorization is necessary to carry out a Board decision, signatures of at least of two (2) Directors, which shall include the signature of at least one (1) of either the current President or Secretary of the Board and, if necessary, an additional director, must be placed on the written resolution to signify the Board's approval via prior vote to the contents stated in the resolution.

Section 3. Annual Meeting. The Board shall meet at such place, day, and time as the Board shall be set at least annually for the purpose of transacting such business as properly may come before the Board, including but not limited to the election of Officers and additional and / or successor Directors.

Section 4. Regular Meetings. Regular meetings of the Board may be held at least quarterly. A regular meeting shall be held at such time and place as is specified in the notice of the meeting.

Section 5. Special Meetings. Special meetings of the Board shall be held at any time and at any place when called by the President, the Secretary, or by at least three (3) Directors. The time and place of a special meeting shall be as specified in the notice of the meeting. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

Section 6. Notice and Attendance of Meetings. Notice of the place, day, and time of each meeting of the Board shall, at least seven (7) days before the date of the meeting, be provided by the Secretary, or by the person or persons calling the meeting, to each member of the Board. Notice for a Regular Meeting and the Annual Meeting may include, but is not required to include, an agenda or other description of the purposes and business to be transacted for the meeting. Notice of a Special Meeting shall include a description the purposes and business to be transacted for the special meeting.

Notice may be waived in writing filed with the Secretary by any director if the waiver is signed by the director entitled to notice and sets forth reasonable detail the purpose or purposes for which the meeting is called and the time and place thereof. Attendance at or participation in any meeting, in person, by teleconference, by other Board-approval virtual attendance, or by proxy, shall constitute a waiver of notice of such meeting unless the director objects at the beginning of the meeting or promptly upon the director's arrival to hold in the meeting or transaction business at the meeting or transaction business at the meeting and does not vote for or assent to action taken at the meeting.

Attendance by a Director at a meeting may occur in person, by teleconference, or other Board approved means of virtual attendance.

Section 7. Quorum. Fifty Percent (50%) of the actual number of Directors elected and qualified shall be necessary to constitute a quorum for the transaction of any business, and the act of a majority of the Directors present at a meeting or in attendance by conference call or other means allowing for simultaneous communication, but no less than three (3) consenting Directors, at which a quorum is present, shall be the act of the Board, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these By-Laws. A director who is present at a meeting of the Board at which action on any corporate matter is taken, shall be conclusively presumed to have assented to the action taken, unless his or her dissent shall be affirmatively stated by him or her at and before the adjournment of such meeting (in which event the act of such dissent shall be entered by the secretary of the meeting in the minutes of the meeting). The right of dissent shall not be available, in respect of any matter acted upon at any meeting, to a director who voted at the meeting in favor of such matter and did not change his or her vote prior to the time that the result of the vote on such matter was announced by the President, or other such presiding board member, of such meeting.

Section 8. Removal. Any director may be removed at any time for cause by a vote of a majority of the entire Board at any special meeting of the Board called for that purpose, provided that at least seven (7) days notice of the proposed action shall have been given to the entire Board then in office.

Section 9. Resignation. Any director may resign from office at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the Corporation or the President of the Board. The acceptance of a resignation by the Board shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a resigning director.

Section 10. Vacancies. Any vacancy among the Directors caused by death, resignation, removal, increase in the number of Directors or otherwise, may be filled by a plurality vote of the remaining Directors. An election to fill a vacancy on the Board can be made at any meeting of the Board during the calendar year. Unless elected at the Annual Meeting of the Board, the term of a Director elected to fill a seat which is vacant as a result of death, resignation, removal or an increase in the number of Directors shall expire at the same time as the next Annual Meeting of the Board. If

a vacancy on the Board is filled by election at the Annual Meeting, the newly elected Director shall serve the ordinary full two (2) year term.

Article V – Officers

Section 1. Officers. The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. One person may hold more than one office in the Corporation except that no one person may hold the office of President and Secretary. The President shall be a member of the Board. The remaining Officers may, but need not, be members of the Board. No instrument required to be signed by more than one Officer may be signed by one person in more than one capacity.

Section 2. Election and Term. The Officers of the Corporation shall be elected by the Board at its Annual Meeting after the election of the new Board members so as to include the entire Board of Directors (new and existing Board Members) and shall hold Office for a term of one (1) year and until a successor shall be duly elected and qualified, or until resignation, removal or death. All Directors on the Board, including Directors newly elected at the Annual Meeting in which the election of Officers is taking place, are eligible to vote for the Officers. There is no limitation on the number of terms that an Officer may serve.

Section 3. President. The President shall preside at all meetings of the Board. The President shall have general supervision over the affairs of the Corporation, and shall keep the Board fully informed about the activities of the Corporation. He or she shall have the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless otherwise specified in these bylaws, or unless the Board shall specifically require an additional signature. The President shall perform all the duties incident to the office of the President and shall perform such other duties as from time to time may be assigned by the Board.

Section 4. Vice President. The Vice President shall have such powers and duties as may be assigned to them by the Board. In the absence of the President, the Vice President, in the order designated by the Board, shall perform the duties of the President.

Section 5. Secretary. The Secretary shall keep the minutes of the annual meeting and all meetings of the Board in books provided for that purpose. He or she shall be responsible for the giving and serving of all notices of the Corporation and shall perform all the duties customarily incident to the office of Secretary, subject to the control of the Board, and shall perform such other duties as shall from time to time be assigned to him or her by the Board. In the absence of the President and the Vice President, the Secretary shall perform the duties of the President.

Section 6. Treasurer. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be

deposited all moneys, evidences of indebtedness and other valuable documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board may designate. At the annual meeting and whenever else required by the Board, he or she shall render a statement of the Corporation's accounts. He or she shall at all reasonable times exhibit the Corporation's books and accounts to any Officer or director of the corporation, and shall perform all duties incident to the position of Treasurer, subject to the control of the Board, and shall when required, give such security for the faithful performance of his or her duties as the Board may determine. In the absence of the President, the Vice President, and Secretary, the Treasurer shall perform the duties of the President.

Section 7. Removal. Any Officer of the Corporation may be removed with or without cause by a vote of the majority of the entire Board.

Section 8. Vacancies. In case of any vacancy in any Officer, a successor to fill the unexpired portion of the term may be elected by the Board at any meeting of the Board to serve until the next Annual Meeting in which the previously vacant Officer position can be filled through the normal election process.

Section 9. Additional Officers. The Board may establish by majority vote additional Officer positions if it deems necessary or useful to the Corporation. If the Board establishes any additional Officer positions, the name and description of duties for the newly established Officer position will be set forth in a resolution creating the position.

Article VI – Committees

Section 1. Committees of the Board. The Board may, by a majority vote, establish and appoint executive and / or other standing committees. The name and description of duties of each newly established committee shall be set forth in a resolution establishing the committee. The President of the Board may appoint a Chairperson of each committee. Each committee so appointed shall consist of two or more Directors and may include non-director(s) and, to the extent provided in the resolution establishing it, shall have all the authority of the Board except as to the following matters:

1. The filling of vacancies of the Board or on any committee;
2. the amendment or repeal of the Bylaws or the adoption of new bylaws;
3. the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable;
4. the fixing of compensation of the Directors for serving on the Board or any committee.

Article VII – Employees

Section 1. Executive Director. The Board of Directors shall be responsible for hiring an Executive Director if determined by the Board of Directors that an Executive Director is appropriate

and necessary, and if the Corporation has sufficient funding for an Executive Director. The Executive Director shall be responsible for the day-to-day operation of the Corporation and the recruitment, hiring, discipline, and/or firing of all other staff, subject to applicable law these Bylaws and any policies as the Board may establish. The Executive Director shall report to the Board at each regular meeting on the affairs of the Coalition and any other matters as the Board may request. The performance of the Executive Director shall be reviewed yearly by the Board.

Article VIII - Contracts, Loans, Bank Accounts, Checks, and Investments

Section 1. Contracts. Unless otherwise ordered by the Board, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President or Secretary, or other such person or persons as the Board may from time to time designate by resolution.

Section 2. Checks. All checks, drafts, or other orders for payment of money by the Corporation shall be signed by the President or Secretary, or other such person or persons as the Board may from time to time designate by resolution.

Section 3. Loans. Other than the application for a credit card for use by corporate Officers or other person or persons authorized by the Board for use in making purchases necessary to furthering the mission of the Corporation, unless authorized by majority vote of the Board and memorialized in a resolution, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name.

Section 4. Credit Cards. If deemed necessary or beneficial by the Board, the President may apply for a credit card to be used by corporate Officers or other persons authorized by the Board to make purchases necessary for furthering the Corporation's mission, including but not to limited to the purchase of goods and services related to fundraising events.

Section 5. Additional Authorization for Amounts over One Thousand Dollars. The Corporation shall require approval from a majority of the Board to issue a check or make payment in other forms in an amount equal to or greater than One Thousand Dollars (\$1000), or when entering into any agreement of indebtedness equal to or greater than One Thousand Dollars (\$1000). This indebtedness specifically does not include applying for a credit card but does include making any purchases on a credit card that are equal to or greater than One Thousand Dollars (\$1000).

Article IX - Indemnification

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or Officer of the Corporation against expenses (including attorneys' fees), judgments, fees and amounts paid in settlement reasonable incurred by him in connection with such action, suit or proceeding or in connection with any appeal therein, except in

relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Officer or director is liable for gross negligence or misconduct in the performance of his or her duties to the Corporation. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, or itself, create a presumption that the person was liable for negligence or misconduct in the performance of his or her duties to the Corporation.

To the extent that a director or Officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsection (a) of this Article IX or in defense of any claim, issue of matter therein, he or she shall be indemnified against expenses (including attorneys' fees) reasonably incurred by him in connection therewith.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article IX.

The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any other Article or section of these Bylaws, resolution, authorization or agreement adopted after notice by a majority of the Board and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.

In order to receive under this Article IX, the accused Director or Officer must make the Corporation aware of the liability within five (5) days of such Director or Officer's notification of liability. The accused Director or Officer must cooperate with and provide full disclosure to the Corporation and Corporation's attorney, if Corporation hires such counsel, the Corporation shall have the right to appoint, retain, and require use of their attorney for actions under which indemnification is or may be claimed.

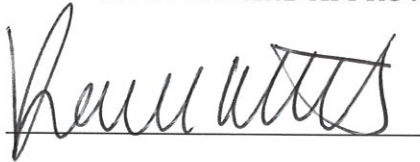
Article X – Compensation of Directors and Officers

Notwithstanding anything contained herein or applicable law to the contrary, no Officer or Director of the Corporation shall be entitled to receive compensation for such Officer's or Director's services as an Officer or Director. Each Officer or Director of the Corporation shall be entitled to reimbursement for any reasonable expenses incurred by him or her individually on behalf of the Corporation pursuant to the prior authorization or established policies of the Board for reimbursement. An Officer or Director that provides independent professional services to the Corporation either directly or indirectly may be compensated for the service so provided.

Article XI – Amendments

The powers to make, alter, amend, or repeal the Bylaws is vested in the Board of the Corporation. This power must be authorized by at least 75% of the members of the Board.

ADOPTED AND APPROVED by the Board effective on the 11th day of October, 2021.

A handwritten signature in dark ink, appearing to read 'Kameron Williams', written over a horizontal line.

Kameron Williams, Board President

A handwritten signature in dark ink, appearing to read 'Justin Calloway', written over a horizontal line.

Justin Calloway, Board Vice President