

1 BYLAWS

2 OF

3 BROTHER, HELP THYSELF, INC.

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5 **ARTICLE 1 - CHARTER**

6 **Section 1.01 - Part of Bylaws.** The Charter of this Corporation entitled "Articles of Incorporation  
7 of Brother, Help Thyself, Inc.", dated August 13, 1980, is made a full part of these Bylaws except that no  
8 part of the Charter shall be amended or repealed under the provisions of Article 9 of these Bylaws.

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10 **Section 1.02 - Amendments.** Any portion of the Charter may be amended or repealed at any  
11 Annual or Special Meeting of the Board of Directors, called for that purpose as provided for in Article 3 of  
12 these Bylaws, only after the advice of attorney and only in accordance with the general laws of the District  
13 of Columbia and of the United States respecting corporations.

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15 **Section 1.03 - Keep in Good Order.** It shall be the duty of the Board of Directors or the  
16 President to keep the Charter in good standing under the laws of the District of Columbia and of the  
17 United States and to pay any fee or fees so required and to promptly file all reports, papers, or other  
18 instruments so required.

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20 **Section 1.04 - Retain an Attorney.** The Board of Directors may retain an attorney to advise it or  
21 to act in its name, when so authorized, for such time and for such other purpose it may deem expedient.

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23 **ARTICLE 2 MEMBER ORGANIZATIONS**

24 **Section 2.01 – Definition** - A Member Organization is any organization that provides support to  
25 or has an interest in the activities of this corporation and has applied for Membership Status which has

1 subsequently been approved by the Board Of Directors of this corporation in accordance with these  
2 Bylaws.

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4 **Section 2.02 – Application for Membership Status** – Application for Membership Status may  
5 be made to the Board of Directors at anytime in writing by submitting the application to the President. The  
6 Board of Directors shall define the application process by providing a form for the application requesting  
7 whatever data and information it deems necessary to consider an organization’s application.

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9 **Section 2.03 – Approval** – Applications for Membership Status shall be considered by the Board  
10 of Directors at the Annual, Regular, Additional, or Special Meeting called for the purpose. An application  
11 shall be approved by a vote of 75% of the entire Board of Directors.

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13 **Section 2.04 – Member Organization Appointed Director** – Each Member Organization  
14 approved by the Board of Directors of this corporation and in good standing shall have the right to appoint  
15 representation in accordance with Section 3.01.B.1. Member Organizations may withdraw an  
16 appointment at any time with notice given in writing to the President or Secretary of this corporation and  
17 make a new appointment providing it is done in accordance with Section 3.01.B.1. This corporation shall  
18 also have the right to remove a Member Organization Appointed Director in accordance with Section  
19 3.01.C.

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21 **Section 2.05 – Withdrawal from Membership** – Member organizations, by a resolution of its  
22 governing body, under the provisions of its Bylaws, may withdraw from membership in this Corporation.

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24 **Section 2.06 - Removal from Membership** – A member organization's inability to maintain  
25 representation on the Board shall be a cause for removal. If a member organization is not represented by  
26 its Member Organization Appointed Director at fifty percent (50) of the meetings of the Board of Directors  
27 in a year (Annual Meeting to Annual Meeting), the Board of Directors may vote to remove that member

1 organization at the Annual Meeting or a Special Meeting called for that purpose. A vote to remove a  
2 member organization shall require a seventy-five percent (75) majority of the entire Board of Directors.

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4 **Section 2.07 - Suspense Status** – Any member organization that is not represented by its  
5 Member Organization Appointed Director for at least fifty percent (50%) of the meetings of the Board of  
6 Directors in a year (Annual Meeting to Annual Meeting), may have its membership placed in suspense by  
7 the Board of Directors. A vote to place a member organization in suspense status shall require a seventy-  
8 five percent (75%) majority of the entire Board of Directors. An organization with membership in  
9 suspense status may participate fully in the Board's deliberations but does not have a vote. An  
10 organization may maintain membership in suspense for no more than two (2) years after which period the  
11 Member Organization shall automatically lose its Membership Status. A member Organization may be  
12 returned to full active status during the two year Suspense Status period by a vote of a simple majority of  
13 the Board of Directors.

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15 **Section 2.08 – Maximum Membership** – In accordance with the Charter of this Corporation,  
16 entitled "Articles of Incorporation of Brother, Help Thyself, Inc.", and made a part of these Bylaws by  
17 Article 1, the maximum number of members shall not exceed twenty-five organizations.

### 18 19 **ARTICLE 3 - BOARD OF DIRECTORS**

#### 20 **Section 3.01 - Classes, Number, Term, Qualification and Removal –**

21 (A) Classes – There shall be two classes of Directors.

22 1 – Member Organization Appointee Director – Each Member Organization meeting the  
23 qualifications outlined in Article 2, shall have the right to appoint one member and one alternate  
24 member to serve in the member's absence, to the Board of Directors. The President or Secretary  
25 of each member organization shall designate its representative to the President or Secretary of  
26 this corporation by presenting a statement of designation at each Annual Meeting or when there  
27 is a change in representation between Annual Meetings. A Member organization may appoint the

1 same individual to the Board of Directors without regard to term limits that may apply to Elected  
2 Directors.

3 2 – Elected Directors – The Board of Directors may elect additional members to the  
4 Board of Directors at its discretion.

5 (a) Qualification – Each member of the Board of Directors of the Corporation  
6 shall be a natural person of full age.

7 (b) Selection – Directors shall be selected in the following manner: at each  
8 Annual Meeting, the Executive Committee shall submit a list of candidates and their  
9 credentials to the Board of Directors for the Directors to be elected that year. This may  
10 also include election of Directors to fill vacancies on the Board caused by completion of a  
11 Director's initial or subsequent term, resignation or creation of additional new Director  
12 positions. The Board of Directors shall vote on such candidates. A majority vote of the  
13 Directors then in office shall be necessary for the election of a Director.

14 (B) Number – The Board of Directors shall consist of no less than three (3) members. The  
15 maximum number of Directors shall be one less than two times the number of Member  
16 Organizations in good standing but not more than twenty-five (25), or such other number of  
17 Directors as may be determined from time to time by resolution of the Board of Directors,  
18 composed of the Corporation's President and such other individuals who meet the qualifications  
19 specified in Section 3.01.B hereof. In the event that the appointment of a Director by a Member  
20 Organization causes there to be more than the allowed twenty-five (25) members, then, failing the  
21 voluntary resignation of an Elected Director, the Board of Directors shall remove an Elected  
22 Director in accordance with Section 3.01.C.

23 (C) Removal – Any Director may be removed by a majority vote of the Directors then in office  
24 whenever, in the judgment of the Board, the best interests of the Corporation would be served thereby.  
25 The removal of a Director in accordance herewith shall be without prejudice to the contract rights, if any,  
26 of the Director so removed. In the event a Member Organization Appointee Director is removed, the  
27 President or Secretary of the Member Organization shall be notified in writing and the Member

1 Organization shall have the ability to appoint a new Director in accordance with Section 3.01.B.1.

2  
3 (D) Term of Office and Limits – Each Elected Director shall serve for a term of two (2) years  
4 commencing and ending with the date of the Annual Meeting. The term of an Elected Director may be  
5 filled outside of the Annual Meeting for the remainder of the term by vote at any Regular, Additional, or  
6 Special Meeting of the Board of Directors in accordance with Section 3.01(B)(2)(b). An individual who has  
7 served two (2) complete consecutive terms shall be eligible for election to a new term either (i) upon  
8 written request by the Executive Committee or (ii) after a hiatus in service on the Corporation's Board of  
9 Directors of at least one year. Member Organization Appointee Directors may serve without any term limit  
10 for as many consecutive appointments as the Member Organization chooses to appoint them

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12 **Section 3.02 – Vacancies** – Any vacancy in the Board caused by an increase in the size of the  
13 Board, or an Elected Director's death, resignation or removal pursuant to Section 3.01.C hereof shall be  
14 filled for the unexpired term, upon nomination by the Executive Committee, which shall be submitted to  
15 the Board of Directors a month in advance of such vote, along with the credentials of the person(s)  
16 nominated, by a majority vote of the remaining Directors then in office at any Regular, Additional, or  
17 Special Meeting of the Board of Directors. Any vacancy in the Board caused by a Member Organization  
18 Appointee Director's death, resignation or removal pursuant to Section 3.01.C hereof may be filled for the  
19 unexpired term by a new appointment by the Member Organization in accordance with Section 3.01.B.1.

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21 **Section 3.03 – General Provisions** – The following provisions shall apply to the Corporation's  
22 Board of Directors and the members thereof:

23  
24 (A) Powers – The Board of Directors shall have full power to conduct, manage and direct the  
25 business and affairs of the Corporation except as are by statute, by the Charter, or by the Bylaws. The  
26 Board of Directors shall keep full and fair accounts of its transactions.

1 (B) Personal Liability – A Director of the Corporation shall not be personally liable for monetary  
2 damages, as such, for any action taken, or any failure to take any action, unless the Director has  
3 breached or failed to perform the duties of their office and the breach or failure to perform constitutes self-  
4 dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the  
5 responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the  
6 payment of taxes pursuant to local, state or federal law.

7  
8 (C) Organization – At every meeting of the Board of Directors, the President of the Board, or, in  
9 the case of a vacancy in the office or absence of the President, a chairperson chosen by a majority of the  
10 Directors present, shall preside, and the Secretary, or, in the absence of the Secretary, any person  
11 appointed by the chairperson of the meeting, shall act as Secretary.

12  
13 (D) Resignations – Any Director of the Corporation may resign at any time by giving written notice  
14 to the President or Secretary of the Board of Directors. Such resignation shall take effect at the date of  
15 the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the  
16 acceptance of such resignation shall not be necessary to make it effective.

17  
18 (E) Place of Meeting – Meetings of the Board of Directors may be held at such place within or  
19 without the District of Columbia as the Board of Directors may from time to time appoint, or as may be  
20 designated in the notice of the meeting.

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22 (F) Annual Meeting – The Board of Directors shall hold annually a Regular Meeting of the Board  
23 of Directors on the second Wednesday in the Month of March each year, if it is not a legal holiday. Such  
24 Annual Meeting shall be for the transaction of general business and the election of new Directors. Such  
25 Annual Meeting shall be without special notice of such business, except in cases in which special notice  
26 is required by statute, by the Charter, or by the Bylaws.

27

1 (g) Regular Meetings – The Board of Directors shall hold a minimum of one (1) Regular Meetings  
2 per calendar quarter. Regular Meetings of the Board of Directors shall be held at such time and place as  
3 shall be designated from time to time by resolution of the Board of Directors. If the date fixed for any  
4 such Regular Meeting be a legal holiday under the laws of the State where such meeting is to be held,  
5 then the same shall be held on the next succeeding business day or at such other time as may be  
6 determined by resolution of the Board of Directors. At such meetings, the Directors shall transact such  
7 business as may properly be brought before the meeting. Notice of Regular Meetings need not be given  
8 unless otherwise required by law or these Bylaws. The dates and times of such Regular Meetings may  
9 be rescheduled following the initial resolution setting the date and time; provided, however, that a  
10 minimum of five (5) days' notice is given for the rescheduling of such Regular Meetings.

11

12 (H) Absences – Any Director who shall be absent from three (3) Regular Meetings of the Board of  
13 Directors in any period of twelve (12) consecutive months, may be dismissed from the Board of Directors  
14 by majority vote of the Directors.

15

16 (I) Special Meetings; Notice – Special Meetings of the Board of Directors shall be held whenever  
17 called by the President of the Board of Directors, or by two or more of the Directors. Notice of each such  
18 meeting shall be given to each Director by telephone, electronic mail or in writing at least twenty-four (24)  
19 hours or five (5) days (in the case of notice by mail) before the time at which the meeting is to be held.  
20 Every such notice shall state the date, time, place and purpose of the meeting.

21

22 (J) Quorum, Manner of Acting, and Adjournment – A majority of the Directors in office shall be  
23 present at each meeting in order to constitute a quorum for the transaction of business. Every Director  
24 shall be entitled to one vote. Except as otherwise specified in the articles or these Bylaws or provided by  
25 statute, the acts of a majority of the Directors present at a meeting at which a quorum is present shall be  
26 the acts of the Board of Directors. In the absence of a quorum, a majority of the Directors present and  
27 voting may adjourn the meeting from time to time until a quorum is present. The Directors shall act only

1 as a Board and the individual Directors shall have no power as such, except that any action which may be  
2 taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing  
3 setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the  
4 Secretary of the Corporation.

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6 (K) Fees – Directors shall not receive fees in connection with the performance of their services  
7 hereunder (including the attendance of meetings of the Board of Directors or committees of the Board).

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10 **ARTICLE 4 - OFFICERS/AGENTS**

11 **Section 4.01 - Executive Officers** – The Board of Directors shall elect a President and a Vice-  
12 President from among the Directors. The Board of Directors shall elect a Secretary and a Treasurer who  
13 need not be Directors. Any two of the above-mentioned offices, except those of President, Vice-  
14 President or Secretary, may be held by the same person. Officers shall be elected at the first Regular  
15 Meeting of the Board of Directors to follow the Annual Meeting in March with the new officers immediately  
16 taking office after the election. Any vacancy in any of the above offices shall be filled for the unexpired  
17 portion of the term by the Board of Directors at the Regular or additional meeting of the Board of Directors  
18 held after any such vacancy.

19  
20 **Section 4.02 - President** – The President shall preside at all Annual or Special Meetings of the  
21 Board of Directors and at all meetings, Regular or additional, of the Board of Directors at which the  
22 President shall be present. This person shall have general charge and supervision of the business of the  
23 Corporation. The President may sign and execute, in the name of the Corporation, all authorized deeds,  
24 mortgages, bonds, contracts or other instruments, except in cases in which the signing and execution  
25 thereof shall have been expressly delegated to some other Officer or agent of the Corporation. This  
26 person shall perform all duties incident to the office of the President of a Corporation, and such other  
27 duties as from time to time may be assigned by the Board of Directors.



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**Section 4.03 - Vice-President** – The Vice-President at the request of the President, or in their absence, or during inability to act, shall perform the duties and exercise the functions of the President, and when so acting shall have the powers of the President. The Vice-President shall have such other powers and perform such other duties as may be assigned from time to time to him by the Board of Directors or the President.

**Section 4.04 - Secretary** – The Secretary shall keep the minutes of all Annual and Special Meetings of the Board of Directors and of all Regular and additional meetings of the Board of Directors. The Secretary shall see that all notices are duly given in accordance with the provision of these Bylaws or as required by law. This person shall be custodian of the records of the Corporation. The Secretary shall see that the Corporation Seal is affixed to all documents, the execution of which, on behalf of the Corporation, under its seal, is duly authorized, and when so affixed may attest the same, and in general, shall perform all duties incident to the Office of Secretary of a Corporation, such other duties as are herein outlined in these Bylaws, and such other duties as from time to time may be assigned by the Board of Directors or the President.

**Section 4.05 - Treasurer** – The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Corporation, and shall deposit, or cause to be deposited in the name of the Corporation, all moneys or other valuable effects in such bank, trust company, or other depositories as shall, from time to time, be selected by the Board of Directors. The Treasurer shall render to the President or to the Board of Directors, whenever required or requested, an account of the financial condition of the Corporation, and in general, shall perform all duties incident to the Office of Treasurer of a Corporation, and such other duties as may be assigned from time to time by the Board of Directors or the President.

1           **Section 4.06 - Subordinate Officers** – The Board of Directors may from time to time appoint or  
2 elect such subordinate officers as it may deem desirable including but not limited to, one or more  
3 assistant secretaries or assistant treasurers, none of whom need be Directors. Each such subordinate  
4 officer shall hold office for such period, not to exceed one (1) year, and from date of appointment shall  
5 perform such duties as the Board of Directors or the President may prescribe.

6  
7           **Section 4.07 - Executive Director** – The President may nominate an individual to serve as  
8 Executive Director, subject to confirmation by a majority of the Board of Directors. This person shall have  
9 by experience, background, or training expertise to oversee the daily activities of the Corporation. The  
10 Executive Director shall be responsible for direct interaction with and between officers, Directors and  
11 Committee Chairs. The Executive Director shall share the responsibility of representing Brother, Help  
12 Thyself at such meeting, activities, and events, as necessary. The Executive Director may act as agent of  
13 the corporation, but if the Executive Director is a Director or an Officer of the Corporation, this person may  
14 not be compensated for services. The Executive Director may perform duties prescribed by the President  
15 and/or the Corporation. The Executive Director need not be a member of the Board of Directors. The term  
16 of the Executive Director shall be one (1) year commencing and ending with the Annual Meeting. The  
17 position may filled for the remainder of the term by vote at any Regular, Additional or Special Meeting of  
18 the Board of Directors. As circumstances may alter with time, the Executive Director may be designated  
19 an authorized agent for services on behalf of the Corporation by the Board of Directors under Section  
20 5.02 of these Bylaws.

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22           **Section 4.08 - Executive Committee** – The Executive Committee shall be comprised of the four  
23 Executive Officers.

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25           **Section 4.09 - Other Committees** – The Board of Directors or the President may from time to  
26 time create any committee or committees for a fixed period, not to exceed one (1) year, to advise on any

1 matter. The President shall appoint, subject to the confirmation by a majority of the Board of Directors, all  
2 committee Chairs.

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4 **Section 4.10 - Compensation** – The Board of Directors shall not compensate any Officer or  
5 officers of the Corporation for their services nor shall any expenses be paid for attendance at any Annual,  
6 Regular, Additional, or Special Meeting of the Board of Directors. Reimbursement may be paid to any  
7 Officer for any expense(s) incurred in the performance of official duties. Receipts for such expense(s)  
8 shall be submitted to the Treasurer before payment is made by him. The Treasurer shall report all such  
9 payments to the Board of Directors at any Annual, Regular, Additional, or Special Meeting, following such  
10 payment. A majority of the Board of Directors may require such reimbursed expense(s) to be repaid by  
11 the Officer to the Corporation.

12  
13 **Section 4.11 - Removal** – Any Officer of the Corporation may be removed from that office, with  
14 or without cause, by a vote of a majority of the entire Board of Directors at a meeting, Regular or  
15 additional, notice of which shall specify such intended action under provision of Section 3.03(I) of these  
16 Bylaws.

## 17 18 **ARTICLE 5 - FINANCES**

19 **Section 5.01 - Checks, Drafts, Etc.** – All checks, drafts, and orders for payment of money, notes  
20 and other evidence of indebtedness, issued in the name of the Corporation, shall be signed by two of the  
21 following: the Treasurer, the President, the Vice-President and the Secretary.

22  
23 **Section 5.02 - Compensation of Outside Contractors or Agents** – By resolution of the Board  
24 of Directors, the Treasurer shall pay any authorized contractor or agent for services rendered on behalf of  
25 the Corporation upon receipt of a duly executed invoice or bill.

1           **Section 5.03 - Annual Reports** – A full and true written statement of the affairs of the  
2 Corporation shall be submitted at the Annual Meeting of the Board of Directors and filed not later than the  
3 Regular Meeting of the Board of Directors thereafter at the principal office of the Corporation as required  
4 by law. Such statement shall be prepared by the President and the Treasurer of the Corporation. The  
5 Member Organization Appointed Directors shall deliver the annual report to their respective Member  
6 Organizations. If a Member Organization’s Appointed Director is not present at the Annual Meeting, the  
7 Member Organization does not have an active Director, the Member Organization is in suspense status,  
8 then the Secretary of this corporation shall deliver the annual report to the Member Organization in  
9 accordance with Section 8.01

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11           **Section 5.04 - Fiscal Year** – The fiscal year of the Corporation shall be from February 1 to  
12 January 31.

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14           **Section 5.05 - Seal** – The Board of Directors shall provide a suitable seal, bearing the name of  
15 the Corporation, which shall be in the charge of the Secretary. The Secretary shall give it to their  
16 successor. The Board of Directors may authorize one or more duplicate seals and provide for the custody  
17 thereof.

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19           **Section 5.06 - Bond** – The Board of Directors may require any Officer or agent of the  
20 Corporation to give bond to the Corporation, conditioned upon the faithful discharge of their duties, with  
21 one or more sureties and in such amounts as may be satisfactory to the Board of Directors.

22  
23           **Section 5.07 - Audit** – The Board of Directors may retain a certified public accountant to provide  
24 an annual financial review, prepare taxes, or perform any other duties as designated by the Board of  
25 Directors. The Board of Directors may appoint three (3) of their number from time to time, none of whom  
26 may be an Officer of this Corporation, to review the books of this Corporation as maintained by the  
27 Treasurer. They shall report the results of their findings to the Board of Directors at the Annual Meeting,

1 and shall make such recommendations as they see fit. Those recommendations, if voted in the affirmative  
2 by the Board of Directors, shall become binding on the future conduct of the Treasurer of this  
3 Corporation, until they are rescinded in like manner or until recommendations are made and passed that  
4 preclude them.

5  
6 **Section 5.08 - Of Records and Property** – All records of this Corporation held by the Officers or  
7 by the Board of Directors are the property of the Corporation and as such shall be given in whole to the  
8 successors in office. Any and all moneys, items, merchandise, etc. given, donated, or sold to this  
9 Corporation for its use are the property of the Corporation and shall be disposed of as the Board of  
10 Directors may direct but not to their personal use nor to the personal use of any Officer.

11  
12 **ARTICLE 6 - RULES OF PROCEDURE**

13 **Section 6.01 - Roberts Rules of Order Revised**, in its current edition, shall direct the conduct of  
14 all business whatsoever at all Annual, Regular, Additional, or Special Meetings of the Board of Directors  
15 of this Corporation. Whenever such rules are in conflict or contradict any provision made in the Charter of  
16 this Corporation or these Bylaws or in the general laws of the District of Columbia or of the United States  
17 respecting corporations, these Bylaws, Charter, and general laws shall have precedence. The President  
18 may appoint a Parliamentarian who need not be a Director or an Officer. The Parliamentarian shall serve  
19 for such a period as the President directs, but the appointment may not exceed one (1) year.

20  
21 **ARTICLE 7 - NON-DISCRIMINATION IN LANGUAGE**

22 **Section 7.01 - Language** – In all provisions of these Bylaws, wherever the masculine form of  
23 language is used, it is expressly understood that it refers to any gender identity or expression as well. The  
24 Board of Directors shall not make any rule or take any action that would exclude any person or  
25 organization on the basis of race, color, religion, national origin, sex, age, marital status, personal  
26 appearance, sexual orientation, gender identity or expression, family responsibilities, matriculation,

1 genetic information, disability, political affiliation, familial status, source of income, or status as a victim of  
2 an intrafamily offense.

### 4 **ARTICLE 8 – NOTICE – WAIVERS – MEETINGS**

5 **Section 8.01 - Notice, What Constitutes** – Whenever written notice is required to be given to  
6 any person or Member Organization under the provisions of the articles, these Bylaws, it may be given to  
7 the entity, either personally or by sending a copy thereof by first class or express mail, postage prepaid,  
8 or by telegram (with messenger service specified), electronic mail or courier services, charges prepaid, or  
9 by facsimile transmission to the entity’s address (or to the entity’s electronic mail address or facsimile  
10 number) supplied by the person or Member Organization to the Corporation for the purpose of notice. If  
11 the notice is sent by mail, telegraph or courier service, it shall be deemed to have been given to the entity  
12 entitled thereto when deposited in the United States mail or with a telegraph office or courier service for  
13 delivery to that entity or, in the case of electronic mail, when sent, unless notice of non-delivery is  
14 subsequently received. A notice of meeting shall specify the place, day and hour of the meeting and any  
15 other information required by law or these Bylaws.

#### 17 **Section 8.02 – Waivers of Notice –**

18 (A) Written Waiver – Whenever any written notice is required to be given under the provisions of  
19 the articles or these Bylaws, a waiver thereof in writing, signed by the person, persons or duly authorized  
20 representative of the Member Organization entitled to the notice, whether before or after the time stated  
21 therein, shall be deemed equivalent to the giving of the notice.

22  
23 (B) Attendance; Waiver of Notice – Attendance of a person at any meeting shall constitute a  
24 waiver of notice of the meeting, except where a person attends a meeting for the express purpose of  
25 objecting, at the beginning of the meeting, to the transaction of any business because the meeting was  
26 not lawfully called or convened.



1 conflicted person shall not vote, influence the Board, or participate in Board's discussions or deliberations  
2 pertaining to the contract or transaction. The conflicted person, however, may be counted to determine if  
3 a quorum is present, may present factual information to the Board, and may respond to direct questions  
4 from the Board regarding the contract or transaction.

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6 The minutes of the Board meeting shall state if a quorum was present, state that the person disclosed the  
7 potential conflict matters to the Board, that the Board determined whether a conflict of interest existed (if  
8 the Board found that a conflict of interest exists, that such determination was made by at least seventy-  
9 five percent (75%) of those present and able to vote), and that the conflicted person, if any, refrained from  
10 participating in Board deliberations and in voting on such matters.

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12 **Section 10.02 - Conflict of Interest Statement** – Each year at the Corporation's Annual  
13 Meeting, each Director and officer of the Corporation shall file a conflict of interest statement in such form  
14 and with such person as may be determined by the Board in its sole discretion.

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17 **ADOPTED by the Board of Directors of Brother, Help Thyself, Inc. at the Special Meeting of the**  
18 **Corporation on June 8, 2016.**

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Julius Agers, Secretary  
Brother, Help Thyself, Inc.