

**BYLAWS
OF
FOUNDATION FOR THE POOR, INC.**

**ARTICLE I
NAME AND PURPOSE**

SECTION 1. Name. The name of the organization shall be Foundation For The Poor, Inc. It shall be a nonprofit organization incorporated under the laws of the State of Pennsylvania.

SECTION 2. Purpose. The Organization is organized for exclusively religious, charitable, educational and scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501 (c)(3) of the Internal Revenue Code of 1986. Specifically, the Organization will provide benevolent assistance to those individual or group or community proven to be dire need of financial assistance - and to any existing charitable/nonprofit organizations here and abroad.

**ARTICLE II
OFFICES**

The principal office of the Organization in the State of Pennsylvania, shall be located in the County of Bucks. The Organization may have such other offices, either within or outside the State of Pennsylvania, as the Board of Directors may designate offices overseas as the business of the Organization may require from time to time.

**ARTICLE III
MEMBERSHIP**

Membership shall consist of the Board of Directors, donors and volunteers of good standing who embrace the mission and vision of the organization.

ARTICLE IV

BOARD OF DIRECTORS

- SECTION 1. General Powers. The business and affairs of the Organization shall be managed by its Board of Directors headed by a Chairman. The founder herself will automatically be the President. She will hold that title as long she is physically and mentally fit. However, these powers may be willed to anyone of her choice as long as he/she is physically and mentally fit and, likewise, embraces the mission and vision of the organization.
- SECTION 2. Size and Terms. The number of directors of the Organization shall be seven (7). Each director shall hold office for two years unless duly removed as prescribed in Article V. Each director after the term must be reelected at the regular annual meeting which happens at the last quarter of the fiscal year.
- SECTION 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held at the last quarter of each fiscal year of which shall be called jointly by the Chairman and the President. The Board of Directors may provide the time and place of the annual meeting. teleconferencing with notice as described in Section 5.
- SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman/President or any of the two directors. The person/s authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting. Teleconferencing may be treated as a special meeting.
- SECTION 5, Notice. Notice of any meeting shall be given at least two weeks or less prior thereto by written notice delivered personally, mailed to each director at his/her business or home address, or by electronic mail.
- SECTION 6. Quorum. Attendance of three directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less is present at a meeting, a majority of the directors present may adjourn the meeting without further notice.
- SECTION 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- SECTION 8. Action Without a Meeting. Any action that may be taken by the Board of Directors may be taken without a meeting if consent in writing is made by at least four directors.

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SECTION 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the remaining term of his predecessor in office.

SECTION 10. Compensation & Reimbursement. No Director or Officer shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director. Reimbursement of expenses from any activity done to support the operations and administrative purposes of the organization are acceptable.

SECTION 11. Presumption of Assent. A director of the Organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his written dissent to such action to the Secretary of the meeting before the adjournment.

ARTICLE V

OFFICERS

SECTION 1. Number. The officers of the Organization shall be a President (Founder) Chairman, a Secretary, Treasurer and Asst. Treasurer, who shall be appointed by the President for the first term (2 years) and will be elected by the Board of Directors on the last quarter of year 2020. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors, including a Chairman of the Board. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of Chairman and Secretary. Two or more offices may be held by any of the Directors.

SECTION 2. Election and Term of Office. The officers of the Organization to be elected by the Board of Directors shall be elected every two years by the Board of Directors at the annual meeting which is held at the last quarter of every two fiscal years. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her death, or until he/she shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal. Any officer, agent, or director may be removed by a unanimous vote of the remaining Board of Directors whenever, in its judgment, the best interests of the Organization will be served thereby, but such

removal shall be without prejudice. Election or appointment of a director to fill up vacancy for the unexpired portion of the term can be done.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The Founder will be the President. She shall be the principal executive officer of the Organization up to the time she is still mentally and physically fit to carry on the mission and promote the vision of the organization and shall in general supervise and control all of the business and affairs of the Organization. Any decision made may be subject to the control of the Board of Directors if needed. She shall, when present, preside at all meetings of the Board of Directors, unless there is, in due time, a Chairman of the Board - in which case the Chairman shall preside. She may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the organization or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Secretary. The Secretary shall keep the minutes of the proceedings of the Board of Directors in one or more minute books provided for that purpose and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. The Secretary shall be custodian of the organization's records and of the seal of the Organization and see that the seal of the Organization is affixed to all documents, the execution of which on behalf of the Organization under its seal is duly authorized. He/she shall keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 7. Treasurer. The Treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Organization, and shall deposit all monies and other valuable effects in the name and to the credit of the Organization in such banks and depositories as may be designated by the Board of Directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board. He/she shall disburse the funds of the Organization as may be ordered by the Board and shall render to the

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President and Directors at the regular meeting of the Board, and whenever they may require accounts of all his/her transactions as treasurer and of the financial condition of the Organization. He/she shall perform the duties usually incident to the office of treasurer and such other duties as may be prescribed by the Board of Directors or by the President.

ARTICLE VI INDEMNITY

Section 1. The Organization shall indemnify as follows: (a) President against all expenses and liabilities reasonably incurred.
(b) Every Director or employee of the Organization shall be indemnified by the Organization against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been a director, officer, employee or agent of the Organization or is or was serving at the request of the Organization as a Director, employee or agent of the organization, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he/she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the Director or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Organization.
(c) The Organization shall provide to any person who is or was a director, employee, or agent of the Organization or is or was serving at the request of the Organization as a director, employee or agent of the organization, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law. (c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article V.

ARTICLE VII CONFLICTS OF INTEREST

SECTION 1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private

interest of an employee or Director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations.

SECTION 2. Definitions.

2.1 Interested Person. Any Director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest. A person has a financial interest if the person has, directly Or indirectly, through business, investment, or family: (a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement, (b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or (c) A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the Organization 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 2, 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. Procedures.

3.1 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.

3.2 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.

3.3 Procedures for Addressing the Conflict of Interest.

(a) 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.

(b) 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.

(c) After exercising due diligence, the governing board or committee shall determine whether the Organization 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.

(d) 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 Organization'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.

3.4 Violations of the Conflicts of interest Policy.

(a) 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.

(b) 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 the Proceedings. The minutes 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 is present and the governing board's or committee's decision as to whether a conflict of interest in fact exists. (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.

- 5.1 A voting member of the governing board who receives compensation, directly or indirectly, from the Organization is precluded from voting on matters pertaining to that member's compensation.
- 5.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- 5.3 No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- 5.4 The majority of our Board of Directors will be non-salaried and will not be related to salaried personnel or to parties providing services. In addition, all compensation decisions will be made by the Board of Directors.
- 5.5 Further, all compensation paid will be reasonable and will be based on the following factors: (a) the type and amount of compensation received by others in similar positions, (b) the compensation levels paid in our particular geographic community, (c) the amount of time the individual spends in their position, (d) the expertise and other pertinent background of the individual, (e) the size and complexity of our organization, and (f) the need of our organization for the services of the particular individual.

SECTION 6. Annual Statements. Each Director 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 Organization 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.

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SECTION 7. Periodic Reviews. To ensure the Organization 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; and (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization'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 Organization 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.

ARTICLE VIII

CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any members, agent/s, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization, shall be signed by the President only. This is to facilitate easy processing. However, these transactions will be monitored from time to time by any of the members of the Board.

SECTION 4. Deposits. All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board of Directors may select.

**ARTICLE IX
FISCAL YEAR**

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

**ARTICLE X
CORPORATE SEAL**

The Board of Directors may at its discretion provide an organizational seal, which shall be circular in form and shall have inscribed thereon the name of the Organization and the State of incorporation and the words, "Corporate Seal".

**ARTICLE XI
WAIVER OF NOTICE**

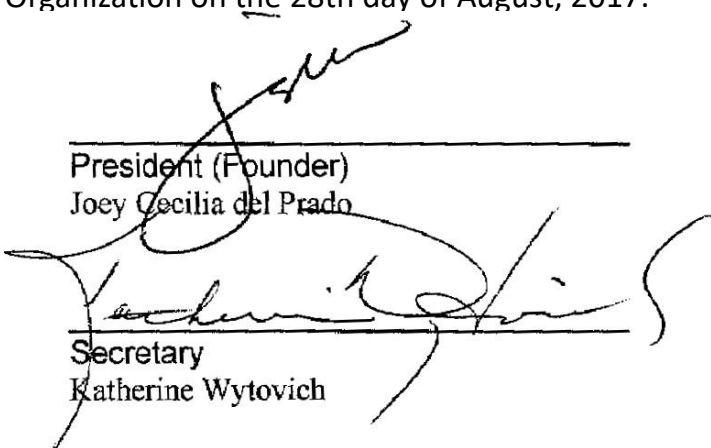
Unless otherwise provided by law, whenever any notice is required to be given to any Director of the Organization under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person/s entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

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ARTICLE XII AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws adopted when necessary by a two-thirds majority of the Board of Directors at any given time when found it necessary.

The above Bylaws were approved and adopted by the Board of Directors of the Organization on the 28th day of August, 2017.



President (Founder)
Joey Cecilia del Prado

Secretary
Katherine Wytovich