

TWENTY-ONE SENSES, INC. NFP BYLAWS

Last Revised at the Annual General Meeting June 22, 2018

The name of the Organization shall be Twenty-One Senses Inc. NFP. The Organization shall be a non-profit organization established under the laws of Illinois.

1. PURPOSE

1.1 The purpose of Twenty-One Senses Inc. NFP is to support families with children that have sensory sensitivities and disorders, by...

- Providing social and enrichment programs
- Creating a central source of information to empower families
- Advocating for expanded and improved inclusion in typical spaces

1.2 The purpose of the Twenty-One Senses Inc. NFP Board is to:

- Represent the voice of the public
- Ensure all activities of the Organization align with the mission of the Organization
- Leadership succession planning
- Partner with management to ensure the financial well being of the Organization

2. BOARD OF DIRECTORS

2.1 There will be a Board of Directors made up of a minimum of three.

2.2 Members of the Board of Directors will be elected for a term of three years by Twenty-One Senses board members in good standing and present in person or by proxy at the Annual General Meeting. Election shall be by a majority of votes cast.

2.3 Board member terms commence on the 1st day of the Organization's fiscal year and conclude on the last day of the fiscal year, or when successors are duly elected, whichever is later. To the extent possible, the Board terms shall remain staggered so that approximately one-third of Board members' terms end in any one year. For this reason, in the event that a Board member resigns before completing his or her full term, the Board will at its sole discretion elect, by a majority vote, a replacement Board member to serve the remaining part of the term.

3. OFFICERS

3.1 The Board of Directors will have three officers, a President, Secretary and Treasurer.

3.2 Officers will be elected by the Board for a one-year term of office from among the Board members. This election shall be held at the Annual General Meeting.

3.3 The President will be responsible to ensure the overall integrity of the Board's governance.

3.4 The Secretary will be responsible for the integrity of the Board's documents and will preside at meetings of the Board in the event of the chair's absence.

3.5 The Treasurer will be responsible to ensure the integrity of the Board's fiscal policies including compliance with relevant laws.

4. MEETINGS OF THE BOARD OF DIRECTORS

4.1 The Board will meet as needed, but not less than two times per year. Meetings may be conducted virtually or in-person. The participation of 50% of Board Members is required for a quorum. Quorum is established at the beginning of each meeting.

4.2 Decisions of the Board of Directors will be those that receive an affirmative vote by a majority of the Board. Voting may occur by electronic means and asynchronously (i.e. outside of meetings) according to procedures established by the Board in its policies. Attendance at a meeting is not necessarily required to participate in a vote that occurs at the meeting.

4.3 The Board's annual calendar will include, but may not be limited to, an agenda of the Board's work for the year and a schedule of meetings and votes to accomplish that work. The Board calendar will be established and maintained by the Board as stated in its policies.

4.4 The Board governs using an integrated set of governance principles as exemplified by the policy documentation of Twenty-One Senses Inc. NFP.

5. ATTENDANCE

5.1 Failure to attend the entirety of 3 out of 4 consecutive, regularly scheduled Board meetings will be deemed to be a resignation. A Board member may be considered for reinstatement by the Board at his or her request, but only once per term.

6. REMOVAL

6.1 Upon a majority vote of the full Board, the Board of Directors will remove a Board member from office for inability or failure to perform the function of a Board member as determined by the Board.

6.2 A Board member removes him or herself from office by failing to comply with the attendance requirements shown in 5.1 above.

7. FISCAL YEAR

7.1 The fiscal year of Twenty-One Senses Inc., shall be the calendar year unless otherwise designated by the Board.

8. DELEGABILITY OF BOARD RESPONSIBILITIES

8.1 The Board may delegate any responsibilities except its obligation as a body to a) create and maintain written governing policies and b) continually ensure organizational performance.

8.2 The Board may hire a CEO to whom it will delegate responsibilities for accomplishment of organizational results and avoidance of unacceptable conditions as stated in Board policies.

9. INDEMNIFICATION OF DIRECTORS AND OFFICERS

9.1 The corporation shall indemnify each director and officer of the corporation from liability to the fullest extent permitted of directors, or an agreement providing such indemnification.

10. DISSOLUTION OF THE ORGANIZATION

10.1 In the event that the Twenty-One Senses Inc. NFP, is dissolved, the Board of Directors is responsible to dispose of the assets or the proceeds of the sale of the assets of the corporation by donating them to one or more nonprofit entities of like cause, of the Board's choice, having first ensured that outstanding debts and obligations are paid.

11. AMENDMENTS TO THE BYLAWS

11.1 The Board of Directors may amend these bylaws by an affirmative vote of the majority of the Board.