

Kay Blada Recycling Corporate Bylaws

Article I

Name

1.01. The name of this corporation shall be Kay Blada Recycling.

Article II

Purposes and Powers

2.01. Kay Blada Recycling is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal Tax Code.

2.02. Kay Blada Recycling's purpose is to provide environmental education and alleviate widespread plastic waste and poverty in Haiti.

Article III

Board of Directors

3.01. The board shall have the general charge and control of the affairs, funds and property of Kay Blada Recycling, and shall carry out the mission of Kay Blada Recycling in accordance with these Bylaws. No member of the board may receive compensation for his or her services as director.

3.02. The number of directors constituting the board shall be no less than 5 and no more than 9. Within these limits, the board may increase or decrease the number of directors serving on the board, including for purpose of staggering the terms of directors.

3.03. In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

3.04. The Officers shall submit to the board candidates for director and officer positions at least seven (7) days prior to each annual board meeting. Having received affirmation by majority vote of the board, such positions will take immediate effect.

3.05. The term of the directors shall be one (1) year. Directors may serve terms in succession. The term of office shall begin January 1 and end December 31, unless the term is extended until such a time as a successor has been elected.

3.06. The board shall meet at least quarterly to conduct its business. The President or any three (3) directors may call meetings of the board. Notice of the date, time and location of all board meetings shall be provided to all directors in writing (including email) at least ten (10) days in advance of the meetings.”

3.07. The board shall be responsible for the determination and implementation of all policy matters pertinent to the organization including, but not limited to, the following:

- A. Handling all budgetary, financial, and insurance matters, including funding the organization, and collecting and disbursing funds.
- B. Establishing appropriate rules and regulations for the safe and efficient operation of the organization, including user policies, safety regulations, and the like.

3.08. The board may delegate its responsibilities to the officers and/or to personnel as it deems appropriate. In addition, the board may authorize the creation of special ad hoc committees and assign them such duties as it deems appropriate.

3.09. A majority of the board members shall constitute a quorum of the board. The President shall have the discretion to allow board members to participate in a board meeting by phone or video conference, and such participation shall constitute presence for purposes of determining a quorum. Directors shall not vote by proxy. General measures put to the board shall pass with a majority vote of the board members present for the quorum.

3.10. The directors may remove any board member at any meeting of the board. Directors may be removed with cause. Removal shall be accomplished by a two-thirds vote of the directors present at the board meeting. The director who is the subject of such a vote shall not have a vote in the matter and shall not be counted as present for quorum.

3.11. The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

Article IV **Officers**

4.01. The Officers of the corporation shall be a President, Vice President, Secretary and Treasurer. All Officers shall be members of the board. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authorities of other officers. The board may also appoint additional Vice-Presidents and such other officers as it deems expedient for proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices, but no board officer may act in more than one capacity where action of two or more officers is required.

4.02. The term of office for each officer position shall be one (1) year, and no officer may serve more than three (3) successive terms in that position unless agreed to by a two-third majority of the board. In case of failure to elect an officer, the incumbent shall continue to hold office until

his or her successor shall be elected.

4.03. The directors may remove any officer at any meeting of the board. Officers may be removed for cause. Removal shall be accomplished by a two-thirds vote of the directors present at the board meeting. The director who is the subject of such a vote shall not have a vote in the matter, and shall not be counted as present for quorum.

4.04 Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

4.05. A vacancy in any office because of death, resignation, removal, or otherwise shall be filled by the directors until the next annual meeting of the board.

4.06. The President shall have such powers that are reasonably necessary to provide for the maintenance and operation of the organization's mission.

4.07. The Vice President, upon delegation by the President, shall perform the duties of the President, in whole or in part. The duties that may be delegated to the Vice President shall include, but need not be limited to, the following:

- A. Preside over all meetings of the Board and see that all orders and resolutions of the Board are carried into effect.
- B. Sign and execute instruments in the name of the organization.
- C. See that all books, reports and certificates required by law are properly kept by the organization and filed as necessary with the proper authorities.
- D. Contract for such services, goods, and property, real or personal, as is necessary for the efficient operations of the organization.
- E. Sign checks or drafts on behalf of the organization.

The President shall not have the authority to delegate to the Vice President any powers related to the Executive Committee as detailed in section 5.02. Absent delegation by the President, in the event of an emergency where the President is unable to act, the Vice president, subject to approval by the remaining board members, shall have all of the powers and authority of the President, excluding authority related to the Executive Committee as detailed in section 5.02.

4.08. The Secretary shall have the duty of keeping the minutes of the meetings of the board, give all notices as required to be given under the provisions of these bylaws or as required by law, keep a register of the addresses of each director, sign with the President or Vice President such documents as require his/her attestation, maintain any post office box of the organization, maintain the organization's files, and in general perform all duties as may from time to time be delegated or assigned to him/her by the President or by the board.

4.09. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the organization, to give all receipt for monies due and payable, and deposit all such monies in the name of the organization in such banks, trust companies, or other depositories as shall be selected by the board, and in general perform all the duties incident to the office of Treasurer. The Treasurer shall also execute such duties as may be assigned to him/her by the President or by the board.

4.10. The board of directors may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.

Article V **Committees**

5.01. The board shall create and maintain two (2) standing committees; an Executive Committee and a Finance & Audit Committee.

5.02. The Executive Committee shall be comprised of the President and the Vice President. The Executive Committee shall have authority to act on behalf of the board and commit Kay Blada Recycling on any urgent, time-sensitive matter requiring board action when a full meeting of the board cannot reasonably be convened. Any matter upon which the Executive Committee has so acted shall be reported to the board at the next regularly scheduled board meeting. The Executive Committee may not make appointments to, or terminations from directors, officers or key employees.

5.03. The Treasurer shall chair the Finance & Audit Committee with members appointed by the board. The Committee shall review the annual operating and capital budgets and make a recommendation concerning the budgets to the full board, whose responsibility it is to approve the annual budget. The Finance Committee shall further be tasked with organizing fundraising and grant applications with a duty to fulfilling the aspirations of the organization's mission.

5.04. No committee shall have the authority of the board unless specifically granted in writing by the board. No committee shall have authority to amend, alter, or repeal the Bylaws; elect, appoint, or remove any member of any such committee or any Director or Officer; amend the Articles of Incorporation; adopt a plan of merger or adopt a plan of consolidation with another Organization; authorize the sale, lease, or exchange of all or substantially all of the property and assets of Kay Blada Recycling not in the ordinary course of business; authorize the voluntary dissolution of Kay Blada Recycling or revoke proceedings therefore; adopt a plan for the distribution of the assets of Kay Blada Recycling; or amend, alter, or repeal any resolution of the board of directors.

Article VI **Indemnification**

6.01. Each Director and Officer, now or hereafter serving the organization, and his/her representative, executors, and personal representatives, shall be indemnified by the organization against expenses actually and necessarily incurred by him/her in connection with the defense of

any action or suit except in relation to the matters as to which s/he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duties.

6.02. The indemnification provided herein shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

6.03. The organization shall have power to purchase and maintain insurance on behalf of any person who is or was a representative of the organization or is or was serving at the request of the organization.

Article VII **Financial Management**

7.01. No loans shall be contracted on behalf of Kay Blada Recycling, and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board.

7.02. All checks, drafts, or other orders of the payment of money, notice, or other evidence of indebtedness issued in the name of the organization shall be signed by the Treasurer, or President in his/her stead.

Article VIII **Fiscal Year and Annual Meeting**

8.01. The fiscal year of the organization shall begin the 1st day of January and end on the 31st day of December each year.

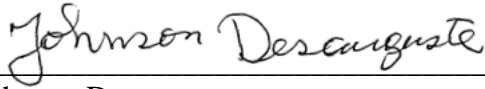
8.02. The annual meeting of the Board shall take place not more than 30 days prior to, nor more than 30 days following the first day of the fiscal year.

Article IX **Bylaw Amendment**

9.01. The Articles of Incorporation and the Bylaws may be amended at the annual meeting of the board of directors or any special meeting called for that purpose, by a two-thirds majority of those present at such meetings, provided that written notice of said meeting shall have been provided to the directors as required herein and further provided that the notice shall include the proposed amendment. Adopted amendments will become effective upon approval by the board.

Certificate of Adoption of Bylaws

I do hereby certify that the above stated Bylaws of Kay Blada Recycling were approved by the Kay Blada Recycling Board of directors on 4/19/2018 and constitute a complete copy of the Bylaws of the corporation.

A handwritten signature in cursive script that reads "Johnson Desauguste". The signature is written in black ink and is positioned above a horizontal line.

Johnson Desauguste
President of Kay Blada Recycling