

# CAN'T NEVER COULD, INC.

## BYLAWS

### Article I.

#### Name, Location, and Offices

- 1.1 Name. The name of the Corporation shall be "CAN'T NEVER COULD, INC."
- 1.2 Registered Office and Agent. The initial registered office of the Corporation shall be at 75 Jackson Street, Bld. 500, Newnan, GA 30263. The initial registered agent of the Corporation at such address shall be Walter W. Arnall.
- 1.3 Other Offices. The principal office of the Corporation shall be located at 10 Sherwood Drive, Newnan, GA 30263, or at such other place or places, within or without the State of Georgia, as the Board of Directors of the Corporation may determine from time to time.

### Article II.

#### Purposes and Governing Instruments

- 2.1 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation of the Georgia Nonprofit Corporation Code.
- 2.2 Charitable and Educational Purposes. The Corporation shall be a nonprofit corporation under applicable provisions of the Georgia Nonprofit Corporation Code. It shall be organized, and at all times thereafter operated, exclusively for public charitable and educational uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including without limitation,
- (i) Providing support to individuals and groups who are facing adversity and personal battles;
  - (ii) Providing monetary donations, support, and faith in Jesus Christ to instill determination and hope to those who are experiencing life challenges and to glorify Christ who provides strength in all circumstances;
  - (iii) Participating in awareness events and charity events to promote the Corporation and its purposes;
  - (iv) Raising money to effectuate any of the foregoing purposes, including, but not limited to, selling bracelets, tee shirts, car stickers, cookies and other products;
  - (v) Receiving donations, grants, or contributions, and enlisting sponsors to effectuate any of the foregoing purposes;
  - (vi) Receiving and accepting property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the Corporation, as the same may be amended from time to time;
  - (vii) Obtaining, holding, managing, and expending funds for the execution of the above purposes and permitting all necessary or proper things for the accomplishment of those purposes;

(viii) Otherwise engaging in other permissible activities for organizations qualified under section 501(c)(3) of the United States Internal Revenue Code of 1986, as subsequently amended.

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article and as are exclusively charitable or educational and which are entitled to charitable or educational status under Section 501(c)(3) of the Internal Revenue Code.

2.3 Governing Instruments. The Corporation shall be governed by its articles of incorporation and its bylaws.

### **Article III.**

#### **Membership**

3.1 No Members. The Corporation shall have no members.

### **Article IV.**

#### **Board of Directors**

4.1 Authority and Responsibility. The governing body of the day-to-day affairs of the Corporation shall be the Board of Directors (the "Board"). The Board shall have supervision, control, and direction of the management, affairs, and property of the Corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board may hire employees and fix compensation therefor if the Board, in its discretion, determines such employees to be necessary to conduct the business of the Corporation. The Board may adopt, by majority vote, the business of the Corporation as the Board shall deem advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall the fundamental and basic purposes be amended or changed; and the Board shall not permit any part of the net earnings or capital to inure to the benefit of any director, officer, or other private person or individual.

4.2 Initial and Regular Boards of Directors. The initial directors of the Corporation shall be determined by the incorporator. At the first meeting of the initial Board, the initial Board shall elect a regular Board and officers to consist of the President, the Treasurer, and the Secretary, of the Corporation, together with such other directors or officers as may be elected by the affirmative vote of the majority of the initial directors and shall determine the class of membership of each member of the Board, as set forth below.

4.3 Classes of Directors, Manner of Election, and Term of Office.

(a) The members of the Board shall be divided into two classes for the purposes of establishing staggered terms. Following the initial term, the term of Class One members of the Board shall begin and expire at the annual meeting of the Board held in calendar years ending in an even number. The term of Class Two members of the Board shall begin and expire at the annual meeting of the Board held in calendar years ending in an odd number.

(b) Each year, the members of one class of the Board shall be elected at the annual meeting of the Board by a majority of the members of the Board then in office. Directors shall continue in office for a term of two years or until his or her successor shall have been elected and shall have qualified or until his or her earlier death, resignation, or removal. After the initial meeting of the board of directors, there shall at all times be a minimum of three (3)



directors, and the Board is authorized to fix by resolution the exact number of directors from time to time. All members of the Board shall have equal voting rights.

4.4 Removal. Any director may be removed either for or without cause at any special, regular, or annual meeting of the Board by the affirmative vote of a majority of the directors then in office. A removed director's successor may be elected at the same meeting the serve the unexpired term.

4.6 Vacancies. Any vacancy in the Board arising at any time and from any cause, including the authorization of any increase in the number of directors, may be filled for the unexpired term at any meeting of the Board by a majority of the directors then in office. Each director so elected shall hold office until the election at the annual meeting of the Board and the qualification of his or her successor.

4.7 Committees of the Board of Directors. By resolution adopted by a majority of the Board, the Board may designate from among its members one or more executive committees, each consisting of two (2) or more directors, which number shall always include the president or vice president of the Corporation. By resolution adopted by a majority of the Board present at a meeting at which a quorum is present, the Board may designate from among its members one or more other committees, each consisting of two (2) or more directors. Except as prohibited by law, each committee shall have the authority set forth in the resolution establishing said committee.

4.8 Compensation. No director of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument therefrom as such director unless authorized first by an approved majority of the disinterested directors of the compensation committee, then by the concurring vote of two-thirds (2/3) of all the directors or, notwithstanding any quorum requirements of these bylaws, by the concurring vote of all the disinterested directors. A director shall be reimbursed for any expenses which he or she may incur in connection with the performance of his or her duties and functions for the Corporation.

## Article V.

### Meetings of the Board of Directors

5.1 Annual Meeting; Notice. The annual meeting of the Board shall be held within ninety (90) days after the end of each fiscal year of the Corporation on such day and such time as the Board shall designate. Unless waived as contemplated in Section 5.2, notice of the time and place of such annual meeting shall be given by the Secretary either personally, by certified mail, return receipt requested, by facsimile, or by statutory overnight delivery not less than ten (10) nor more than fifty (50) days before such meeting.

5.2 Regular Meetings; Notice. Regular meetings of the Board shall be held quarterly on the first Saturday of each quarter, unless otherwise determined by the Board, at such times and at such places as the Board may prescribe. Notice of the time and place of each such Regular Meeting shall be given by the Secretary either personally, by courier, by a reputable overnight delivery service that provides written confirmation of delivery (e.g., United Parcel Service, Federal Express, etc.), by certified mail, return receipt requested, by facsimile, or by email with return receipt, in any event not less than seven (7) nor more than thirty (30) days before such Regular Meeting.

5.3 Special Meetings; Notice. Special meetings of the Board may be called by or at the request of the President or by a majority of members of the Board. Notice of the time, place, and purpose of any special meeting of the Board shall be given by the Secretary either personally,



by certified mail, return receipt requested, by facsimile, email with return receipt, or by statutory overnight delivery not less than twenty-four (24) hours before such meeting.

5.4 Waiver. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

5.5 Quorum. At meetings of the Board, the presence of a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. If such quorum cannot be obtained, a second meeting shall be called for the following day, each Board member being notified via email. If a quorum cannot be obtained at the second meeting, the members then present shall constitute a quorum. In no event, however, shall less than two (2) directors constitute a quorum. Presence may be physical or electronic.

5.6 Vote Required for Action. Except as otherwise provided in these bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board. Each director shall be permitted to cast one vote per matter.

5.7 Unanimous Vote Required. A vote of two-thirds (2/3) of the Board of Directors is required to amend the Articles of Incorporation.

5.8 Action by Directors without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if (a) a consent in writing, setting forth the action so taken is signed by directors holding the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all directors entitled to vote were present and voted and (b) the action is taken by directors that would have been entitled to vote at a duly called meeting. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. The signed consent action, or a copy thereof, shall be placed in the Corporation's minute book.

5.9 Telephone and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone, video telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

5.10 Adjournments. A meeting of the Board, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. If shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at a meeting that was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted that could have been transacted at the meeting that was adjourned.

## Article VI.

### Notice and Waiver

6.1 Procedure. Whenever these bylaws require notice to be given to any director, the notice shall be given as prescribed in Article V, and the notice shall be deemed to have been given at the time the notice is actually received by the receiving party.

6.2 Waiver. Whenever notice is required to be given to any director by law, by the articles of incorporation, or by these bylaws, a waiver thereof in writing signed by the director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.



## Article VII.

### Board of Advisors

7.1 Appointment. The Board may appoint such persons, as it reasonably deems necessary or desirable to act as a Board of Advisors of the Corporation. To the extent possible, the Board of Advisors should consist of representatives of the business community. The number of persons appointed to constitute the Board of Advisors shall be determined in the sole discretion of the Board.

7.2 Purpose. It shall be the function and purpose of the Board of Advisors to advise the Board on matters relating to the business and affairs of the Corporation, and to suggest or be available for consultation with regard to projects or activities which the Corporation may undertake, consistent with its exempt purposes, in furtherance of its goals and objectives.

## Article VIII.

### Officers

8.1 Number and Qualification. The officers of the Corporation shall consist of a president, a secretary, and a treasurer. The board of directors shall from time to time create and establish the duties of such other officers or assistant officers as it deems reasonable or necessary for the efficient management of the Corporation, but the Corporation shall not be required to have at any time any officers other than a president, a secretary, and a treasurer. Any two (2) or more offices may be held by the same person.

8.2 Election and Term of Office. The officers of the Corporation shall be elected by the Board and shall serve for terms of one (1) year and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification.

8.3 Other Agents. The Board may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board may from time to time determine.

8.4 Removal. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby. However, any such removal shall be without prejudice to the contract rights, if any, of the officer or agent so removed.

8.5 Vacancies. A vacancy in any office, other than president, arising at any time and from any cause shall be filled temporarily by the other officers until a new officer is elected for the unexpired term at any meeting of the Board.

8.6 Executive Director / President. The executive director may also be known as the president and shall be the principal executive officer of the Corporation. Unless otherwise determined by the Board, the president shall preside at all meetings of the Board and shall be the Chairman of the Board. The president shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, and statements and reports required to be filed with the state or federal officials or agencies; and the executive director shall be authorized to enter into any contract or agreement and to execute in the corporate name, along with the secretary, any instrument or other writing; and the president shall see that all orders and resolutions of the Board are carried into effect. The president shall have the right to supervise and direct the management and operation of the Corporation and to make all decisions as to policy and otherwise which may arise between meetings of the Board, and the other officers and employees of the Corporation shall be under

the president's supervision and control during such interim and powers as the Board may from time to time prescribe. The president shall appoint, subject to ratification by the Board, all special committee chairpersons, all delegates of the Corporation representing the Corporation in any organizations of which the Corporation is a member, and shall coordinate and monitor the operation of such persons. A delegate's term of appointment shall end upon the assumption of office by a newly elected President.

8.7 Vice-President. The office of the vice-President or vice-presidents shall be utilized at the discretion of the Board. The vice-president shall, in the absence or disability of the president, perform the duties and have the authority and exercise the powers of the president. The vice-president shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the president may from time to time delegate.

8.8 Corporate Secretary.

(a) The Corporate Secretary shall attend all meetings of the Board and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and other committees when require.

(b) The Corporate Secretary shall give, or cause to be given, notice of all meetings of the Board.

(c) The Corporate Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board or the president, affix it to any instrument requiring it. When so affixed, it shall be attested by the secretary's signature or by the signature of the treasurer or an assistant secretary.

(d) The Corporate Secretary shall be under the supervision of the president. The secretary shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the president may from time to time delegate.

8.9 Assistant Secretary. The Board may elect assistant secretaries, in the order of their seniority unless otherwise determined by the president or by the Board, shall, in the absence or disability of the secretary, perform the duties and have the authority and exercise the powers of the secretary. They shall perform such other duties and have such other powers as the Board may from time to time prescribe or as the president may from time to time delegate.

8.10 Treasurer.

(a) The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuables in the name and to the credit of the Corporation into depositories designed by the Board.

(b) The Treasurer shall disburse the funds of the Corporation as ordered by the Board, and prepare financial statements each month or at such other intervals as the Board shall direct.

(c) The Treasurer and Chief Financial Officer shall provide a written report at each regular meeting of the Board and shall prepare an annual budget to be submitted in writing to the General Assembly at the annual meeting.

(c) If required by the Board, the Treasurer shall give the Corporation a bond (in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board) for the faithful performance of the duties of the Treasurer's office and for the restoration to the Corporation, in case of the Treasurer's death, resignation, retirement, or removal from office, of



all books, papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the Corporation.

(d) The Treasurer shall perform such other duties and have such other authority and powers as the Board may from time to time prescribe or as the president may from time to time delegate.

(e) All financial records of the Corporation shall be made available for inspection at the Corporation's office by appointment made with the Treasurer.

8.11 Assistant Treasurer. The Board may elect assistant Treasurers in the order of their seniority, unless otherwise determined by the President or by the Board, shall, in the absence or disability of the Treasurer, perform the duties and have the authority and exercise the powers of the Treasurer. They shall perform such other duties and have such other powers as the Board may from time to time prescribe or as the President may from time to time delegate.

## Article IX.

### Committees of Directors

9.1 Executive Committees. By resolution adopted by a majority of the directors in office, the Board may designate from among its members one or more executive committees, each of which shall consist of two (2) or more directors, including the president or the vice-president of the Corporation, which executive committees, to the exercise the authority of the Board in the management of the affairs of the Corporation; but the designation of such executive committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed upon it or him/her by law.

9.2 Other Committees of Directors. Other committees, each consisting of two (2) or more directors, not having and exercising the authority of the Board in the management of the Corporation may be designated by a resolution adopted by a majority of directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be appointed by the president of the Corporation. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

9.3 Advisory and Other Committees. The Board may provide for such other committees, including committees, advisory groups, boards of governors, etc., consisting in whole or in part of persons who are not directors of the Corporation, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board; and each committee shall have such powers and perform such specific duties or the Corporation or these bylaws, as may be prescribed for it by the Board. Appointments to and the filling of vacancies on any such other committees shall be reported to the Board at its next meeting next succeeding such action and shall be subject to control, revision, and alternation by the Board, provided that no rights of third persons shall be prejudicially affected thereby. See Article VII ("Board of Advisors").

9.4 Term of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board and until that member's successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

9.5 Chairman. One member of each committee shall be appointed chairman thereof.

9.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.



9.7 Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.

9.8 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board.

## **Article X.**

### **Contracts, Checks, Deposits and Funds**

10.1 Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confirmed to specific instances.

10.2 Checks, Drafts, Notes, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the Corporation and in such other manner as may from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the treasurer or an assistant treasurer and countersigned by the president or the vice-president of the Corporation.

10.3 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

10.4 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## **Article XI.**

### **Indemnification and Insurance**

11.1 Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in the settlement), actually and reasonably incurred by him/her in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, employee, trustee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine, or cause to be determined, in the manner provided under Georgia law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Georgia law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Georgia law.

11.2 Indemnification Not Exclusive of Other Rights. The indemnification provided in Section 11.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or bylaws, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and officer, employee, trustee or agent, and shall inure to the benefit of their heirs, executors, and administrators of such a person.



11.3 Insurance. To the extent permitted by Georgia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee or agent of another Corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust or other enterprise.

## **Article XII.**

### **Miscellaneous**

12.1 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board.

12.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board may from time to time determine.

12.3 Fiscal Year. The Board is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.

12.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

12.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (a) The remainder of these bylaws shall be considered valid and operative;
- and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

12.6 Headings. The headings used herein are for organization, convenience and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

12.7 Relation to Articles of Incorporation. These bylaws are subject to, and governed by, the articles of incorporation.

## **Article XIII.**

### **Amendments**

13.1 Power to Amend Bylaws. The Board of Directors shall have the power to amend the bylaws an affirmative two-thirds vote at a meeting a quorum is reached in compliance with Article V.

## **Article XIV.**

### **Periodic Meetings**

14.1 Periodic Meetings. The Board, Board of Advisors, officers of the Corporation, and interested members of the community shall meet from time to time at times and places of each such meeting, time and place shall be given to the directors, advisors, officers of the Corporation, and to those individuals who have caused their names to be placed on the Corporation's mailing list. The mailing list shall be kept by secretary. The date of the meeting

may be changed by the president or any two (2) members of the Board, provided that notice is given of such change at least two (2) days before the regularly scheduled date of such meeting.

**Article XV.**

**Period Reviews**

15.1 Periodic Reviews. The Board shall conduct periodic reviews of the corporation to assure compliance with these bylaws and maintenance of tax-exempt status.



**Article XVI.**

**Tax-Exempt Status**

16.1 Tax-Exempt Status. The affairs of the Corporation at all times shall be conducted in such a manner as to assure its status as a "publicly supported" organization as defined in Sections 509(a)(1), 509(a)(2), or 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to Section 501(c)(3) of the Internal Revenue Code.

I HEREBY CERTIFY that the foregoing Bylaws were duly adopted by the Board of Directors of the Corporation on the 15<sup>th</sup> day of April, 2014.

[SEAL]

  
  
Secretary  
Martha Ann Parks