

**SMILE: Simple Methods in Loving Everyone**

**SMILE Board Member Charter**

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Dear Prospective Board Member,

As the Chairman of the SMILE Board, let me start by thanking you for expressing interest in SMILE: Simple Methods in Loving Everyone Board of Directors. I am excited about getting to know you better and talking with you about the Board’s projects and needs.

SMILE relies on our dedicated volunteers, including our executive director, case workers, and mentors to get through the day to day functions of the organization. The SMILE Board focuses on governance issues including, but not limited to; strategic planning, financial oversight, organizational assessment, partnerships, and fund development.

The Board is currently seeking new members who can expand SMILE’s capabilities in those areas plus strengthen our connection with the communities that are essential to pursuing our mission. SMILE Board members are active in everything from representing the organization at community events to reviewing financial reports and researching issues and policies in their committee work. The Board meets monthly and we communicate frequently by email and Facebook Messenger.

The following information will tell you much more about the organization and the Board. Please do not hesitate to contact me or any other member of the Board with questions and comments.

Again, many thanks for your interest.

With best regards,

Rachel Lawson

Rachel Lawson

SMILE Board of Directors President

# Our Mission Statement

At SMILE, our mission is to support foster families caring for children in foster care, assist kinship foster families, and directly provide for children in foster care as they transition into foster homes. We fulfill our mission by providing for immediate needs with the help of donations, both monetary and physical items, given by our local community. SMILE uses direct, practical, and impactful kindness to provide for the foster care community throughout Tennessee.

The SMILE Story

When Rachel Ritter and Rachel Lawson, also known as The Rachels, stood looking over 300+ trash bags full of clothes in 2018 that were given to them by Esther Peters, they had no idea what the year would bring. At the time, SMILE was serving about 4 children per month. Ideas were endless and donations overwhelming; they agreed if they weren’t serving 22 children a month by July, this effort may not be worth all the volunteer hours and coordination. February 2018 saw SMILE serve over 30 children…and it hasn’t slowed down since. In fact, SMILE served 334 children in 2018.

We’ve been incredibly blessed by our generous community: donations, both monetary and items, keep pouring in. We have always been able to count on our donors to help us when we need specific items. Because of this amazing support, SMILE is on track to TRIPLE our 2018 numbers for children served. As of September, 2019 we have served 749 children.

# Board Member Responsibilities

Although as a board member you may not manage the day-to-day activities of your nonprofit, you do act as a steward and have certain fiduciary responsibilities under Tennessee law. Specifically, Tennessee law imposes upon you the duty of loyalty and the duty of care.

* The duty of loyalty means that you must act with undivided loyalty in the best interests of your nonprofit organization and that you not seek to benefit personally from the business activities of the nonprofit you serve. In the event that you have a conflict of interest between the best interests of the nonprofit and your own interests, you must comply with Tennessee law in resolving this conflict. Actions that benefit you at the expense of your nonprofit are a breach of your fiduciary duty.
* The duty of care means that you must act reasonably, as a prudent person in similar circumstances would, that you are familiar with the nonprofit’s activities and financial condition, and that you participate regularly in board meetings. It means that you act in good faith and make informed decisions. It is the job of the governing board to oversee the work of the chief executive officer of the nonprofit and to make sure that the organization is faithfully carrying out its charitable purpose without extravagance or waste.

Best practices to assist you in carrying out your responsibilities include but are not limited to:

* Attending board meetings and meetings of committees on which you serve. Make certain that you receive detailed information beforehand about matters that are going to be discussed and voted on at a meeting, especially the financial reports and financial statements of the nonprofit.
* Carefully reading all the material you receive, asking questions, and being active in board discussions. It is important to know how the organization is functioning and understand the specific purposes and mission of the nonprofit. Be informed about every major action that the nonprofit takes, and be proactive about reviewing materials in a timely manner.
* Using your own judgment in voting and not simply following the lead of the chief executive officer, chairperson of the board, or fellow board members. A responsible board member will ask about the reasons for recommending a particular action and the consequences, good and bad, such action will bring.
* Participating in strategic planning activities that assess and plan for the nonprofit organization’s future. Ask about the status of the nonprofit’s internal controls and about written policies and procedures that protect the nonprofit from error, fraud and embezzlement.
* Inquiring whether the nonprofit has a directors and officers liability policy and whether the nonprofit indemnifies its directors and officers from liability.
* Reviewing board or committee minutes to make certain that the meetings and votes were properly recorded. If there are errors in the minutes, ask for clarifications or changes.

You must act in good faith and in the best interests of your nonprofit organization. Failure to do so can seriously harm SMILE. Furthermore, under Tennessee law, you may be personally liable to SMILE for any harm it may or may not suffers if you breach your fiduciary duties.

# Officer Responsibilities:

You must act in good faith and in the best interests of your nonprofit organization, and, like a board member, you may be personally liable to the nonprofit for the harm it suffers if you breach your fiduciary duties. In many small nonprofits, officers may also serve as members of the board of directors and, therefore, have the fiduciary duties of board members as well as officers.

# Be Engaged

The officers and board members of a nonprofit, even when serving in a volunteer or part-time capacity, must be well-informed, hold regular board and committee meetings, maintain accurate minutes of those meetings, encourage open discussion, and pursue the nonprofit’s mission and best interests with determination. One of the responsibilities of a board member is to make certain that the nonprofit operates in a fiscally sound manner, has mechanisms in place to keep it fiscally sound, and is properly using any restricted funds it may have. If, as a board member, you do not have adequate information, you have the right to get it. Officers have the responsibility to provide it.

# Be Informed

In order to carry out your responsibilities as a board member, you must be able to make informed judgments about important matters affecting the daily operation of the nonprofit organization and how it affects the community it serves. The law permits you to reasonably rely on information from the nonprofit organization’s staff, its lawyer, its accountant, outside advisors, and board committees in making those judgments. If you don’t have adequate information, request and obtain it. Officers have a duty to provide this information to the board.

# Responsibility for the Chief Executive Director’s Selection and Compensation

A major responsibility of the board of directors is the selection of a qualified chief executive officer, the establishment of that person’s compensation, review of that person’s performance on an annual basis, and offering criticism, where appropriate. The public, which supports the nonprofit and uses its services, is interested in knowing how their charitable donations are being used and what compensation levels are being paid. This information is publicly available through the Form 990 your nonprofit may be required to file with the IRS. You may obtain the form 990 for those charities registered with the Department of State’s Division of Charitable Solicitations and Gaming by contacting the Division at 615-741-2555 or charitable.solicitations@tn.gov. Form 990s are also publicly available at <http://www2.guidestar.org/>.

In addition, the IRS has established penalties to deal with excessive compensation. Under federal law, board members who knowingly approve excessive compensation and benefits for certain officers could also be subject to penalties. For more information, see the IRS charity website at http://www.irs.gov/charities.

# Conflicts of Interest

Board members and officers owe their nonprofit organizations the duty of loyalty, which means acting in the best interests of the nonprofit. Prior to joining a board or being employed as an officer by a nonprofit, you must disclose any personal or business relationship that is in conflict with this duty of undivided loyalty, whether direct or indirect, actual or potential. If a transaction is presented to the board in which you, as an officer or board member, have a direct or indirect personal or business interest, you must disclose that conflict of interest to the board, remove yourself from any board discussion, and not vote on the matter. Board chairs should ask their board members and officers to sign conflict of interest statements at the start of each year in order to document existing or potential conflicts. Officers should disclose to the board any potential conflict of interest that may have arisen in the course of business. If you are asked to vote on a conflict of interest transaction, you must do so with only the best interests of your nonprofit in mind. Before approving a conflict of interest transaction, take great care to ensure that the transaction is fair to the nonprofit, that it is in the best interest of the organization, and that it furthers the nonprofit’s mission. Make sure that your reasons for approving the transaction are well documented in the board’s minutes. Also be aware that Tennessee law prohibits certain conflict of interest transactions, such as loans to officers or board members. Finally, you should know that if you vote to approve a conflict of interest transaction, you may be held personally responsible to the nonprofit if the transaction harms the nonprofit or is otherwise unfair. You also have the right as a board member to sue a conflicted party on behalf of your nonprofit organization if the transaction is unfair or harmful.

# Dissolving a Nonprofit Organization

In the course of your service, you may have to make the decision to close a nonprofit organization that, for whatever reason (e.g., lack of funding, fulfillment of purpose, etc.), is no longer able or is no longer needed to continue its charitable mission. It is essential that officers and board members continue to fulfill their fiduciary obligations throughout the entire dissolution process. Dissolution is an extraordinary event that must be reported to the Attorney General. After reporting the event, the Attorney General’s Office will send your nonprofit an information request packet. If your dissolution is simple, you may only be required to fill out a brief affidavit. A model information request packet and affidavit are available for your review on the Attorney General’s website. The Attorney General will need to know the value of your nonprofit’s assets and what your organization intends to do with those assets upon dissolution. In general, your nonprofit can only donate its assets to other nonprofits, preferably with a similar purpose to your organization, and some assets may be restricted to a specific purpose. Your nonprofit organization’s articles of incorporation and bylaws may also contain restrictions concerning asset distribution. You are responsible for ensuring that your organization distributes its remaining assets appropriately. Your nonprofit organization will also need to file certain documents with the Tennessee Department of State, including Articles of Dissolution. For more information and forms, please visit <http://state.tn.us/sos/bus_svc/forms.htm#nonprofit>.

# The Charitable Solicitations Act and Other Laws

Your nonprofit organization may be subject to other Tennessee laws. For example, if your organization solicits contributions, it may be subject to the Charitable Solicitations Act, Tenn. Code Ann. §§ 48-101-501, et seq. The Charitable Solicitations Act requires that charitable organizations who solicit contributions from, or within, the State of Tennessee register with the Department of State’s Division of Charitable Solicitations and Gaming, unless exempt. The Act also requires certain professional fundraisers to register with the division and file certain documents with the division prior to soliciting contributions on behalf of a charitable organization. Finally, the Charitable Solicitations Act prohibits false and misleading solicitation practices, and empowers the division to investigate violations of the Act, and impose a civil penalty of up to $5,000 for each and any violation of the Act. If the organization is an eligible Internal Revenue Code 501(c)(3) organization, it may conduct a gaming event pursuant to the Tennessee Charitable Gaming Implementation Dissolving a Nonprofit Organization The Charitable Solicitations Act and Other Laws What Every Board Member and Officer Should Know: A Guidebook for Tennessee Nonprofits 9 Law, Tenn. Code Ann. §§ 3-17-101, et seq., which is administered and enforced by the Division of Charitable Solicitation and Gaming. You should familiarize yourself with state and federal laws relevant to your organization.

This information came from “A Guidebook for Tennessee Nonprofit Organization”. More detailed information can be found at <http://s3.amazonaws.com/ustaassets/assets/841/15/nonprofitguidebook.pdf>

# Role Descriptions and Responsibilities

## Executive Director

The Chief Executive Director (CED) is responsible for overseeing the administration, programs and strategic plan of the organization. Other key duties include fundraising, marketing, financial planning, and community partnerships in order to fulfil SMILE’s mission statement. This position reports directly to the Board of Directors and President of the Board. In addition, the Chief Executive Director will be responsible for the following;

* Oversees all day-to-day operations. Including but not limited to; packing for all requested items, making sure supplies are available and organized, establishing sorting and other events with assistance from members of specific roles as needed.
* Responsible for leading SMILE in a manner that supports and guides the organization’s mission as defined by the Board of Directors.
* Responsible for communicating effectively with the Board and providing, in a timely and accurate manner, all information necessary for the Board to function properly and to make informed decisions.
* Reports Financial Performance and Viability and develops resources sufficient to ensure the financial health of the organization. This includes but is not limited to;
	+ Maintaining and reporting a proposed annual budget and monthly financial statements, which accurately reflect the financial condition of the organization.
	+ Determining and projecting anticipated operating costs, expenditures, resource utilization and allocation, and expected fundraising projections within approved yearly budget.
* Works with Chief Financial Officer (CFO) on all budgeting, reporting, risk assessment, return of investment projections, resource utilization, cost expenditures, and overall financial health of SMILE.
* Responsible for fundraising, developing partnerships, and establishing and maintaining monthly cash flow as well as donation volume on a monthly basis.
* Works with Chief Marketing Officer (CMO) to maintain integrity and image of SMILE and partners with CMO to establish and attend all networking, outreach, and SMILE events.
	+ Promotes SMILE’s image by being active and visible in the community and by working closely with other professional, civic and private organizations throughout the state of Tennessee.
	+ Develops and approves all social media, advertising, design, website, and marketing materials both independently and in conjunction with the CMO and SMILE Board members.
* Establishes, maintains, and updates all SMILE documentation including but not limited to;
	+ Roles and Responsibilities
	+ Administration Policies and Procedures
	+ Grant Writing and Funding
	+ Marketing Materials and Internal Contact’s Lists
	+ Social Media and Advertising
	+ Financial Budgets and Supporting Documentation
* Operates with integrity and respects SMILE’s Inclusion of All People Policy.
* Leads SMILE Board and Committee meetings on a monthly basis or as deemed necessary.
* Other duties as assigned by SMILE Board of Directors and Board President.

## Chief Marketing Officer

The Chief Marketing Officer (CMO) is responsible for planning, developing, implementing and monitoring the overall SMILE marketing strategy. Other key duties include market research, fundraising target audience, marketing communications, advertising and public relations in order to fulfill SMILE’s mission statement. This position reports directly to the Chief Executive Director. In addition, the Chief Marketing Officer will be responsible for the following;

* Plans, organizes, and participates in fundraising activities, marketing events, and outreaches.
	+ Captures memorable moments and information during events that can be utilized to promote SMILE via social media.
	+ Tracks and maintains foster, individual, and community partnership contacts list(s).
	+ Communicates appreciation to individual and community donors via Thank You notes, email, or verbal.
* Develops, maintains, and strengthens community partnerships, individual contributions, and business affiliations via social media, outreach events, networking, and marketing.
* Creates and approves marketing materials both individually and in conjunction with the Executive Director and SMILE Board of Directors/President of the Board.
* Operates within yearly budget and seeks approval for all associated/projected costs with Executive Director, SMILE Board, and/or SMILE Board President.

## Chief Financial Officer

The Chief Financial Officer (CFO) is responsible for the strategic planning, forecasting, analysis, risk assessment, and financial state of SMILE. Other key duties include tracking cash flow, financial planning as well as analyzing the company's financial strengths and weaknesses and proposing corrective actions, management of financial risks, record-keeping, and reporting in order to fulfill SMILE’s mission statement. This position reports directly to the Chief Executive Director. In addition, the Chief Financial Officer will be responsible for the following;

* Develops financial reporting policies and procedures.
* Ensures accurate financial data of SMILE’s overall monthly, quarterly, and yearly earnings and expenses.
* Regularly assess financial risks and gains and communicates mitigation plans to the CED and SMILE Board.
* Tracks and maintains financial due dates, deadlines, and communicates in advance of any actions necessary prior to fulfillment date.
* Tracks, records, and delivers all checks, cash, and online payments to Regions and Eastman Credit Union.
	+ Maintains record of all bank statements.
	+ Tracks and projects quarterly spending and profits.
* Clearly and concisely communicates current financial status, future projected status, and past financial comparison to the Chief Executive Director, SMILE Board members, and the SMILE Board President.
* Works with CED to write grants.

## Board Member

* Participates in nine or more board meetings a year (75%).
* Actively engages in meetings by reading any material prior to the meeting time and being informed of all agenda items as well as contributing feedback and ideas.
* Engages in volunteer activities and fundraising/network events when able.
* Coordinates with other board members and CED for donation sorting, pickups, and drop-off location pickups logging at least 2 hours every month.
* Financially supports SMILE Foster Closet by giving via PayPal, Credit Card, or direct deposit $16 a month equaling $200 a year or $200 lump sum at beginning of year.
* Volunteer board member will take meeting minutes (including attendance, motions/decisions, and action items and will send to CED upon conclusion of the meeting.)
* Volunteer board member will maintain a healthy partnership with sister organization The Branch House Family Center.
	+ Will coordinate with the CED and SMILE board if assistance is needed at The Branch House Family Center.

## President of the SMILE Board

* Leads SMILE Board, CED, CFO, and CMO in direction of organization.
* Can approve/disapprove marketing, financial, and CED suggestions, plans, materials, and budgets.
* Works with SMILE board and CED to establish short and long term goals to ensure the organization is mission-centered and outcome-oriented.
* Supervises the CED and offers guidance, support, strategic planning, and financial direction.
* Actively leads board meeting by;
	+ Preparing and distributing a meeting agenda prior to meeting.
	+ Guiding and stimulating lively conversation, new ideas, and initiatives.
	+ Updating current financial, marketing, and overall status of SMILE organization.
	+ Ensuring SMILE’s mission statement and goals are a priority that guide decisions.
* Tracks overall organization progress and evaluates completion of established goals.

# SMILE: Inclusion Of All People Policy

In order to serve on our Board of Directors or volunteer for events that include interaction with foster families and foster children, please review and consider your participation level with our Inclusion Policy. All board members and volunteers shall, within their area of responsibility, take reasonable steps to remove any barriers that exist to our services and treatment of others in agreement with the Inclusion Policy. Your signature is needed in agreement with these statements.

## Disabilities

We will not discriminate in any way nor exclude an foster families or foster children from our events, activities or services due to physical or mental challenges. We will, where possible, go to extreme lengths to include the wide range of challenges foster families and foster children face to come alongside them in our roles to help make our services accessible and inclusive of their particular needs. We may make special trips or delivery services available to said families when needed, outside our regular pick-up policy.
We may choose to participate as a group, in official or unofficial capacities, in activities outside of Smile events that reach this demographic in order to learn more about their community and how we can reach them for the betterment of our mission statement, to reach foster families and foster children included in this community.
We will not allow any remarks that are derogatory, including certain words that are sensitive to this group of people, or dismissive of any form of disabilities and we will be cautious in our words and deeds that those on our board, in our group of volunteers, and those around us are treating all people with kindness and respect.

## Diverse Cultures, Races, and Religions

We will support and respect all people from all cultures, races and religions in our organization. We will not discriminate in any way for their religious choices. Smile is not a religious organization, we are a charitable organization that aims to support all foster families and all foster children. We will offer our services to all people in these categories.

We may choose to participate as a group, in official or unofficial capacities, in activities outside of Smile events that reach these cultures and demographics in order to learn more about their communities and how we can reach them for the betterment of our mission statement, to reach foster families and foster children included in these communities.

We will not allow any remarks that are derogatory, including certain words that are sensitive to this group of people, or dismissive their culture, race, or religion and we will be cautious in our words and deeds that those on our board, in our group of volunteers, and those around us are treating all people with kindness and respect.

## Sexual and Gender Identity

All people, regardless of their sexuality, will be treated with equality, kindness and respect while in our services or in our presence. We strive to provide a safe environment for all foster parents and foster teens and we will not permit any discrimination or derogatory treatment toward our clients or other members of our team, either on the Board or in our volunteer base.

We may choose to participate as a group, in official or unofficial capacities, in activities outside of Smile events that reach this demographic in order to learn more about their community and how we can reach them for the betterment of our mission statement, to reach foster families and foster children included in this community.

We will not allow any remarks that are derogatory, including certain words that are sensitive to this group of people, or dismissive of their lifestyle and we will be cautious in our words and deeds that those on our board, in our group of volunteers, and those around us are treating all people with kindness and respect.

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ agree to follow the SMILE policies regarding Inclusion of All People.

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

# Non-Profit Organization By-Laws (Set August 2018)

**ARTICLE 1—PURPOSE**

Nonprofit has been organized exclusively for charitable services for the purpose of supporting foster families and foster children by providing for their material needs with the help of donations from the community. This includes but is not limited to items such as clothing, shoes, school supplies, car-seats, strollers, beds, toys, books, etc.

SMILE Nonprofit may therefore seek, apply for, and receive donations, grants, loans, and other funding from individuals, organizations, corporations, government agencies, and others to support and conduct, in any manner, any lawful activities in furtherance of these charitable, scientific, and educational purposes. Notwithstanding any other provision of these By-laws, the Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE 2—BOARD OF DIRECTORS**

### General Powers

The management and control of the affairs of the Corporation shall be vested in its Board of Directors.

Directors shall not be employees of the Corporation, nor otherwise be compensated for their duties except for out-of-pocket expenses as determined by the Board.

### Number & Qualifications

The Board shall consist of not less than three nor more than twelve Directors, the specific number to be set by resolution of the Board. Directors must be at least eighteen (18) years of age. This corporation is committed to a policy of fair representation on the Board of Directors, which does not discriminate on the basis of race, physical handicap, gender, ancestry, religion, or sexual orientation.

### Election & Term of Office

The initial Directors named in the Articles of Incorporation shall serve until the first annual meeting. At the first annual meeting, any initial directors who wish to continue serving may accept three-year terms . At subsequent annual meetings, Directors shall be elected to three-year terms. The term of office for newly elected Directors shall commence at the succeeding Board meeting. Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term, members of the Board of Directors may serve additional three year terms. Each Director shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Directors may serve in other areas following their initial roles as seen fit by the Board and subject to election.

**ARTICLE 3—OFFICERS**

### Number & Qualifications

The officer shall be President. As SMILE grows, additional officer positions such as Vice-President, Secretary, Treasurer, and such other Officers and assistant Officers as may be determined and added by the Board. The same person, except the offices of President and Secretary, may hold any two or more offices. When SMILE reaches the point of hiring staff, members of the board are eligible to apply as appropriate.

### Election & Term of Office

The Board at the annual meeting shall elect Officers each year for positions not filled. Each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Terms will be three years.

#### President of the Board

The President of the Board shall be the principal executive of the Corporation responsible for carrying out the directions and resolutions of the Board. He or she shall preside at all meetings of the Board and Executive Committee. Upon resolution of the Board, and not otherwise, he or she may sign with the Secretary, Treasurer, or any other proper Officer authorized by the Board any deeds, mortgages, bonds, contracts, or other instruments (including acceptances of donations, conveyances, or contributions), except in cases where the signing and executing thereof is expressly delegated by these By-laws to some other Officer or agent of the Corporation, or is required by law to be otherwise signed and executed.

The President shall in general perform all duties incident to the office of President and such other duties as may be assigned by the Board from time to time. At this stage in development, the President is overseeing multiple areas of SMILE and performing overarching duties to continue the operation of daily functions.

#### Chief Executive Director

In the absence of the President of the Board, or in the event of his or her inability or refusal to act, the Chief Executive Director shall perform the duties of the President and when so acting shall have all the powers, and be subject to, the restrictions placed on the President. The CED shall in general perform all duties incident to the office of CED and such other duties as may be assigned by the President or the Board from time to time. At this stage in development, the Chief Executive Director is overseeing multiple areas of SMILE and performing overarching duties to continue the operation of daily functions.

**ARTICLE 4—PROCEDURE**

### Meetings

The annual meeting of the Board shall be held in January for the purpose of electing Directors and transacting such business as may properly come before the meeting. Regular meetings of the Board shall be at least monthly on a date and time established by the Board. Special meetings of the Board may be called by or at the request of the President, the Director, or a majority of paid staff of the corporation. No business shall be transacted at a special meeting except that mentioned in the notice. Attendance at meetings of the Board may, in special situations, be by telephonic or electronic means.

### Notice

Unless otherwise stated in these By-laws, notice of all meetings shall be given to the appropriate Directors and committee members not less than ten (10) days prior to the date of the meeting, by or at the direction of the President, Secretary, or committee chair calling the meeting. Notice for all meetings concerning the removal of a Director or Officer, amendment to these By-laws, or dissolution of the Corporation, shall be given to the appropriate Directors or committee members not less than fifteen (15) days prior to the date of the meeting, by or at the direction of the President, Secretary, or committee chair calling the meeting. Any notice required under the provisions of these By-laws or as otherwise required by law shall be given in person or by mail. If mailed, such notice shall be deemed delivered when deposited in the United States mail addressed as it appears in the records of the Corporation, with postage thereon prepaid.

### Procedure

All meetings shall be conducted according to a standard parliamentary procedure. The Board shall seek to make decisions through the consensus. If consensus cannot be reached in a reasonable period of time, the President may table the decision until the next meeting or ask that a decision be made by the affirmative vote of not less than seventy-five percent (75%) of those present and eligible to vote. Each Board or committee member shall be entitled to one vote. Members not present may vote by written proxy submitted before or at the meeting.

### Quorum

The presence, in person of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

### Resignation

Any Director, Officer, or committee member may resign at any time by delivering written notice to the President, Secretary, or appropriate committee chair at the registered office of the Corporation, or by giving oral or written notice at any meeting. Such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof.

### Removal

The Board may remove any Director, Officer, or committee member if they have knowingly violated the rules and policies of the Corporation or carried out activities without Board authorization that have legal or financial consequences for the Corporation. Such termination may take place at any Board meeting. If removal of a Director is proposed, all Directors shall be notified of the meeting and the cause for the proposed termination.

### Vacancies

A vacancy on the Board or any committee, or in any office, may be filled by approval of the Board for the duration of the unexpired term. If the number of Directors in office is less than the minimum required by these By-laws, a vacancy may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

**ARTICLE 5—ADMINISTRATION**

Fiscal Year The fiscal year shall be the calendar year. It will begin in January.

### Books & Records

The Corporation shall keep correct and complete books and records of accounts, minutes of the meetings of the Board and committees having any authority of the Board, and at its registered office the names and addresses of the Directors and Officers. All books and records shall be open for public inspection for any proper purpose at any reasonable time.

### Contracts

The Board may authorize any Officer or agent of the Corporation to enter into any contract or to execute and deliver any instruments on behalf of the Corporation.

### Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness issued in its name unless so determined by the Board. No loans shall be made to any Director.

### Checks & Drafts

All checks, drafts, or other orders for the payment of money or other evidences of indebtedness issued on behalf of the Corporation shall be signed by such Officer or agent of the Corporation in such a manner as determined by the Board.

### Deposits

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as determined by the Board.

**ARTICLE 6- CORPORATE STAFF**

### Chief Executive Director

The Board of Directors may hire a Chief Executive Director in coming years who shall serve at the will of the Board. The Chief Executive Director shall have overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, direct and oversee all other staff members. The Chief Executive Director shall perform any additional duties as may be determined by the Board. The CED shall make reports to the Board and attend meetings as required by the President or the Board of Directors. The CED may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed and shall remain an employee terminable at will.

**ARTICLE 7—MISCELLANEOUS**

### Offices

The principal office of the Corporation shall be located in Sullivan County of the State of Tennessee. SMILE’s principal location for storage of items is located at 1401 Prospect Drive, Kingsport, TN 37664. SMILE may also have locations at such other places within the State of Tennessee as its business and activities may require and as the Board may, from time to time, designate.

### Indemnification

The Corporation may indemnify to the fullest extent permitted by Tennessee State law any person who was or is a party to or who is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation against expenses (including attorneys’ fees), judgments, fines, penalties, damages, and any amounts paid in settlement actually or reasonably incurred by him or her in connection with the action, suit, or proceeding. In addition, the Corporation may pay for or reimburse the reasonable expenses of a Director, Officer, employee, or agent of the Corporation who is a party to a proceeding to the extent and under the circumstances permitted by Tennessee State law.

### Amendment

These By-laws may be amended by a two-thirds vote of the Directors at any meeting of the Board provided all Directors have been notified of this purpose, and that as amended the Bylaws shall not contain any provision that permits the Corporation to carry on activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

### Dissolution

The Corporation may voluntarily dissolve and cease to operate upon the affirmative vote of not less than seventy-five percent (75%) of the Directors at any meeting of the Board, provided all Directors have been notified of this purpose.

Upon dissolution, any net assets of the Corporation shall be distributed in accordance with the provisions of the Articles of Incorporation.

ADOPTION OF BY-LAWS

Simple Methods of Loving Everyone Nonprofit Board of Directors on September 6, 2018 adopted the forgoing By-laws.

I, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ agree to adhere to and adopt all forgoing By-laws.

Signature: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_