



BYLAWS
OF
SNOW APPROACH FOUNDATION, INC.

The name of the organization is Snow Approach Foundation, Inc.
EIN: 88-2816398
NC SOSID: 2434580

The organization is organized in accordance with the North Carolina Nonprofit Corporation Act, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers, or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

The organization is organized exclusively for purposes pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE I
PURPOSE AND VALUE

Section 1. Purpose. To offer hope and save lives, there is a strong need to change the stigma, education, and culture around neurodiversity, neurodegeneration, dementia, and care partnering. The primary goal for the Snow Approach Foundation, Inc. is to create a local, inclusive community in and around Hillsborough, NC. The non-profit goal is to build and grow a location that would provide the space for Teepa Snow to demonstrate and train the community of individuals living with neurodiverse or neurodegenerative conditions, their families, and service providers locally and globally. This non-profit will serve as a world-renowned practical training and supportive education center for brain change.

Section 2. Mission Statement. The Snow Approach Foundation, Inc.'s mission is to provide educational and engagement opportunities that use the Snow Approach techniques to build and support a neurodiverse, inclusive community that adapts to changing brains.

Section 3. Vision Statement. An Inclusive Community for Education, Advocacy, Personal Growth, and Mutual Support

ARTICLE II
MEMBERS

Section 1. Members. The corporation shall not have members.



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ARTICLE III

OFFICES

Section 1. Principal Office. The principal office of the corporation shall be located at 2105 Beckett's Ridge Drive, Hillsborough, North Carolina 27278.

Section 2. Registered Office. The initial registered office of the corporation shall be located at 6135 Park South Drive, Suite 510, Charlotte, North Carolina, 28210. The registered office of the corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office, and shall be designated from time to time by the Board of Directors.

ARTICLE IV

MEETINGS

Section 1. Annual Meeting. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from.

Section 2. Special Meetings. Special meetings maybe be requested by the Chair or the Board of Directors. A special meeting of members is not required to be held at a geographic location if the meeting is held by means of the internet, or other electronic communications technology, in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all directors of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.



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Section 5. Quorum. A majority of the directors shall constitute at quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

ARTICLE V DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of no less than three (3) and ideally nine (9) directors. At any meeting of the directors, annual or special, the Board of Directors may increase its members up to the maximum of eleven (11).

Section 2. Qualifications. In order to carry out the work of the board, the Board of Directors will strive to have a Board that is representative of the current local and historical diversity in Orange County, North Carolina. Potential Board members will be sought to provide expertise in areas of importance, in order to foster the mission and objectives of the organization as well as representing the many perspectives of the community.

Section 3. Election and Term of Office. The directors shall be elected at the annual meeting. Each director shall serve a term of three (3) years, or until a successor has been elected and qualified. Terms are perpetual upon submission for re-election by the director and with majority approval from the board.

Section 4. Reimbursement. No Board member shall receive any compensation or payment for services rendered to the organization.

Section 5. Quorum. A simple majority of the directors shall constitute at quorum.

Section 6. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate a vote.

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Section 7. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of installing its new officers, appointing new committee chairpersons, reviewing annual projected budget, and for transacting such other business as deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 8. Special Meeting. Special meetings may be requested by the Chair, Vice-Chair, Secretary, or any two directors by providing two days' written notice by expedited United States mail, or via electronic mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held by other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 9. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. 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 their dissent shall be entered in the minutes of the meeting. All Officers of the Board shall store minutes of proceedings in permanent records.

Section 10. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 11. Removal OR Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other cause, may be appointed by the remaining directors. An acting director elected to fill a vacancy shall serve the remaining term of a predecessor, or until a successor has been elected and qualified.



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Section 12. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees.

ARTICLE VI

OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a **President**, henceforth named **Chair**, one or more Vice-President(s), henceforth named Vice-Chair(s) (as determined by the Board of Directors), a Treasurer, and a Secretary. Two or more offices may be held by one person. The Chair may not serve concurrently as a Vice Chair.

Chair. The Chair shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

Vice Chair. The Vice Chair shall perform the duties of the Chair in the absence of the Chair and shall assist that office in the discharge of its leadership duties.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

Treasurer/CFO. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee. The Treasurer will present an annual projected budget for the upcoming fiscal year at the Annual Meeting and report on progress at all Regular Meetings.

Section 2. Election and Term of Office. Officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a term of three (3) years, or until a successor has been elected and qualified. Terms are perpetual upon submission for re-election by the director and with majority approval from the board.

Section 3. Removal OR Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.



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Section 4. Bonds. The Board of Directors may, by resolution, require any officer, agent, or employee of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of that person's respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE VII

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. All such contracts shall be in accordance with the annual budget approved by the Board of Directors at its Annual Meeting.

Section 2. Loans. No loans shall be contracted on behalf of the corporation 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 and Drafts. All checks, drafts, or other orders for the payment of money, issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited in a timely manner to the credit of the corporation in such depositories as the Board of Directors may select, while retaining any designation made by those making the donation or allocation of funds.

ARTICLE VIII

EMPLOYEES AND STAFF

Section 1. Staff. The staff may consist of an Executive Director or Coordinator and such other staff as may be necessary to carry out the functions of the corporation, as the Board of Directors shall determine from time to time. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered in furtherance of the purposes set forth herein. The Board of Directors shall have the authority to review and set the compensation for any staff member. The Executive Director or Coordinator shall be responsible to the Board of Directors. All other paid staff shall be responsible to the Executive Directors or Coordinators of various programs or projects.



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ARTICLE IX GENERAL PROVISIONS

Section 1. Corporate Seal. The organization does have, and may approve use of a corporate seal by the Board of Directors. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal. The corporate seal of the corporation shall consist of two concentric circles between which is the name of the corporation and in the center of which is inscribed SEAL; and such seal, as impressed on the margin hereof, is hereby adopted as the corporate seal of the corporation.

Section 2. Execution of Instruments. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the Chair or any Vice-Chair and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the Chair or any Vice-Chair. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

Section 3. Waiver of Notice. Whenever any notice is required to be given to any Director by law, by the charter or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 4. Fiscal Year. The fiscal year of the corporation shall be the calendar year, from January 1st to December 31st annually.

Section 5. Amendment to Bylaws. The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

Section 6. Indemnification. Any director or officer who is involved in litigation by reason of a position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).



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**ARTICLE X
DISSOLUTION**

Section 7. Dissolution. The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Certification

Teepa Snow, Chair of Snow Approach Foundation, Inc., Amanda Bulgarelli, Treasurer and Vice-Chair of Snow Approach Foundation, Inc., and Heather McKay, Secretary of Snow Approach Foundation, Inc. certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on July 26, 2022.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on July 26, 2022.

By: _____ Date: _____

Teepa Snow, Chair

By: _____ Date: _____

Amanda Bulgarelli, Vice-Chair/Treasurer

By: _____ Date: _____

Heather McKay, Secretary

By: _____ Date: _____

Abigail Snow, Witness