<u>Bylaws of See for Life, Inc. dba See for Life</u>
Seeforlife.org

Article I: Name and Purpose

1. Name. The name of this organization shall be See for Life, Inc., a Kansas nonprofit corporation (hereinafter referred to as the "Corporation").

2. Purpose. The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to underserved communities and organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, or the corresponding section of any future federal tax code. These purposes include, but are not limited to, improving the quality of education, fostering educational innovation, and expanding access to educational opportunities for underprivileged communities, promoting eye health and providing general health care services to underserved children and communities in developing countries.

3. Activities. The Corporation's activities will be conducted in a manner consistent with its not-for-profit and tax-exempt status, and all funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Article II: Offices

1. Principal Office. The initial principal office of the Corporation shall be located at 1721 N Rocky Creek Ct., Wichita, KS 67230, or at such other place as the Board of Trustees may later designate.

2. Other Offices. The Corporation may have such other offices, either within or outside the State of Kansas, as the Board of Directors may designate or as the business of the Corporation may require.

Article III: Members

Membership. The membership of the corporation shall consist of the trustees.

1. <u>Board of Directors</u>. The oversight of business and affairs of the corporation shall be managed by or under the direction of the Board of Trustees. The Board shall have all powers necessary to carry out the purposes of the Corporation.

2. <u>Number, Qualifications and Tenure</u>. The power to elect trustees shall be vested in the members. The members of trustees shall be not less than three or more than twenty-one as established from time to time by the Board of Trustees. Trustees shall be elected at each annual meeting for terms of three years

3. <u>Board Chairperson</u>. The Chairperson of the Board of Trustees shall be elected to serve a term of three years. The Chairperson shall preside over the meetings of the Board of Trustees. No person shall hold the position of Chairperson for more than three years.

4. <u>Removal</u>. Any trustee who shall fail to attend any three consecutive meetings of the Board of Trustees may be removed from office as trustee by a majority of the entire Board of Trustees at the next meeting after three consecutive absences. Any trustee may be removed by a

majority vote of the entire Board of Trustees, with or without cause, whenever in the judgment of the Board the best interest of the corporation will be served.

5. Vacancies. In the event of the death or resignation or disqualification of one or more of the trustees, a majority of the surviving trustees shall appoint a trustee to fill the vacancy or vacancies, and s/he shall serve the remainder of the unexpired term of said trustee until his/her successor is elected and qualified.

6. Compensation. Trustees shall receive no compensation for their services as determined by the Board.

Article IV: Meetings

1. Annual Meetings. An annual meeting of the members shall be held each year, at a time and place to be determined by the trustees, for the purpose of election trustees and/or for the transaction of such other business as may come before the meeting. The annual meeting of the Board of Trustees shall immediately follow the adjournment of the annual meeting of the members for the purpose of electing officers and/or for the transaction of such other business as may come before the meeting. Any business may be transacted at the annual meeting of the Board of Trustees.

2. Regular Meetings. Regular meetings of the Board of Trustees shall be held at least three (3) times a year and at such other times and places as the Board of Trustees may from time to time determine. Any business may be transacted at any regular meeting.

3. Special Meetings. Special meetings of the Board of Trustees may be called at any time by the President and shall be called by the President at the request of any two trustees. The President shall fix the time and place of any such special meeting. The purpose of the special meeting shall be stated in the notice thereof and no business other than that related to the purpose of the special meeting shall be stated in the notice thereof and no business other than that related to the purpose set out in such notice shall be transacted at any such special meeting unless a majority of the trustees are present at such meeting and no trustee objects thereto.

4. Notices of Meeting, Waiver. Written notice of any special meeting shall be given by mailing such notice to each trustee at least three days in advance thereof or by personal delivery to each trustee at least 24 hours prior to such meeting. Any trustee may waive notice of any meeting and a written waiver of notice of any meeting, signed by the trustee entitled to such notice, whether before or after the meeting stated therein, shall be deemed equivalent to the required notice. The attendance of a trustee at any meeting shall constitute a waiver of notice of meeting except that, when a trustee attends a meeting for the sole purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened, does not otherwise participate in any business at such meeting, and makes known to the other trustees that the sole reason for his attendance is such objection, such attendance shall not constitute waiver of the required notice.

5. Quorum. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

6. Manner of Acting. Except as otherwise provided in the Articles of Incorporation or Bylaws of the corporation, the act of the majority of the Board present at a meeting which a quorum is present shall be the act of the Board of Trustees.

Article V: COMMITTEES

Ad Hoc Committees. The President shall appoint the members to ad hoc committees as needed. Members of these committees may or may not be members of the Board of Trustees. Such ad hoc committees shall have no authority over the business or affairs of the Corporation but shall serve only to advise the Board of Trustees and officers.

Article VI: Officers

7. Number. The officers of the board shall be Chair, Secretary, Treasurer and other officers as may be established by the Board and elected in accordance with the provisions of this Article. The offices of Secretary and Treasurer may be combined in one individual. No officer except the Chair need be a member of the Board of Trustees Officers will serve three terms. The past Chair will remain on the Board until his/her Board term ends or one year.

8. Election and Term of Office. Officers shall be elected by the Board of Trustees at the annual meeting. Vacancies may be filled or new offices created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his/her successor has been duly elected.

9. Removal. Any officer or agent elected or appointed by the Board of Trustees shall serve at the pleasure of the Board and may be removed by the Board of Trustees, with or without cause, whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

10. President. The President of the corporation shall have general powers and duties of supervision of See For Life and will be an ex-officio member of the Board of Trustees.

11. Secretary. The Secretary of the corporation shall keep the minutes of all meetings of the Board of Trustees, shall have charge of all corporate records, and shall perform the usual duties of an officer of this character including the giving of notices of meetings.

12. Treasurer. The Treasurer of the corporation shall be the custodian of and receive and pay all money coming to or owing by the corporation, pay all salaries and wages of officers, agents and employees of the corporation, shall make a report of the fiscal condition of the corporation to the Board of Trustees at least quarterly and whenever required by them, and, in general perform all of the duties incident to the office of Treasurer. The Treasurer shall, if required by the Board, execute a good and sufficient bond in such amount as may be fixed by the Board of Trustees. Said bond shall be subject to the approval of the Board of Trustees. Said bond shall be subject to the approval of the Board of Trustees. Notwithstanding the foregoing, the Board may employ such persons as it determines to perform the duties of the Treasurer as set forth herein.

13. Salaries. The officers and employees shall receive such salaries and compensation as is fixed by the Board of Trustees.

Article VII: Contracts, Checks, Deposits, and Funds

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.

2. Checks, Drafts, and Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences 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 manner as shall from time to time be determined by resolution of the Board of Directors.
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 of Directors may select.
4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, donations, or devise for the general purposes or for any special purpose of the Corporation.

Article VIII: Books, Records, and Seal

1. Required Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees.
2. Inspection. All books and records of the Corporation shall be open to inspection by any member or director at any reasonable time.
3. Seal. The corporation shall have no seal.

Article IX: Fiscal Year

Fiscal Year. The fiscal year of the corporation shall be such period of twelve (12) months as the Board of Trustees shall determine.

Article X: Conflict of Interest

1. Policy. The directors, officers, and key employees of the Corporation shall act in the best interests of the Corporation and shall not engage in any activities that would conflict with the interests of the Corporation.
2. Disclosure. Any director, officer, or key employee who has a financial interest in any transaction to which the Corporation is a party shall disclose such interest to the Board of Directors and shall abstain from voting on any matter relating to such transaction.

Article XI: Indemnification

Indemnification. The Corporation shall indemnify every manager, trustee, officer, managing agent, their respective successors, personal representative, and heirs, against all loss, costs, and expenses, including counsel fees reasonably incurred by such persons in connection with any action, suit, or proceeding to which they may be made party by reason of being or having been a manager, officer, or trustee of the Corporation, except as to matters as to which such person shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnified has not been guilty of gross negligence or willful misconduct in the performance of his duty as such manager, trustee, officer, or managing agent. The foregoing rights shall not be exclusive of other rights to which such manager, trustee, officer, or managing agent may be entitled.

Article XII: Limitation of Liability

To the fullest extent permitted by applicable law, no director, officer, employee, or volunteer of this Corporation shall be personally liable for monetary damages for actions taken or conduct on behalf of the Corporation, unless such actions involve gross negligence or willful misconduct.

Article XIII: Amendment of Bylaws

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted at any annual meeting of the Board of Trustees or at any special meeting of the Board of Trustees called for that purpose when such action is taken by a majority of the entire Board of Trustees.

Article XIV: Dissolution. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Certification

These bylaws were adopted by the Board of Trustees of See for Life, Inc. on 7-18-2025.

Gitika Magoon-Dalla,
President

Pending Board Meeting Election
Vice President

Becky O’Hearn
Board Chair

Alka Mason
Treasurer

Bobbie Vardan
Secretary