

BYLAWS
Sister To Sister, Inc.

Article I: Name and Office

Section 1. Name

The legal name of this organization is Sister To Sister, Inc., hereinafter referred to as "S2S".

Section 2. Principle Office

The principal office of S2S will be located in the Commonwealth of Virginia. The Organization may also have offices at other places, both within and without the Commonwealth of Virginia, as the Board of Directors may from time to time determine or the business of the organization may require.

Article II: Purpose and Members

Section 1. Purpose

The principle purposes of S2S are:

- A. To help individuals that are economically, socially, mentally, spiritually and culturally deprived develop the tools to become and remain well.
- B. To promote social welfare by combating community deterioration, lessening neighborhood tensions and the burden of local, state and federal government, and eliminating prejudice and discrimination through providing housing, cultural, mental, spiritual, social and business assistance to economical socially and culturally disadvantaged persons and other underprivileged members of minority groups.
- C. To stimulate, foster, coordinate, plan, improve and encourage quality of life programs and projects for those persons who are in dire need of housing ownership, housing rehabilitation, resident management, business loans and grants in areas of chronic poverty.
- D. To conduct and support education programs designed to enable persons and groups of persons who have not enjoyed equal cultural, social, and economic opportunities and have not been exposed to sophisticated cultural, mental, spiritual, social, and economic training, to enter fields of entrepreneurship, management and skilled employment.
- E. To lend or expend funds for the training, the acquisition of construction machinery and equipment owned or acquired by small business concerns in the conduct of their business, whether the businesses be of an industrial, commercial, training or recreational nature.
- F. To stimulate employment at all levels, in all businesses, including but not limited to industrial, commercial, service or recreational, for all qualified persons regardless of race color, religion, gender, or national origin.

Section 2. Eligibility of Membership

Membership in the Association shall be open to those who concur with and support the principles of the Association as established in its statement of Purpose of the By-Laws. Prospective Members will be provided with a suitable application form. The form will provide for the applicant, when undertaking Membership, to acknowledge an understanding and acceptance of the principles of the Association.

Section 3. Dues

The annual dues payable to the Association by Members shall be an amount voted upon by the Membership. Dues shall be payable for the first year on admission to Membership and annually in January.

Section 4. Membership Record

The secretary shall keep a record of the name and address of each Member. The record of names and addresses of the

Members of this Association shall constitute the Membership list of this Association and shall not be used, in whole or in part, by any person for any purpose not reasonably related to a Member's interest as a Member.

Section 5. Termination of Member

a. Causes. The Membership and all rights of Membership shall automatically terminate on the occurrence of any of the following causes.

1. The voluntary resignation of a Member.
2. The death of a Member.
3. The nonpayment of dues, subject to the limitations set forth in section 5(b) of this Article.

b. Nonpayment of Dues. The Membership of any Member who fails to pay his dues when due or within sixty days thereafter shall automatically terminate at the end of such sixty-day period.

c. Removal from Membership. Members may be removed from the membership in the organization, by a two thirds (2/3rds) vote of the total Membership, provided that such Member has been given prior notice that such action may take place, and the Member has been given opportunity to address the Membership as to why such action should not be taken.

Article III: Board of Directors

Section 1. Powers

The business and affairs of S2S will be managed by or under the direction of the Board, which may exercise all powers of S2S and do all lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or these Bylaws.

Section 2. Number and Election

The number of Directors on the board of S2S shall be not less than three (3), no more than ten (10). No decrease in the number of Directors will have the effect of shortening the term of any incumbent director. The initial members of the Board of Directors shall be elected by the incorporators of the organization. Thereafter, members of the Board of Directors shall be elected by a majority vote of the Directors at the annual meeting. Officers elected by the Board shall be President, Vice-President, Secretary, and Treasurer. They shall also be known as the Officers.

Section 3. Term of Office

Each Director shall hold office for two (2) years. Directors may be reelected but may not serve more than three (3) terms. At each future Annual Meeting of the members, the successors to Directors whose terms will expire at that time will be elected by the members. Any Director may recommend candidates based on qualifications and present those candidates for election. Those nominees receiving a majority of votes of the voting members shall take office. Each Director elected will hold office until his/her successor is elected and qualified or until his/her earlier resignation or removal.

Directors may apply for a leave of absence from the board which, if granted by a majority of the vote of the members, will extend the duration of their remaining term(s) by one day for each day of leave granted up to a total leave of absence for one (1) year. Directors need not be residents of the Commonwealth of Virginia.

Section 4. Resignation and Forfeiture

Any Director may resign his or her office by delivering a written resignation to the President. Any individual Director may be removed by the affirmative vote of two-thirds of the Directors in office.

Any vacancy in the Board of Directors shall be filled by a majority vote of the remaining Directors and shall serve until the next regularly scheduled annual meeting.

Section 5. Annual Meeting

The Board of Directors shall hold annual meetings on the second Monday in January at a time and place to be fixed by the board of directors. Notice of meetings shall be given at least two weeks in advance of a meeting. At the annual meeting the Board of Directors shall elect its members and carry out other business.

Section 6. Regular Meetings

Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by the Board of Directors.

Section 7. Special Meetings

Special meetings of the Board of Directors may be called at the discretion of the President, or by written request of any two Directors with no less than seventy-two (72) hours notice.

Section 8. Action without Meeting

Any action of the Board of Directors may be taken without a meeting if the majority of the members of the Board of Directors consent in writing or by email to such an action. Such consent shall be filed with the minutes of the proceedings of the Board of Directors. Directors shall have a 48-hour window (from the time the requested action is put before the Board via email or fax) to respond to an Action without Meeting proposed by a Director.

Section 9. Telephone Meetings

Members of the Board or any committee designated by the Board may participate in a meeting of the Board or committee by means of telephone conference or similar communications equipment by which all persons participating in the meeting can hear one another. Participation in a meeting pursuant to this section will constitute presence in person at the meeting.

Section 10. Waiver of Notice

Whenever notice is required to be given to any director under the provisions of the Virginia Nonprofit Corporation Act, the Articles of Incorporation, or 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. Such waiver need not specify the purpose or purposes of the meeting.

Section 11. Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, unless otherwise required by the Virginia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws. However, if a quorum is not present at any meeting of the Board of Directors, those Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 12. Action by Majority Vote

Except as required by the Virginia Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws, any action by a majority of the Directors present at a meeting at which a quorum is present shall be deemed the action of the Board of Directors.

Article IV: Officers

Section 1. Designation

The officers of the Corporation shall consist of a President, a Vice President, an Executive Director, a Secretary, a Treasurer, and may include other officers as may be deemed necessary, each to have such duties and authority as are provided in these Bylaws or as the Board of Directors may from time to time determine. Any two (2) offices may be held by the same person, except the offices of president.

Section 2. President Powers and Duties

The President shall be the principal executive officer of S2S and shall supervise and control all of the business and affairs of S2S. He/she shall preside at all meetings of the Board of Directors. He/she shall perform all duties incident to the office of President and any other duty as may be prescribed by the Board of Directors from time to time.

Section 3. Vice President Powers and Duties

The Vice President shall, in the absence of the President or in the event of the President's inability or refusal to act,

perform the duties of the President. When so acting, the Vice President shall have all of the powers and be subject to all restrictions as the President.

Section 4. Executive Director Powers and Duties

The Executive Director shall assist the President in the overall strategic and operational programs, expansions, and execution of S2S mission. He/she shall ensure the ongoing quality of the administration and of the Board of Directors. He/she will preside at all meetings of the Board and will perform other duties and have other powers as may be vested in the Executive Director by the Board.

Section 5. Secretary Powers and Duties

The Secretary will attend all meetings of the Board, and will record all the proceedings of the meetings of the Board in a book kept for that purpose. He/she shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. He/she shall see that the reports, statements, and other documents are properly kept and filed, be the custodian of all corporate records and of the seal of the S2S. He/she shall keep the mailing addresses and service dates of each Board member updated, perform all duties incident to the office of Secretary and shall perform other duties as may be assigned from time to time to him/her by the President or the by the Board of Directors.

Section 6. Treasurer Powers and Duties

The Treasurer shall collect and keep an accurate account of all moneys received and expended for the use of the Corporation in books belonging to the Organization, and will deposit all monies and other valuable effects in the name and to the credit of the Organization in depositories as may be designated by the Board. The Treasurer will disburse the funds of the Organization as ordered by the Board, taking proper vouchers for disbursements, and will render to the President, and to the Board at its regular meetings, or when the Board so requires, an account of all transactions as Treasurer and of the financial condition of the Organization. At the expiration of his term of office, the Treasurer shall turn over to his successor in office all books, records, monies, and other properties of the Organization.

Article V: Compensation

Directors and Officers shall not receive any compensation for their services as such; however, the Board of Directors may authorize reimbursement for all expenses incurred in connection with the performance of services for the Organization, including but not limited to attendance at annual, regular, or special meetings of the Organization. Nothing herein contained shall be construed to preclude any director from serving the Organization in any other capacity and receiving compensation therefore.



Article VI: Liability and Indemnification

Section 1: Liability

In the absence of fraud or bad faith, the directors and officers of the Organization shall not be personally liable for its debts, obligations, or liabilities.

Section 2: Indemnification

The Organization shall indemnify any director or officer, or former director or officer, against expenses incurred in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being, or having been, such director or officer, to the maximum extent permitted by law. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw provision, agreement, vote of the Board of Directors, or otherwise.

Section 3: Prohibition Against Self-Dealing

Anything contained in this Article to the contrary notwithstanding, the Organization shall in no event indemnify any person otherwise entitled to such indemnification if such indemnification would constitute "self dealing" as defined in Section 4941 of the Internal Revenue Code of 1986, as amended.

Article VII: General Provisions

Section 1: Books and Records

S2S shall keep correct and complete books and records of all accounts and transactions of the Organization at the principal office of the Organization. Any Board member, or his/her agent or attorney, may inspect all books and records of S2S for any proper purpose at any reasonable time.

Section 2: Annual Audit

The Board of Directors may require an annual audit be made of the books and accounting records of the Organization. S2S shall comply with all Federal and State laws governing Not-for-Profit Organizations.

Section 3: Banking Authority

The Board shall annually designate four (4) authorized check signers, which will include the President, the Treasurer, and two other Board members. Check signers shall not be related by blood, marriage or reside in the same household. All checks or drafts issued in the name of S2S shall be signed by the Treasurer and countersigned by at least one other designee.

Section 4: Seal

The Organization may have a corporate seal with its name, year of incorporation, and the words "Corporate Seal, Virginia" inscribed thereon. The seal shall be in the custody of the secretary and used by him, or any other officer so authorized by the Board of Directors, by causing it, or a facsimile thereof, to be impressed, affixed, or reproduced otherwise on any instrument or document as may be required by law, these Bylaws, the Board of Directors, or president. The presence or absence of the seal on any instrument, or its addition thereto, shall not affect the character, validity, or legal effect of the instrument in any respect.

Section 4: Fiscal Year

The Fiscal Year of the S2S shall begin on the first day of January and end on the last day of December each year.

Section 5: Gifts

The Board of Directors may accept on behalf of the Organization any contribution, gift, bequest, or devise for the purposes of the Organization.

Section 6: Depositories

The funds of the Organization shall be deposited to the order of the Organization in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be selected by any one (1) or more officers of the Organization to whom such power may from time to time be delegated by the Board of Directors.

Section 7: Execution of Contracts

The Board of Directors, except as otherwise provided in these Bylaws, may prospectively or retroactively authorize any officer or officers in the name, and on behalf, of the Organization, to enter into any contract, or execute and deliver any instrument as may be necessary to carry out the purposes of the Organization. Any such authority may be general or confined to specific instances.

Section 8: Dissolution

Upon the dissolution or winding up of the Association. Its assets remaining after payment, or provision for payment of all debts and liabilities of this Association shall be distributed to a nonprofit fund, foundation or Association which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article VIII: Amendment of Bylaws

These Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of the votes cast at any meeting of the Board, duly called and at which a quorum is present.

Article IX: Effect of Provisions of Law and Certification of Inc.

Each of the provisions of these Bylaws shall be subject to and controlled by specific provisions of the Virginia Nonprofit Corporation Act or the Articles of Incorporation which relate to their subject matter, and shall also be subject to any exceptions or more specific provisions dealing with the subject matter appearing in these Bylaws, as amended from time to time.

Article X: Rescission of All Prior Bylaws

All prior and existing Bylaws are hereby repealed and rescinded effective immediately on the date of adoption of these Bylaws.

The foregoing Bylaws were adopted by the Board on September 1, 2011.