

NON-PROFIT BYLAWS OF THE SUB ZERO MISSION

ARTICLE I.

Name, Charter and Principal Office

The name of the organization is The Sub Zero Mission.; Ohio Charter number 2067506; incorporated on December 13, 2011 with its principal office located in Lake County, Ohio.

ARTICLE II.

Purpose

The purposes of which The Sub Zero Mission is formed are as follows:

- a) The purpose of The Sub Zero Mission shall be to prevent the freezing and injury caused by extreme weather exposure of the homeless and financially destitute Americans, with special focus on Military Veterans. The Sub Zero Mission is organized exclusively for charitable and educational purposes, including the making of distributions to organizations which qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of the any future United States Internal Revenue Law, for the time being exclusively for a public purpose.
- b) To generally do and perform each and every act, deed and thing incidental to said purposes or necessary, useful, convenient, appropriate or proper for the attainment, furtherance, or exercise of any of the purposes, objects and powers enumerated in these Bylaws.

ARTICLE III.

Members

The Sub Zero Mission has no members as such, and the Directors of The Sub Zero Mission shall, for the purposes of any statute or rule of law now and hereafter in effect, be taken to be the members of The Sub Zero Mission and shall have all the rights and privileges of members.

ARTICLE IV.

The Board of Directors

Section 1. Number

The Board of Directors shall consist of 9 members. The number of Directors may be increased or decreased by resolution adopted by a majority of the Board of Directors, but no such decrease shall have the effect of shortening the term of any incumbent Director.

a) The members of the Board of Directors are:

- 1) Chief Executive Officer
- 2) Chairperson of the Board
- 3) Vice Chairperson of the Board
- 4) Secretary of the Board
- 5) Treasurer of the Board
- 6) Director of Events
- 7) Director of Fundraising
- 8) Director of Legal Affairs
- 9) Director of Marketing

Section 2. Qualifications

a) The members of the Board of Directors shall be individuals who:

- 1) Are eighteen (18) years of age or older;
- 2) Support the purposes of The Sub Zero Mission as set forth in the Bylaws;
- 3) Are professionals, community leaders or volunteers who have manifested a substantial interest in prevention of freezing of the homeless, the military, charity and will commit to the development of financial resources for The Sub Zero Mission through a personal financial contribution or by devoting time and professional skills to the resource development efforts.
- 4) Are culturally diverse and ethnically representative of the region
- 5) Bring competencies to the Board of Directors that assists The Sub Zero Mission in the pursuit of its stated purposes and mission; such as, but not limited to:
 - a. Accounting/Financial Management
 - b. Fund Raising
 - c. Legal Expertise
 - d. Business/Organizational Management
 - e. Human Resource Management
 - f. Health care
 - g. Project Management
- 6) The Chief Executive Officer shall be an employee of the Board and have voting rights, except in cases of personal conflict of interest and salary.
- 7) Election of a member to the Board of Directors shall not be denied to any individual on the basis of race, color, creed, religion, national origin, ancestry, gender, marital status, age or handicap.

Section 3. Election

The election of the Directors shall take place at the annual meeting of the Board of Directors and if the annual meeting of the Board of Directors is not held or the Directors are not elected thereat, the Directors may be elected at a special meeting called and held for that purpose. Directors shall be elected by the current Board of Directors.

Section 4. Terms of Office

Director(s) shall be elected for an indefinite term. The term of each Director shall commence upon the Director's election and shall continue until the Director a) resigns, or, b) is determined to be unfit, unqualified or is no longer supported with confidence of the Board of Directors.

Section 5. Resignation and Removal

A Director shall indicate his or her intention to resign by submitting such resignation to the Chairperson. The Board of Directors of The Sub Zero Mission acting by a two-thirds (2/3) majority vote at any duly called meeting may remove a member of the Board of Directors.

Should a member of the of the Board of Directors be considered to be unfit or unable to perform the duties of the Board of Directors, or through process of law or behavior is considered to be in conflict with the Mission Statement of The Sub Zero Mission, a special meeting of the board of directors and a vote of "no confidence" may occur. The Director may be removed through a vote of 2/3 majority vote of The Board of Directors. Voting may occur after the matter of concern is discussed in the special meeting or standing Board meeting and at least one invitation with opportunity to oppose the motion has been made to the Director in question.

Section 6. Vacancies

When a vacancy occurs on the Board of Directors, whether by death, resignation, removal, incapacity or otherwise, the remaining members of the Board of Directors may fill such vacancy by majority vote at a meeting called for such purpose, and the Director so elected shall serve for the remainder of the term of the Director being replaced.

Section 7. Powers and Duties of the Board of Directors

The business and affairs of The Sub Zero Mission shall be conducted by the Board of Directors, and all powers of The Sub Zero Mission, except as otherwise provided by these Bylaws or by law, shall be vested in the Board of Directors.

Section 8. Meetings

a) Annual Meeting

The annual meeting of the Board of Directors, for the purpose of electing Directors and transacting such other business as may be appropriate, shall be held during the month of June, or upon such other date as the Board of Directors may determine.

b) Regular Meeting

The Board of Directors shall hold regular meetings as determined from time to time by the Board of Directors. The Chairperson of The Sub Zero Mission may specify a meeting date other than as established by the Board of Directors on appropriate notice designating the alternative time for such meeting.

c) Place of Meetings

Meetings shall be held at such places the Board of Directors from time to time determines, unless otherwise specified in the notice thereof. Any regular meeting may be dispensed with by a majority of Directors present and voting, provided that a minimum of four (4) regular meetings, in addition to the annual meeting, shall be held in each fiscal year. Meetings may also be held through any authorized communications equipment and participation by a Director in a meeting through the use of any of those means of communication constitutes presence in person of that director at the meeting for purposes of determining a quorum.

The Board of Directors may go into executive session for discussion of personnel, contract, or other sensitive issues.

d) Format of Meetings

- 1) Welcome and Introduction
- 2) Minutes from Previous Meeting
 - a. Corrections, Comments, Approval
- 3) Treasurer's Report
 - a. Income and Expenses
 - b. Bank Account(s) Balances
- 4) Old Business
- 5) New Business
- 6) Upcoming Events
- 7) Correspondence
- 8) Other Business
- 9) Next Meeting
- 10) Adjourn

e) Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson, and shall be called upon the request of not fewer than two of the Directors. All special meetings shall be held at such place specified in the written notice of the meeting, and only issues identified in such written notice may be acted upon at the special meeting.

f) Action by Written Consent

To the extent permitted by law, any lawful action of the Board of Directors may be taken without a meeting, if written consent to such action is signed by all the Directors and filed with the minutes of the Board of Directors.

g) Authorized communications equipment

Authorized communications equipment is equipment that provides a transmission, including by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or director involved and allows all persons participating in a meeting to contemporaneously communicate with each other.

h) Notice of Meetings

Notice of the time and place of each annual, re-scheduled, regular or special meeting of the Board of Directors shall be given to each Director, either by mailing the notice first class mail, postage prepaid, to the Director's address on the records of The Sub Zero Mission or personally, by telephone, electronic mail or facsimile not less than five (5) days before such meeting. In extraordinary circumstances, such notice may be given personally or by telephone, electronic mail or facsimile not less than twenty-four (24) hours before such meeting. The business to be transacted at the meeting need not be specified in the notice except in the case of a special meeting. The notice shall state the means, if any, by which a director can be present and vote through the use of authorized communications equipment.

i) Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business by the Board of Directors. At any meeting at which a quorum is present, the majority of those present may bind the Board of Directors.

j) Voting

At any meeting of the Board of Directors at which a quorum is present, each member of the Board of Directors shall have one (1) vote.

k) Attendance

Each member of the Board of Directors shall attend not fewer than seventy-five percent (75%) of the meetings of the Board of Directors during each year. A Director may be excused for failing to attend a meeting for good cause shown by a majority vote of the other Directors present at such meeting.

l) Rule Making Authority

The Board of Directors may, from time to time, establish rules, regulations, and policies in order to carry out the purposes of The Sub Zero Mission.

**Article V.
Officers**

Section 1. Election of Officers

The Board of Directors shall meet as soon as reasonably practical for purposes of electing the initial officers of The Sub Zero Mission. Thereafter, at each annual meeting of The Sub Zero Mission, the Board of Directors shall elect the officers of The Sub Zero Mission. Officers may be nominated by members of the Board of Directors at the annual meeting.

Section 2. Removal of Officers

The Board of Directors may remove any officer at any time, with or without cause, by a majority vote.

Section 3. Term of Office

All officers shall serve at the pleasure of the Board of Directors for a term of one (1) year. All officers shall serve until their successors have been elected and qualified.

Section 4. Designation of Officers

The officers of The Sub Zero Mission shall consist of a Chairperson of the Board, a Vice Chairperson of the Board, a Secretary of the Board and a Treasurer of the Board and such other officers as the Board of Directors may from time to time determine. No member may hold more than one office simultaneously.

Section 5. Chairperson of the Board

a) Authority and Duties

The Chairperson of the Board shall preside at all meetings of the Board of Directors. Subject to the direction of the Board of Directors, the Chairperson shall have the authority to execute contracts, notes, deeds, mortgages, security arrangements, bonds, other

obligations, or other papers in the name of The Sub Zero Mission. In addition, the Chairperson shall perform such other and further duties as may be required by the Board of Directors.

b) Term

No person shall serve as Chairperson of the Board for more than two terms (8) consecutive years. After having served the maximum number of terms as Chairperson, the person must vacate the position for a minimum of one (1) year before accepting election to an additional term.

Section 6. Vice Chairperson of the Board

The Vice Chairperson of the Board shall perform all duties of the Chairperson of the Board in case such person's absence or disability together with such other and further duties as the Board of Directors may from time to time prescribe. The authority of the Vice Chairperson to execute contracts, deeds, notes, mortgages, security agreements, bonds, other obligations, or other papers in the name of The Sub Zero Mission shall be coordinate with the similar authority of the Chairperson of the Board.

Section 7. Secretary of the Board

The Secretary of the Board shall serve as secretary of both the Board of Directors and The Sub Zero Mission and shall keep all minutes of meetings and records of Board transactions, and shall have custody of all papers, records, and reports. The Secretary shall keep a correct list of all members of the Board of Directors of The Sub Zero Mission, arranged alphabetically showing their correct mailing addresses, and shall perform such other and further duties as may from time to time be prescribed by the Board of Directors. The Secretary of the Board may designate a corporate staff person to record and transcribe the Board of Director minutes and must then certify their accuracy.

Section 8. Treasurer of the Board

- a) The Treasurer, in accordance with the policies prescribed by the Board of Directors, shall (1) have custody of the financial records of The Sub Zero Mission, (2) be responsible for the general supervision and management of all funds and securities of The Sub Zero Mission, (3) be responsible for the custody of such funds and securities, and (4) perform such other and further duties as the Board of Directors may from time to time prescribe. The Treasurer shall make such financial reports as may be required by the Board of Directors.
- b) The Treasurer shall also have general supervision of and responsibility for the establishment and maintenance of a satisfactory accounting system which will properly record and reflect all financial transactions of The Sub Zero Mission.

Section 9: Chief Executive Officer

The Board of Directors shall employ a chief executive officer of The Sub Zero Mission and as such shall exercise general supervision of all operations and personnel of The Sub Zero Mission, subject to the direction or approval of the Board of Directors.

Section 10. Bonds

The Board of Directors of The Sub Zero Mission may require all principal officers and administrative officers to be placed under financial bond of such kinds and in such amounts as may be determined by the Board of Directors to be necessary or advisable to safeguard the financial welfare of The Sub Zero Mission.

Article VI. Committees

Section 1. Appointment and Authority

The Board of Directors, by these Bylaws or by resolution, may provide for committees of Directors and persons who are not Directors as it may deem desirable for the proper operation of The Sub Zero Mission and may assign to any such committee such powers and duties as it may determine; provided, however, such committees shall not be empowered to exercise the powers of the Board of Directors.

Section 2. Finance Committee

The Finance Committee shall be comprised of the Treasurer of the Board, not less than four (4) members of the Board of Directors, and any other members as may be appointed by the Board of Directors. The Treasurer of the Board shall preside at meetings of the Finance Committee. It shall be the duty of the Finance Committee to formulate annual budgets for The Sub Zero Mission, to oversee the financial operations of The Sub Zero Mission, to advise the Board of Directors with respect to the financial operations of The Sub Zero Mission, and to perform such other and further duties as may from time to time be required by the Board of Directors.

Section 3. Executive Committee

The Executive Committee shall be comprised of the Chairperson of the Board, Vice-Chairperson of the Board, Secretary of the Board, Treasurer of the Board and any other members as may be appointed by the Board of Directors. The Chairperson of the Board shall preside at meetings of the Executive Committee. It shall be the duty of the Executive Committee to act as the Personnel Committee, conduct the Chief Executive Officer's annual performance review, act as the search committee upon the vacancy of the Chief Executive Officer; make recommendations to the Board regarding the establishment of

employee positions and qualifications and salary schedules; propose and recommend to the Board personnel policies and practices; propose and make recommendations to the Board about organization operations and practices and act on the Board of Director's behalf in an emergency situation. All activities of the Executive Committee must be presented to and ratified by the full membership of the Board at a regular or special meeting.

Section 4. Other Committees

Other committees, both standing and special, may be created by the Board of Directors for such tasks as may be deemed necessary. Special committees shall limit their activities to the accomplishment of the particular tasks for which they were created. The Chairperson of the Board may, with the approval of the Board, appoint persons who are not Directors to serve as regular members of any standing or special committees. Members of committees who are not Directors may be given full voting privileges on the committee to which they were appointed, but shall have no official standing on the Board.

Article VII. Indemnification

Section 1. Right to Indemnification and Payment of Expenses

The Sub Zero Mission shall indemnify and shall pay the expenses of any person described in, and entitled to indemnification or payment of expenses under, the provisions of Chapter 1702 of the Ohio Revised Code as such chapter may be altered or amended from time to time and to the full extent permitted thereby.

Section 2. Purchase of Insurance

The Sub Zero Mission may purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self-insurance, for or on behalf of any person who is or was a Director, officer, employee, agent, or volunteer of The Sub Zero Mission, or is or was serving at the request of The Sub Zero Mission as a trustee, director, officer, employee, agent or volunteer of another domestic or foreign, nonprofit corporation or corporation for profit, or a partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status such, whether or not The Sub Zero Mission would have the power to indemnify him against such liability under this Article VII. Insurance may be so purchased from or maintained with a person in which The Sub Zero Mission has a financial interest, provided that the material facts of the interest are known or disclosed to the Board of Directors, and the Board of Directors in good faith authorize the purchase by the affirmative vote of a majority of disinterested Directors.

Section 3. Rights not Exclusive

The indemnification provided in this Article VII shall not be deemed exclusive of other rights to which those seeking indemnification may be entitled under the Articles of Incorporation of The Sub Zero Mission, these Bylaws, any agreement, any insurance purchased by The Sub Zero Mission, a vote of the Board of Directors of The Sub Zero Mission or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee, agent or volunteer of The Sub Zero Mission and shall inure to the benefit of heirs, executors and administrators of such person; provided however, there shall be no duplicative payments by The Sub Zero Mission on behalf of any person.

Article VIII.

Donations and Special Funds

The Sub Zero Mission shall have authority to receive donations from any source in cash or other property acceptable to the Board of Directors, and the Board of Directors may accept donations subject to restrictions as the uses and purposes for which the same may be applied or which limit the time, manner, amount or other terms of such application, provided that such uses and purposes and terms of applications specified are within the purposes of The Sub Zero Mission and do not violate the Articles of Incorporation, these Bylaws, or any applicable statute or rule of law. To facilitate the making and administration of restricted donations, the Board of Directors may establish special trusts or funds, donations to which shall be held for specified uses and purposes or other terms of application, provided that such specific uses and purposes and terms of application are within purposes of The Sub Zero Mission and do not violate the Articles of Incorporation, these Bylaws, or any applicable statute or rule of law. The authority granted to the Board of Directors in this Article VIII shall be deemed to be in addition to, and not in limitation of, the authority and powers otherwise granted to each of them.

Article IX.

Prohibitions

Section 1. Profit from Operations

No Director, officer, employee, agent, member of a committee, volunteer, or person connected with The Sub Zero Mission shall receive at any time any of the net earnings or pecuniary profit from the operations of The Sub Zero Mission, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for The Sub Zero Mission in pursuing any of its purposes as shall be fixed by the Board of Directors and no such persons shall be entitled to share in the distribution of any of The Sub Zero Mission's assets upon its dissolution.

Section 2. Discrimination

The Sub Zero Mission will not render or deny services on the basis of race, color, creed, religion, ethnicity, national origin, ancestry, gender, marital status, age, handicap, or sexual

orientation of the client. The Sub Zero Mission will not discriminate or otherwise base any matter regarding employment, election to the Board of Directors, or to an office on the basis of gender, age, race, color, creed, ancestry, marital status, national origin, religion, handicap or sexual orientation.

Article X. **Conflict of Interest**

Section 1. Purpose

The purpose of the conflict of interest policy is to protect The Sub Zero Mission's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of The Sub Zero Mission or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

- a) **Interested Person** - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

- b) **Financial Interest** - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which The Sub Zero Mission has a transaction or arrangement,
 - ii. A compensation arrangement with The Sub Zero Mission or with any entity or individual with which The Sub Zero Mission has a transaction or arrangement, or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which The Sub Zero Mission is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

- a) **Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b) Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c) Procedures for Addressing the Conflict of Interest

- i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the governing board or committee shall determine whether The Sub Zero Mission can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in The Sub Zero Mission best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

Article XI.
Amendments

These Bylaws may be amended either in whole or in part by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors of The Sub Zero Mission present in person at any annual meeting or at any special meeting of The Sub Zero Mission held for such purpose at which a quorum is present, provided a notice by copy of such proposed amendment shall have been given in writing to the members of the Board of Directors of The Sub Zero Mission at least ten (10) days in advance of the meeting at which the proposed amendment is voted upon. Amendments may be proposed by the Board of Directors. Any amendment so proposed shall be voted on at the next regular meeting, the

annual meeting or at a special meeting called for such purpose as specified by the Board of Directors in its resolution.

Article XII.
Merger, Sale or Dissolution

Except upon the affirmative vote of not less than two-thirds (2/3) of the members of the Board of Directors of The Sub Zero Mission voting in person at an annual meeting or a special meeting of The Sub Zero Mission called to consider such action at which a quorum is present, The Sub Zero Mission shall not: (a) merge with or consolidate into another corporation or entity or permit another corporation or entity to merge with or consolidate into it; (b) sell, transfer or otherwise dispose of substantially all of its assets; or (c) dissolve. In the event of any dissolution of The Sub Zero Mission, all of the remaining property and assets shall be applied, so far as feasible, toward carrying out the purposes of The Sub Zero Mission as stated in its Articles of Incorporation, and none shall be distributed to its Directors, officers, employees, agents, volunteers or any other private person. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of The Sub Zero Mission 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.

Article XIII.
Parliamentary Procedure

Robert's Rules of Order shall be considered authority and shall govern on all matters involving parliamentary procedure except in cases where the same conflict with these Bylaws or any provisions of law, in which case these Bylaws and the applicable law shall prevail.