

# BYLAWS

## LIVE LEARN INNOVATE FOUNDATION

### A NORTH CAROLINA NON-PROFIT CORPORATION

(Hereinafter "Corporation")

Adopted as of January 3, 2023

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# BYLAWS

## Live Learn Innovate Foundation

### ARTICLE 1

#### MISSION STATEMENT

The Live Learn Innovate Foundation will support the establishment of social and digital platforms to promote improved personal health and education through focused data collection, data sharing, data analysis, collaboration, and innovation, and will support other initiatives to improve personal health and education.

### ARTICLE 2

#### OFFICES

**Section 2.1 Principal Office.** The initial principal office of the corporation shall be 3008 Royal Forrest Drive, Raleigh NC, 27614

**Section 2.2 Registered Office.** The initial registered office of the corporation shall be 3008 Royal Forrest Drive, Raleigh NC, 27614, and the registered agent at that address shall be James P. French.

**Section 2.3 Other Offices.** The corporation may have other offices at such other place or places as the Board of Directors may from time to time determine, or as shall be necessary or appropriate for the conduct of the affairs of the corporation.

### ARTICLE 3

#### BOARD OF DIRECTORS

**Section 3.1 General powers.** The affairs and management of this corporation, including the control and distribution of its property and funds, are vested in the Board of Directors (hereinafter referred to as "Board"). All powers of this corporation, including the power to adopt and amend the bylaws and articles of incorporation, are vested in the Board of Directors.

**Section 3.2 Composition; Number.** The Board shall be comprised of a minimum of one (1) and a maximum of ten (10) individuals. The specific size of the board shall be established by resolution of the board.

**Section 3.3 Election; Term.** The initial director elected by the incorporator shall serve until his/her successor shall have been elected and qualified.

**Section 3.4 Resignation.** Any director may resign at any time by giving written notice to the other directors then serving. The resignation of any director shall take effect upon receipt of such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 3.5 Removal.** Any director may be removed from office at any time with or without cause by a majority vote of the directors then serving at a meeting of the directors where a quorum is present. In the event the vote is evenly split, the board may appoint an expert in the field to decide.

**Section 3.6 Vacancies.** Vacancies on the Board may be filled by the election of a replacement director to serve the remainder of the term by a majority of the directors then serving at a meeting of the directors where a quorum is present.

**Section 3.7 Compensation.** Directors will not be compensated for their service as directors but may be reimbursed by the corporation for expenses actually incurred in the conduct of the business of the corporation.

**Section 3.8 Financial review.** The Board of Directors will review and approve the Form 990 tax return each year prior to filing.

## ARTICLE 4

### MEETINGS OF DIRECTORS

**Section 4.1 Regular meetings and annual meeting.** The Board of Directors shall hold at least three (3) regular meetings each year, one of which shall be the annual meeting. The Board in its discretion may designate the date of the annual meeting. The dates of these meetings for the coming year shall be established by the Board at each annual meeting. Such dates shall be communicated to the Board within 30 days after the annual meeting by any usual means of communication including email.

**Section 4.2 Special meetings.** Special meetings of the Board may be called by or at the request of any director.

**Section 4.3 Notice of meetings.** No additional notice for regular meetings is required other than the communication described in Section 4.1 of this Article. The persons calling a special meeting shall give notice of at least five (5) days to all members of the Board then serving by any usual means of communication, including email, except that a director may call an emergency special meeting of the Board with less notice if he/she deems it to be in the best interests of the corporation.

**Section 4.4 Waiver of notice.** Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 4.5 Quorum.** A majority of the directors holding office at any time shall constitute a quorum for the transaction of business at any meeting of the Board.

**Section 4.6 Proxy voting.** Only those directors present at any meeting of the Board may vote and Board members may not designate non-Board-members to participate on their behalf in Board meetings.

**Section 4.7 Manner of acting.** Except as otherwise provided in these bylaws, the act of the majority of the directors present at a meeting of which a quorum is present shall be the act of the Board.

**Section 4.8 Presumption of assent.** A director who is present at a meeting of the Board at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his or her contrary vote is recorded or his or her dissent is otherwise entered in the minutes of the meeting before the adjournment thereof or such dissent is forwarded by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to directors who voted in favor of such action.

**Section 4.9 Informal action by consent of directors.** Action may be taken by the Board without a meeting if written consent to the action in question is signed by all the directors then serving and filed with the minutes of the Board whether done before or after the action so taken.

**Section 4.10 Participation in meetings by conference telephone or similar means.** The Board may conduct a meeting, or allow any director to participate in a meeting, through the use of any means of communication by which all directors participating may simultaneously hear and speak to each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 4.11 Minutes of meetings.** The Board shall keep minutes of all meetings reflecting the issues considered by the Board and the actions of the Board. All minutes shall be retained in the records of the corporation.

## ARTICLE 5

### COMMITTEES

#### Section 5.1 Board committees.

**a. Executive Committee.** The board by resolution may create an Executive Committee comprised of the officers of the corporation. The Executive Committee shall have general supervision of the affairs of the corporation between meetings of the board of directors, and shall act with the authority of the board of directors in the management of the corporation, except that the Executive Committee shall have no authority in the following matters: (a) the authorization of distributions; (b) the dissolution or merger of the corporation, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; (c) the election, appointment or removal of directors and members and chairs of board committees, or the filling of vacancies in those positions; (d) the adoption, amendment, or repeal of the articles of incorporation or the bylaws of the corporation; (e) the hiring or termination of the President; (f) the approval or modification of the corporation's budget; (g) the review and approval of the corporation's Form 990 annual tax return prior to filing; (h) disbursement in excess of one percent of total assets. The Chair or the President or any two (2) members of the Executive Committee may call a meeting of the Executive Committee with five (5) days' notice by any usual means of communication, including email, or may call an emergency meeting with less notice if, in their discretion, it is in the best interest of the corporation.

**b. Other board committees.** The board by resolution may create any other board committee, comprised of board members, needed to assist with the work of the corporation, and such resolution shall set forth the committee's duties, responsibilities and duration. The chairs and members of such other board committees shall be appointed by the board at any meeting at which a quorum is present. The chairs and members of such other board committees shall serve at the pleasure of the board. All committees created under this section are advisory and no committee except the Executive Committee is authorized to act for the corporation.

**Section 5.2 Removal.** Any chair or member of a board committee may be removed from the committee at any time with or without cause by a vote of a majority of the directors then serving at a meeting where a quorum is present. Any chair or member of a special committee may be removed from the committee at any time with or without cause by a vote of a majority of the board or executive committee then serving at a meeting where a quorum is present.

**Section 5.3 Vacancies.** Vacancies in board and special committees may be filled in the same manner as the original appointment by the affirmative vote of a majority of the directors or executive committee members, as the case may be, then serving at any meeting where a quorum is present.

**Section 5.4 Informal Action by Consent of Committee Members.** Action taken by a committee without a meeting is nevertheless committee action if written consent to the action in question is signed by all the members of the committee then serving and recorded in the minutes of the committee whether done before or after the action so taken.

**Section 5.5 Participation in Meetings by Conference Telephone or Similar Means.** Any committee may conduct a meeting or allow any committee member to participate in a meeting, through the use of any means of communication including digital options by which all committee members participating may simultaneously hear and speak to each other during the meeting. A committee member participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 5.6 Minutes of meetings.** All committees shall keep minutes reflecting the issues considered by the committee and the actions of the committee.

**Section 5.7 Quorum.** A majority of the members serving on a committee shall constitute a quorum for the transaction of business at a committee meeting.

**Section 5.8 Manner of Acting.** Action by a majority of the members serving on a committee shall constitute committee action.

## ARTICLE 6

### OFFICERS

**Section 6.1 Officers of the Corporation.** The officers of the corporation shall be Chair of the Board, President, Secretary, Treasurer, and any Assistant Secretaries the board may elect. The board may elect a single individual to serve in more than one of these offices.

**Section 6.2 Election; Term.** Officers shall be elected by the Board at a meeting where a quorum is present and the term for each officer shall be established by Board resolution at the time of their election.

**Section 6.3 Presiding officer.** The Chair, or the President in the absence of the Chair, shall preside at all meetings of the Board and the Executive Committee and shall perform other duties required by these bylaws or by resolutions of the Board.

**Section 6.4 President.** The President shall manage the affairs of the corporation and shall perform other duties required by these bylaws or the resolutions of the Board.

**Section 6.5 Secretary.** The Secretary shall (a) keep minutes of the meetings of the Board and the Executive Committee in one or more books provided for that purpose; (b) see that all notices are duly given to comply with these bylaws and applicable laws; (c) be custodian of the corporate records; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board. The Secretary may perform these duties directly or cause them to be performed by staff or others. One or more Assistant Secretaries may be elected by the Board, and the term and duties of such person or persons shall be designated at the time of their election and may be modified subsequently by resolution of the Board.

**Section 6.6 Treasurer.** The Treasurer shall (a) have charge and custody of and be responsible for all funds of the corporation, receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such depositories as shall be selected in accordance with these bylaws; (b) prepare, or cause to be prepared, a true statement of the corporation's assets and liabilities as of the close of each fiscal year, all in reasonable detail, which statement shall be made and filed at the corporation's registered office or principal place of business in the State of North Carolina within four (4) months after the end of such fiscal year and kept available for a period of at least ten (10) years; and (c) in general perform all of the duties as from time to time may be assigned to him/her by the Board or these bylaws. The Treasurer may perform these duties directly or cause them to be performed by staff or others.

**Section 6.7 Compensation.** The officers will not be compensated for their service as officers but may be reimbursed by the corporation for expenses actually incurred in the conduct of the business of the corporation.

**Section 6.8 Resignation.** Any officer of the corporation may resign at any time by giving written notice to the President. The resignation of any officer shall take effect upon receipt of such notice; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## ARTICLE 7

### CONTRACTS, LOANS, CHECKS, AND DEPOSITS

**Section 7.1 Contracts.** The Board of Directors or the Executive Committee 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 for transactions that do not exceed one percent of total assets, and such authority may be general or confined to specific instances. Transactions that exceed one percent of assets will be voted on by the Board of Directors.

**Section 7.2 Loans.** No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors or the Executive Committee as provided in these bylaws. Such authority may be general or confined to specific instances.

**Section 7.3 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 the resolution of the Board of Directors or the Executive Committee

**Section 7.4 Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in depositories selected by the Board of Directors or the Executive Committee as provided in these bylaws.

## ARTICLE 8

### GENERAL PROVISIONS

**Section 8.1 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 8.2 Waiver of Notice.** Whenever any notice is required to be given by law, by the articles of incorporation, 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 8.3 Fiscal Year.** The fiscal year of the corporation shall end on Decemeber 31st of each year.

**Section 8.4 Parliamentary Authority.** Unless otherwise provided herein, the provisions of Robert's Rules of Order, Newly Revised, shall apply to all meetings of the Board of Directors, committees and Board of Advisors.

**Section 8.5 Amendments.** These bylaws may be amended or repealed, and new bylaws may be adopted by the Board of Directors by a majority vote of the directors in office at a Board meeting where a quorum is present. The corporation shall provide at least three (3) working days written notice by any usual means of communication, including email, of any meeting of directors at which an amendment to the bylaws is to be voted upon, and such notice shall state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the bylaws and shall contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

**Section 8.6 Nondiscrimination.** Live Learn Innovate Foundation [LLIF] does not promote or discriminate against any person, population group, or organization with regard to categories protected by applicable United States law, as well as other categories identified by LLIF in alignment with our own Human Resources policies. These include, but are not limited to race, color, ethnicity, religion, sex, gender expression, physical appearance, language, education background, national origin, age, disability, and veteran status. This relates to both provision of services and hiring practices. No person(s) may be denied service and/or employment based on any of the categories noted above. Clarification on non-discrimination related to religion: as part of LLIF's non-discrimination policy, LLIF will not support any organization which requires adherence or conversion to any religious doctrine in order to either be a beneficiary of the program or to be an employee of the organization. To clarify, a direct service program run by a faith-based Organization may be eligible, provided that the program's beneficiaries are not required to adhere to or convert to that Organization's religious doctrine as a condition of receiving service from the program. Likewise, LLIF will not support any organization that requires adherence or conversion to any religious doctrine in order to be an employee of the program.

**The foregoing Bylaws were duly adopted by the Board of Live Learn Innovate Foundation as of January 3, 2023**

DocuSigned by:  
*James French*  
630194F789A648E...  
James French, Executive Director

1/3/2023  
Date

DocuSigned by:  
*Dave Frampton*  
8A9EAC1033A4437...  
Dave Frampton, Director

1/13/2023  
Date

DocuSigned by:  
*Brian Gilbert*  
2FB84D569F274D8...  
Brian Gilbert, Director

1/13/2023  
Date

DocuSigned by:  
*Supreeth Rao*  
9DBEDE032FCD457...  
Supreeth Rao, Director

2/10/2023  
Date