

BYLAWS OF THE BREAK FREE FOUNDATION

The name of the organization is the Break Free Foundation. The organization is organized in accordance with the New York Non-Profit 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 purpose of the organization is the following: To advocate for those who suffer from mental health, substance use, and co-occurring disorders.

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

ARTICLE I: MEETINGS

Section 1. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons, and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution. The Board shall have a minimum of 4 regular meetings each calendar year at times and places fixed by the board.

Waiver of Notice. Any Director may waive notice of any meeting in accordance with New York State law.

Section 2. Special Meetings. Special meetings may be requested by the President, Vice President, Secretary, or any two directors by providing four days' written notice via email. 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 means of the internet or other electronic communications in a manner pursuant to which the members have the opportunity to read or hear proceedings substantially concurrent with the occurrence of the proceedings, not 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 the mattering, and if a special meeting is to be held, the purpose of the meeting. Such notice shall be emailed to the directors at least 7 days prior to the meeting.

Section 4. Place of Meeting. Meetings shall be held either at the organization's headquarters or virtually, unless otherwise stated in the notice. Unless the articles of incorporation or Bylaws state others, 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, or any means of communication by which all directors participating may simultaneously hear each other during this meeting (i.e. Zoom, Teams, Conference line, etc.). A director participating in a meeting by this means shall be deemed to be present at the meeting.

Section 5. Quorum. A majority of the directors shall constitute a quorum at a meeting. A majority is defined as 2/3s of the board or 67% of the board members present. In the absence of a quorum, the directors present may adjourn the meeting and reschedule to a later date. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been at the meetings as originally scheduled. The directors present at the meeting represented by the 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, without prior notice if a consent in writing, setting forth the action is signed by the directors with respect to the subject matter of the vote within two weeks.

ARTICLE II: MEMBERSHIP

Section 1. No Membership Classes. The Break Free Foundation shall not have any membership classes and no members will have the right to vote, be granted any title, hold interest in, or to the organization, its properties, and franchise/ chapters.

Section 2. Non-Voting Affiliates. The governing body may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Break Free Foundation. The Board, a designated committee, or any duly elected Officer in accordance with Board policy, shall have the authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations.

At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board, affiliates may be given endorsement, recognition, and media coverage at fundraising activities, clinics, other events, or on the corporation website. Affiliates have no voting rights, and are not members of the corporation.

Section 3. Dues. Any dues for affiliates shall be determined by resolutions and these Bylaws.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Powers. All corporate legal powers shall be exercised by or under the authority of the Board of Directors and the affairs of the Break Free Foundation shall be managed under the director of the Board, except as otherwise provided by law.

Section 2. Number of Individuals Serving on the Board of Directors. The organization shall be managed by a Board of Directors consisting of Four directors.

Section 3. Election and Term of Office. The directors shall be elected at the annual meeting. All Directors shall be elected to serve a one year term, however the term may be extended until a successor has been elected. The Directors may serve terms in succession. The term in office shall be considered to begin January 1st and end December 31st of the same year in office, unless the term is extended until such time as a successor has been elected.

Section 4. Manner of Acting.

Quorum. A majority of directors shall constitute a quorum. No business shall be considered by the Board at any meeting at which a quorum is not present.

Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the Board.

Hung Decisions. On the occasion that the Directors are unable to make a decision based on a tied number of votes, the President shall have the power to swing the vote based on their discretion.

Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in regular or special meetings through the use of any means of communication by which all Directors participating may simultaneously

hear each other during the meeting, including in person, internet video meeting, or by telephonic conference call.

Section 5. 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 their vote.

Section 6. 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 the greater number is required by law or by these bylaws 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. The Board shall keep written minutes of its proceedings in its permanent records.

Section 7. Informational 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 is taken, signed by all of the directors, or all of the members of the committee of directors.

Section 8. Vacancies. The Board of Directors may fill vacancies due to the expiration of a Director's term of offices, resignation, death, or removal of a Director or may appoint new Directors to fill a previously unfilled position, subject to the maximum number of Directors under these Bylaws

Unexpected Vacancies. Vacancies due to resignation, death, or removal shall be filled by the board members for the balance of the term of the Director being replaced.

Section 9. Removal of Directors. A director may be removed by a two-thirds vote if:

The Director is absent and unexcused from two or more board meetings in a twelve month period. The President is empowered to excuse Directors from attendance for a reason deemed adequate by the President. The President shall not have the power to excuse themselves from a board meeting and in that case, the Vice President shall excuse the President. Or:

For cause or now cause, if before any meeting of the members at which a vote on removal will be made the Director in question is given electronic or written notice of the Board's intention to discuss their case and is given the opportunity to be heard at a meeting.

Section 10. Compensation for Board Members Services. Directors shall receive no compensation for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities.

Section 11. Compensation for Professional Services by Directors. Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the Conflict of Interest policy and New York State Law.

ARTICLE IV: OFFICERS

Section 1. Number of Officers. The officers of the organization shall be the President, one or more Vice Presidents (as determined by the Board of Directors), a Treasurer, and a Secretary. Two or more offices may be held by one person, although the offices of Secretary and President cannot be held concurrently by the same person. The President may not serve concurrently as the Vice President.

Section 2. Term of Office. At the beginning of each year, the Board of Directors shall be elected by the Advisory Board and can serve consecutive terms with no definitive term limits.

Section 3. Removal and Resignation. The Board of Directors may remove an Officer at any time, with or without cause. Any Officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the Officer is a party.

Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

President/ Chairperson. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors, the Executive Committee, and the Advisory Board.

Vice President. The Vice President shall perform the duties of the President in the absence of the President 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, the Executive Committee, and the Advisory Board, shall keep an accurate list of 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 the President is a member of.

Treasurer. The Treasurer shall be the lead Director for the Financial Oversight Committee and will oversee the financial condition and affairs of the organization.

The Treasurer shall oversee and keep the governing body informed of the financial condition of the corporation and of audit or financial review results. In conjunction with other Directors or Officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the Board in a timely manner or as may be required by the Board.

The Treasurer shall perform all duties properly required by the Board and the President. The Treasurer may appoint, with approval of the Board, a qualified Fiscal Agent or Member of the Staff to assist in performance in part of the duties of Treasurer.

Scholarship Oversight Committee Advisor. Will assist in the selection of application recipients, strategic partnerships with treatment centers, and will provide guidance on the types of partnerships and alignments Break Free should make with other organizations.

This position will oversee the Oversight Committee, which is the governing body that selects each applicant, and will serve on the executive board with a vote on all matters concerning the programming and implementation of the scholarship program.

Ideally, this individuals has connections they can bring to the board for bringing on vetting scholarship granters, as well as experience in working in the recovery field.

Section 4. Non-Director Officers. The Board may designate additional Officer positions and may appoint and assign duties to other Non-Director Officers of the organization.

ARTICLE V: COMMITTEE

Section 1. Committees. The Board of Directors may, by the resolution adopted by a majority of the Directors in office, designate one or more committees, to serve at the pleasure of the Board. No Committee shall:

Take any final action on matter which also requires Board Members' approval or approval of a majority of all members;

Fill vacancies on the Board of Directors;

Amend or repeal Bylaws or adopt new Bylaws;

Amend or repeal any resolution which by its express terms is not so amendable or repealable;

Expend organization funds to support a nominee for Director; or

Approve any transaction;

(I) To which the corporation is a party and one or more Directors have material financial interest; or

(II) Between the organization and one or more of its Directors or between the organization or any person in which one or more of its Directors have a material financial interest

Section 2. Meetings and Action of Committees. Meetings and action of the Committees shall be governed by and held and taken in accordance with, the provisions of Article I of these Bylaws concerning meetings of the Directors, with such changes in the context of those Bylaws as are necessary to substitute the Committee and its members for the Board of Directors and its members, except that the time for regular meetings of Committees may be determined either by resolution of the Board or by resolution of the Committee.

Special meetings of the Committee may also be called by a resolution. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the Committee. Minutes shall be kept of each meeting of any Committee and shall be filed with the organization records. The governing body may adopt rules for the governing body of the Committee not inconsistent with the provision of these Bylaws.

Section 3. Informal Action by the Board of Directors. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an email address on record constitutes valid writing. The intent of this provision is to allow the Board to use email to approve actions, as long as a quorum gives consent.

ARTICLE VI: CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate. 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 Treasurer or other persons to whom the organization has delegated authority to execute such documents in accordance with policies approved by the Board.

All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or any Vice President. 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 the resolution of the Board of Directors.

ARTICLE VII: CONTRACTS, CHECKS, LOANS, INDEMNIFICATION

Section 1. Contracts and Other Writings. Except as otherwise provided by resolution or policy of the Board, all contracts, deeds, leases, mortgages, grants, and other agreements of the organization shall be executed on its behalf by the Treasurer or other persons to whom the organization has delegated authority to execute such documents in accordance with policies approved by the Board.

Section 2. Checks, Drafts. All checks, drafts, or other orders of payment of money, notes, or other evidence of indebtedness issued in the name of the Break Free Foundation, shall be signed by such Officer(s) or Agent(s) of the organization and in such manner as shall from time to time be determined by a resolution.

Section 3. Loans. No loans shall be contracted on behalf of the organization and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 4. Indemnification.

Mandatory Indemnification. The organization shall indemnify a Director or former Director, who was wholly successful, on the merits, or otherwise, in the defense of any proceeding to which they were a party because they are or were the Director of the organization against reasonable expenses incurred by them in connection with the proceedings.

Permissible Indemnification. The organization shall indemnify a Director or former Director made a party to a proceeding because they are or were a Director of the

Organization, against liability incurred in the proceeding, if the determination to indemnify them has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the organization in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of (I) a written affirmation from the Director, Officer, Employee, or Agent of their good faith belief that they are entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the Director, Officer, or Agent to repay such amount, unless it shall ultimately be determined that they are entitled to be indemnified by the organization by these Bylaws.

Indemnification of Officers, Agents, and Employers. An officer of the Organization who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The organization may also indemnify and advance expenses to an Employee or Agent of the organization who is not a Director consistent with New York State Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

ARTICLE VIII: MISCELLANEOUS

Section 1. Books and Records. The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by Committees of the organization. In addition, the organization shall keep a copy of the organization's Articles of Incorporation and Bylaws as amended to date.

Section 2. Fiscal Year. The fiscal year of the organization shall be from January 1st to December 31st of each year.

Section 3. Conflict of Interest. The Board shall adopt and periodically review a conflict of interest policy to protect the organization's interest when it is contemplating any transaction or arrangement which may benefit any Director, Officer, Employee, Affiliate, or Member of a Committee with Board-Delegated powers.

Section 4. Nondiscrimination Policy. The Officers, Committee Members, Employees, and persons served by this organization shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, gender-identity, sexual orientation, and national origin.

It is the policy of the Break Free Foundation not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

ARTICLE IX: COUNTER-TERRORISM AND DUE DILIGENCE POLICY

In furtherance of its tax exemption by contributions to other organizations, domestic or foreign, the Break Free Foundation shall stipulate how the funds will be used and shall require the recipient to provide the corporation with detailed records and financial proof of how the funds were utilized.

Although adherence and compliance with the US Department of the Treasury's publication the "Voluntary Best Practice for US Based Charities" is not mandatory, the Break Free Foundation willfully and voluntarily recognizes and puts to practice these guidelines and suggestions to reduce, develop, re-evaluates, and strengthen a risk-based approach to guard against the threat of diversion of charitable funds or exploitation of charitable activity by terrorist organizations and their support networks.

The Break Free Foundation shall also comply and put into practice the federal guidelines, suggestion, laws, and limitation set forth by pre-existing US legal requirements related to combating terrorist financing, which include, but are not limited to, various sanctions and programs administered by the Office of Foreign Assets Control (OFAC) in regard to its foreign activities.

ARTICLE X: DOCUMENT RETENTION POLICY

Section 1: Purpose. The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of the Break Free Foundation's records.

Section 2. General Guidelines. Records should not be kept if they no longer are needed for the operation of the business or are required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed.

A mass of records also makes it more difficult to find pertinent records. From time to time Break Free may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as

preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below.

While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as exception for litigation relevant documents and any other pertinent factors.

Section 3. Exception for Litigation Relevant Documents. The Break Free Foundation expects all Officers and Employees to comply fully with any published records of retention or destruction policies and schedules, provided that all Officers and Employees should note the following general exception to any stated destruction schedule: If you believe, or the Break Free Foundation informs you, that the organization records are relevant to litigation, or potential litigation (i.e. a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

Section 4. Minimum Retention Periods for Specific Categories.

Corporate Documents. Corporate records can include the organization's Articles of Incorporation, Bylaws, IRS Form 1023, and Application for Tax Exemption. Corporate records should be retained permanently. IRS regulations require that Form 1023 be available for public inspection upon request as set forth in these Bylaws.

Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

Employment Records/ Personnel Records. State and Federal statutes require the corporation to keep certain recruitment, employment, and personnel information. The organization should also keep personnel files that reflect performance reviews and any complaints brought against the organization or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

Board and Committee Materials. Meeting minutes should be retained in perpetuity in the organization's minute book. A clean copy of all other Board and Committee materials should be kept for no less than three years by Break Free.

Press Releases/ Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the organization should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the organization.

Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

Development/ Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (i.e.. Patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation derives independent economic value from the secrecy of the information; and has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

Contracts. Final, execution copies of all contracts entered into by the organization should be retained. The organization should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips, and checks (unless for

important payments and purchases) should be kept for seven years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for seven years.

Section 5. Electronic Mail. E-mails that need to be saved should be either: printed as a hard copy and kept in the appropriate file; or downloaded to a computer file and kept electronically or on a disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this policy.

ARTICLE XI: TRANSPARENCY AND ACCOUNTABILITY, DISCLOSURE OF FINANCIAL INFORMATION WITH THE GENERAL PUBLIC

Section 1. Purpose. By making full and accurate information about its mission, activities, finances, and governance publicly available, the Break Free Foundation practices and encourages transparency and accountability to the general public. This policy will:

- Indicate which documents and materials produced by the organization are presumptively open to staff and/ or the public
- Indicate which documents and materials produced by the organization are presumptively closed to staff and/ or the public
- Specify the procedures whereby the open/ closed status of documents and materials can be altered.

The details of this policy are as follow:

Financial and IRS documents (The 1023 Form and 990 Form). The Break Free Foundation shall provide its Internal Revenue forms 990, 990-T, 1023, and 5227, Bylaws, Conflict of Interest Policy, and financial statements to the general public for inspection free of charge.

Means and Conditions of Disclosure. The Break Free Foundation shall make “widely available” the aforementioned documents on its website:

<https://www.breakfreefoundation.org/> to be viewed and inspected by the general public.

- The documents shall be posted in a format that allows an individual using the internet to access, download, view, and print them in a manner that exactly reproduces the images of the original document filed with the IRS (except information that is exempt from public disclosure requirements, such as contributor lists).
- The website shall clearly inform readers that the document is available and provide instructions for downloading it.
- Break Free shall not charge a fee for downloading the information. Documents shall not be posted in a format that would require special computer hardware or software (other than software readily available to the public free of charge).
- Break Free shall inform anyone requesting the information where this information can be found, including the web address. This information must be provided immediately for in-person requests and within 7 days for mailed requests.

Section 2. IRS Annual Information Returns (990 Form). Break Free shall submit the 990 Form to its governing body prior to the filing of the 990 Form. While neither the approval of the 990 Form or a review of the 990 is required under Federal law, the organization's 990 Form shall be submitted to each member of the governing body via email at least 10 days before the 990 form is filed with the IRS.

Section 3. Board.

- All deliberations shall be open to the public except where a motion is passed to make any specific portion confidential.
- All board minutes shall be open to the public once accepted by the board, except where a motion is passed to make any specific portion confidential.
- All papers and materials considered by the governing body shall be open to the public following the meeting at which they are considered, except where a motion is passed to make any specific paper or material confidential.

Section 4. Staff Records.

- All staff records shall be available for consultation by the staff member concerned or by their legal representatives

- No staff records shall be made available to any person outside the organization except the authorized governmental agencies.
- Within the organization, staff records shall be made available only to those persons with managerial or personnel responsibilities for that staff member, except in cases when a staff record is requested by a member of the Board.

Section 5. Donor Records.

- All donor records shall be available for consultation by the members and donors concerned or by their legal representatives.
- No donor records shall be made available to any other person outside the organization except the authorized governmental agencies.
- Within the organization, donor records shall be made available only to those persons with managerial or personnel responsibilities for dealing with donors, except in cases when a donor record is requested by a member of the Board.

ARTICLE XII: CODES OF ETHICS AND WHISTLE-BLOWER POLICY

Section 1. Purpose. Break Free requires and encourages members, officers, and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

It is the intent of Break Free to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support the organization's goal of legal compliance. The support of all Break Free staff is necessary to achieve compliance with various laws and regulations.

Section 2. Reporting Violations. If any officer, staff, or employee reasonably believes that some policy, practice, or activity of Break Free is in violation of the law, a written complaint must be filed by that person with the Vice President or the President.

Section 3. Acting in Good Faith. Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which

prove to have been made maliciously or knowingly to be false shall be subject to civil and criminal review.

Section 4. Retaliation. Said person is protected from retaliation only if they bring the alleged unlawful activity, policy, or practice to the attention of Break Free and provide the Break Free Foundation with a reasonable opportunity to investigate and correct the alleged unlawful activity.

The protection described below is only available to individuals that comply with this requirement. Break Free shall not retaliate against any officer, staff, or employee who in good faith, has made a protest or raised a complaint against some practice of Break Free or of another individual or entity with whom Break Free has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

The Break Free Foundation shall not retaliate against any officer, staff, employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy or practice of Break Free that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

Section 5. Confidentiality. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Section 6. Handling of Reported Violations. The President or Vice President shall notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the Board and its appointed Committee and appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staff, or employees through these Bylaws and they shall have the opportunity to ask questions about the policy.

ARTICLE XIII: AMENDMENTS OF BYLAWS & ARTICLES OF INCORPORATION

Section 1. Amendments to the Articles of Incorporation. Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds ($\frac{2}{3}$) of the board.

Section 2. Amendments to the Bylaws. These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of Directors then in office at a meeting of the Board, provided, however,

- That no amendment shall be made to these Bylaws which would cause the organization to cease to qualify as tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and,
- That an amendment does not affect the voting rights of Directors. An amendment that does not affect the voting rights of Directors further requires ratification by a two-thirds vote of a quorum.
- That all amendments be consistent with the Articles of Incorporation.

ARTICLE XIV: 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 subsequent approval of a unanimous vote. 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.

ARTICLE XV: CERTIFICATION

Alexandra Nyman, President of the Break Free Foundation, and Kate Vitela, Secretary of the Break free Foundation 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 02/23/23.

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 02/23/23.

By: Alexandra Nyman Date: 02/23/23

Alexandra Nyman, President

By: Kate Vitela Date: 02/23/23

Kate Vitela, Secretary