

Bylaws of NothingPink

Article I: Name

The name of this organization shall be NothingPink.

Article II: Mission

NothingPink is organized exclusively for charitable, educational, and support purposes, specifically to combat breast and gynecological cancers through advocacy, support, genetic testing, and awareness campaigns.

Article III: Nonprofit Status

NothingPink is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II herein. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these bylaws, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV: Board of Directors

Composition: The affairs of NothingPink shall be managed by a Board of Directors consisting of no less than 5 and no more than 10 directors.

Qualifications: Directors must be individuals committed to the mission of NothingPink and possess skills beneficial to the organization's governance and operation.

Election and Term: Directors shall be elected by a majority vote of the existing Board of Directors and shall serve a term of 4 years, renewable at the discretion of the Board.

Powers and Duties: The Board of Directors shall have the power to govern the organization, establish policies, oversee financial matters, and appoint committees as necessary to fulfill the mission of NothingPink.

Article V: Officers

Officers: The officers of NothingPink shall consist of a President, Vice President, Secretary, and Treasurer.

Election and Term: Officers shall be elected by the Board of Directors and shall serve a term of 2 years, renewable at the discretion of the Board.

Duties:

- **President:** The President shall preside at all meetings of the Board of Directors, provide leadership to the organization, and oversee the implementation of Board policies and directives.
- **Vice President:** The Vice President shall assist the President in their duties and assume the role of President in their absence.
- **Secretary:** The Secretary shall keep minutes of all Board meetings, maintain official records and documents, and handle correspondence on behalf of the organization.
- **Treasurer:** The Treasurer shall oversee the financial affairs of the organization, maintain financial records, and present financial reports to the Board.

Article VI: Meetings

Board Meetings: The Board of Directors shall meet at least 12 times per year at a time and place determined by the Board.

Notice: Notice of Board meetings shall be given to each director at least 60 days in advance.

Quorum: A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

Action Without Meeting: Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all directors consent to the action in writing.

Article VII: Committees

The Board of Directors may establish committees as necessary to carry out the work of NothingPink. Each committee shall consist of at least one director and may include individuals who are not members of the Board.

Article VIII: Fiscal Year

The fiscal year of NothingPink shall begin on January 1st and end on December 31st.

Article IX: Amendment of Bylaws

These bylaws may be amended by a two-thirds majority vote of the Board of Directors at any regular or special meeting, provided that written notice of the proposed amendment has been given to each director at least 120 days in advance.

Article X: Dissolution

In the event of the dissolution of NothingPink, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a

court of competent jurisdiction of the county in which the principal office of the organization 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 XI: Conflict of Interest

Directors and officers shall disclose any conflicts of interest and refrain from voting on any matter in which they have a conflict. A conflict of interest policy shall be established and maintained by the Board of Directors.

Article XII: Indemnification

NothingPink shall indemnify and hold harmless its directors, officers, employees, and agents to the fullest extent permitted by law.

These bylaws were approved and adopted by the Board of Directors of NothingPink on January 1st 2024.

Kelly Kashner

President, NothingPink

Georgia Hermens

Secretary, NothingPink