

**Bylaws of Future Smiles**  
*Amended/approved June 22, 2020*

Officers have a six year term, renewed annually, with an option to extend for up to three additional years, renewed annually, for individuals with unique talent needed for organizational operations.

ARTICLE I

**NAME, PURPOSE AND POWERS**

**Section 1: Name.** The name of the nonprofit Corporation shall be Future Smiles (herein referred to as the Corporation and/or Future Smiles).

**Section 2: Purpose.** The sole purpose of the Corporation is to increase access to vital oral health care to vulnerable populations, decreasing the incidence of oral disease.

**Section 3: Powers.** The Corporation shall have powers as are now, or may hereafter, be granted by the Nonprofit Corporation Act or Charitable Organization Act of the State of Nevada.

ARTICLE II

**OFFICES**

The principal office of the Corporation shall be located in Clark County, Nevada. The Corporation may have other offices, either within or without the State of Nevada, as determined by the Board of Directors.

ARTICLE III

**MEMBERS**

There shall be no members of the Corporation.

ARTICLE IV

**BOARD OF DIRECTORS**

**Section 1: General Powers.** Its Board of Directors shall manage the affairs of the Corporation. Directors need not be residents of the State of Nevada.

**Section 2: Conflict of Interest.** The Board shall adopt a conflict of interest policy. All Board members must sign a conflict of interest disclosure statement indicating that they agree with and conform to the policy.

**Section 3: Number and Qualifications.** The number of directors shall not be less than five (5) and not more than seventeen (17).

**Section 4: Election and Term of Office.** The members of the Board of Directors shall be elected by the directors at the annual meeting of the Board of Directors. Directors shall serve for a three year term for up to four terms or a total of twelve years. Fulfilling an incomplete term is not considered part of the term limit. After completing all four terms, a director shall be required to rotate off of the Board for a full year and shall be permitted to return if so desired by both the director and Corporation. Upon being invited to return, the director shall be included on the slate presented to the Board for voting.

For tracking purposes, if a new board member is elected within the first half of the fiscal year (July-December), their service shall be considered to start July of that same fiscal year. If a new board member is elected within the second half of the fiscal year (January-June), their service shall be considered to start July of the following fiscal year.

**Section 5: Resignation.** Any director may resign at any time by giving written notice to the Board Chairperson. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board Chairperson.

**Section 6: Removal.** Any director may be removed from such office, with or without cause, by a two-thirds vote of the directors at any regular or special meeting of the Board called expressly for that purpose.

**Section 7: Vacancies.** Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

**Section 8: Regular and Annual Meetings.** The Board of Directors shall meet at least four times each year, one of which shall be the annual meeting, held in May or June of each year, at such time, day and place as shall be designated by the Board of Directors.

**Section 9: Special Meetings.** Special meetings of the Board of Directors may be called at the direction of the Chair or by a majority of the voting directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

**Section 10: Notice.** Notice of any meeting of the Board of Directors shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail, telegram or electronic communications to each director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is received electronically, such notice shall be deemed to be delivered when the electronic communication is sent by the Corporation. Any director may waive notice of any meeting. The attendance of a director at any 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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

**Section 11: Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

**Section 12: Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Voting by proxy shall not be permitted.

**Section 13: Unanimous Written Consent In Lieu of a Meeting.** The Board may take action without a meeting if written consent to the action is signed by all of the directors.

**Section 14: Telephone Meeting.** Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

ARTICLE V  
OFFICERS

**Section 1: Officers.** The officers of Future Smiles shall be a Chairperson, a Chairperson-Elect, a Treasurer and a Secretary. These officers shall comprise the Executive Committee.

**Section 2: Election and Term of Office.** Officers shall be elected at the annual meeting to be held in the spring/summer of each year, and the term of office of each officer shall be until the next annual meeting and the election and qualification of his or her successor. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. Officers may serve six one-year terms with an option to extend for up to three additional one-year terms for individuals with unique talent needed for organizational governance. Election shall be by ballot unless there is only one nominee for an office. In such case, the election shall be by voice vote. A majority vote shall constitute an election.

**Section 3: Qualifications.** Officers shall be selected from among the directors of the Board, upon the nomination by a director at the regular meeting prior to the Annual Meeting.

**Section 4: Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**Section 5: Vacancies.** A vacancy in any office, except Chairperson, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 6: Chairperson.** The Chairperson shall have such powers of supervision and management as customarily pertains to the office, including appointment of committee chairpersons (with the approval of the directors). The Chairperson shall preside at all meetings or shall designate another person to do so. The Chairperson shall be an ex-officio member of all committees except the Governance Committee, may sign or endorse checks, drafts, and notes in the absence of the Treasurer, and shall perform such other duties as the Board of Directors may direct.

In the event of the absence, disability, resignation or death of the Chairperson, the Chairperson-Elect shall assume the office until the end of the term. If the Chairperson-Elect is unable to serve, and/or there is no elected member who serves as Chairperson-Elect, the directors shall elect an interim Chairperson until such time as the office of Chairperson is filled.

**Section 7: Chairperson-Elect.** When determined appropriate and/or necessary, the Board of Directors may elect a Chairperson-Elect to perform such duties as directed by the Chairperson and Board of Directors, and shall assume the office of Chairperson at the end of his/her term. The Chairperson-Elect shall serve as the Chairperson of the Governance Committee.

**Section 8: Secretary.** The Secretary shall attend all sessions of the Board of Directors and record all votes and minutes of the proceedings in a book kept for that purpose; and shall perform like duties for any committee when required. The Secretary shall give written notice of all board meetings and shall perform such other duties as may be prescribed by the Board of Directors or Chairperson. The Board, when appropriate, shall appoint an Executive Director to assist with said secretarial duties.

**Section 9: Treasurer.** The Treasurer shall collect and receive all monies due, shall be the custodian of these monies, shall deposit them in a bank designated by the Board of Directors, and shall disburse the monies as directed by the Board of Directors. A committee of members appointed by the

Chairperson shall audit or have audited the annual financial statement. The Board, when appropriate, shall appoint an Executive Director to assist with said accounting duties.

## ARTICLE VI EXECUTIVE DIRECTOR

**Section 1: Ex-Officio Director.** The Board of Directors may empower the chair to appoint the executive director as an ex-officio director, whom shall hold office by virtue of his or her approved position within the organization. An ex-officio director shall have the right to participate in the discussion of any matter before the Board of Directors or any committee in which he or she has ex-officio status on, but he or she shall not be entitled to vote on any matter.

**a. Term.** An ex-officio director has no limit on terms; the position is held exclusively by reason of their approved position within the organization rather than through elections;

**b. Removal.** An ex-officio director shall be removed from the ex-officio position if their approved position within the organization changes or ends. Removal from either position held, approved position within the Corporation and/or ex-officio position on the Board of Directors, automatically means removal from both positions.

**c. Compensation.** An ex-officio officer may receive compensation for their services as relating to the approved position within the organization. No compensation will be provided for their ex-officio position on the Board of Directors.

## ARTICLE VII COMMITTEES

**Section 1: Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, ad hoc committees or task forces. Such committees and task forces shall assist with governance and support of the Corporation, without compromising the Board's authority and in keeping with the policies established by the Board. All committees shall be chaired by a current director. Committee members other than the committee chair may be comprised of those not serving as directors as long as this is approved by the Board, is in compliance with organizational policy, and a majority of committee members are current directors.

**Section 2: Executive Committee.** The Executive Committee is authorized to exercise the full power of the Board of Directors to act between meetings of the Board upon matters which, in the judgment of the Committee, are of such a nature as to require action prior to the next regular meeting of the Board but do not require calling of a special meeting of the Board of Directors. Any action taken by the Committee involving exercise of the powers of the Board shall be reported promptly to the Board, and ratified by the Board at the next meeting of the Board following such action.

The Executive Committee shall not have the power to:

- Amend or repeal the Bylaws;
- Appoint or remove directors;
- Appoint or remove the Executive Director;

- Approve a dissolution or merger or the sale of substantially all of the Corporation's assets;
- Adopt the budget; or
- Take any action that is contrary to, or a substantial departure from, the direction of the Board, or which represents major change in the affairs, business, or policy of the Corporation.

**Section 3: Other Committees and Task Forces.** The Board of Directors may create and appoint members to ad-hoc committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board.

**Section 4: Vacancies.** Vacancies in the membership of committees may be filled by the Chairperson of the Board with a recommendation by the Executive Director and committee chairperson.

**Section 5: Rules.** Each committee and task force may adopt rules for its committee meetings and work not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

## ARTICLE VIII

### CALENDAR AND FINANCES

**Section 1: Fiscal Year.** The fiscal year of Future Smiles shall be from July 1 to June 30 of each year.

**Section 2: Contracts.** The Board of Directors may authorize any officer or officers or agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

**Section 3: Checks, Drafts, or Orders.** The Chairperson, Chairperson-Elect, and Treasurer shall sign all checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Future Smiles. Only one signature is required when the amount is \$1,000 or less, otherwise two signatures are required. Additional management of funds and check writing may be appointed to an Executive Director if the Board of Directors deems reasonable. In such case the Executive Director will need to report directly to the Board of Directors for all financial accountability.

**Section 4: Deposits.** All funds of Future Smiles shall be deposited in FDIC secured accounts to the credit of Future Smiles in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 5: Gifts.** The Board of Directors may accept on behalf of Future Smiles any contributions, donations, grants, gifts, bequests, or devise that align with the current Board-approved Gift Acceptance Policy.

**Section 6: Dissolution.** The assets of the Corporation are irrevocably and permanently dedicated to the purposes detailed in Article VII of the Articles of Incorporation. Upon the Dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state government, for a public purpose. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

ARTICLE IX  
**BOOKS AND RECORDS**

Future Smiles shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its directors and committees or task forces, and shall keep at the principal office a record giving the names and addresses of the directors entitled to vote. Any director, or his or her agent or attorney, may inspect all books and records of Future Smiles for any proper purpose at any reasonable time.

ARTICLE X  
**WAIVER OF NOTICE**

Whenever any notice is required to be given under Chapter 82 of the Nevada Revised Statutes or under the provisions of the Articles of Incorporation or the Bylaws of Future Smiles, 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 deemed equivalent to the giving of such notice.

ARTICLE XI  
**INDEMNIFICATION**

Unless otherwise prohibited by law, the Corporation shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own gross negligence in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses or where appropriate may itself undertake the defense of any director, officer or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors shall also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him/her which arises out of such person's status as a director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify the person against that liability under law.

ARTICLE XII  
**AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the Board of Directors at a regular or special meeting, provided that the proposed amendments were submitted in advance of such meeting.

## CERTIFICATION

I, the undersigned, being the duly elected Secretary of Future Smiles, do hereby certify that the foregoing amended Bylaws were amended and adopted by the Board of Directors the 22<sup>nd</sup> day of June, 2020.

A handwritten signature in blue ink, appearing to read "Vinetta De La Cruz". The signature is fluid and cursive, with a large initial "V" and "D".

Vinetta De La Cruz, Board Secretary