



health, safety and equity in education

## Bylaws of Incorporation for Start School Later, Inc.

EIN 46-0922466

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## ARTICLE I - Offices

Section 1. Registered Office. Start School Later, Inc. ("The Corporation") shall at all times maintain in the State of Maryland a registered agent, whose business office shall be in the registered office of Start School Later, Inc.

Section 2. Principal Offices. The principal place of business and administrative office shall be located at:

[REDACTED]

When a physical address is required, the following address may be used:

[REDACTED]

Section 3. Other Offices. The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of Directors may, from time to time, designate.

## ARTICLE II - Purposes

Section 1. Nature or Corporation. The Corporation is organized exclusively for charitable, religious, and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

Section 2. Primary Purposes. The Corporation is organized for the purposes set forth in its Articles of Incorporation which are filed with the State of Maryland. Such purposes include but are not limited to:

- (a) Collaborating with health professionals, sleep scientists, educators, parents, students, and other concerned citizens dedicated to increasing public awareness about the relationship between sleep and school hours and to ensuring school start times compatible with health, safety, education, and equity.
- (b) Educating the public about the relationship between sleep, school start times, and physical, psychological, and educational well-being, utilizing education awareness forums, professional networking, symposiums, teaching presentations and social media outreach
- (c) Providing resources, support and guidance to local communities working for later school start times
- (d) Serving as an information clearinghouse by collecting and consolidating information and data about school start times and efforts to change them
- (e) Advocating for legislation to ensure evidence-based school hours at the national, state and local level

## ARTICLE III - Board of Directors

### Section 1. General Powers.

The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the State of Maryland, to conduct the affairs of the Corporation in accordance with these bylaws. The Board of Directors may by general resolution delegate to committees of their own number, or to Officers of the Corporation such powers as they deem appropriate.

### Section 2. Number, Election, and Term of Office.

The Board of Directors comprises between 3 and 16 members ("Directors"), including the two Founding Members, and may be increased without further amendment of these bylaws. Election of new Directors ("Elected Directors") shall be by majority vote of the current Directors. Each Elected Director's term is three (3) years starting at the time of election, with the option of serving for a maximum of three (3) consecutive terms. Elected Directors who have served three consecutive terms may be re-elected to serve as Directors after a one (1) term interval. Directors will serve until death, resignation, term expiration, or removal as provided by the most current bylaws.

### Section 3. Officers.

The Board of Directors may designate from among its members a President, Vice-President, Secretary, Treasurer, and other such Officers as it may consider appropriate with such duties as it may prescribe.

### Section 4. Vacancies.

Any vacancy occurring in the Board of Directors prior to the expiration of a term may be filled by majority vote of the remaining Directors. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting.

### Section 5. Annual and Regular Meetings. Annual Meetings.

Directors will meet each year for the purpose of organization, the election of Officers, and transaction of other business. The time and location of such meeting shall be noticed in writing, and the meeting may be conducted as a virtual conference call. Other regular meetings of the Board of Directors may be held at the place and time designated by the Board of Directors, including phone conference calls, monthly or annual meetings, or otherwise called by a majority of the Board of Directors.

### Section 6. Special Meetings.

Special meetings may be called by the President of the Corporation or a majority of the Board of Directors. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.

### Section 7. Notice and Waiver.

Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof.

### Section 8. Quorum and Proxies.

A quorum shall consist of a majority of the Directors. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Director. Proxies shall not be permitted.

Section 9. 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.

Section 10. Compensation.

Directors as such shall not receive any stated salaries for their service on the Board of Directors but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 11. Informal Action.

Any action may be taken without a meeting of the Directors if consent in writing setting forth the action so taken shall be signed by all of the Directors.

Section 12. Nonliability of Directors.

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 13. Indemnification by Corporation of Directors and Officers.

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the State of Maryland.

Section 14. Insurance for Corporate Agents.

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, Officer, or employee of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these bylaws, or provisions of law.

Section 12. Removal.

(a) A Director may resign from the Board of Directors at any time by giving notice of resignation in writing addressed to the President or Secretary of the Corporation or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors.

(b) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by the vote of a majority of the Directors then in office, members for failure to act in the best interests of the Corporation, or lack of sympathy with the stated purpose of the Corporation.

## ARTICLE IV - Regular Committees

Section 1. Purposes. The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate. These committees may consist of persons who are not also members of the Board and shall act in an advisory capacity to the Board. These committees may include a board of expert advisors from the health and educational fields, as well as a student advisory board.

Section 2. Number, Election, and Term of Office. The number of members of each regular committee shall be determined by the Board of Directors. Members of each regular committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors.

Section 3. Officers. The President may designate from among the members of each regular committee a Chairman and Vice Chairman of such committee, and such other Officers as the President may determine. The Chairman, Vice Chairman, and any other Officers of each such committee shall have such duties as the president prescribes.

Section 4. Vacancies. Vacancies in the members of any committee shall be filled by the Board of Directors.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

Section 7. Powers. Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

## ARTICLE V - Officers

### Section 1. Officers.

The Officers of the Corporation may be the President, Vice President, Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. They shall have authority to carry out the duties prescribed in these bylaws. The initial Officers of the Corporation shall be designated by the incorporators, and shall serve for three years. One person may hold more than one office, except no person may hold the office of President and Treasurer simultaneously and except as specified under the current laws of the State of Maryland.

### Section 2. Election and Term.

Officers of the Corporation following the completion of the terms of the initial Officers shall be elected by a majority vote at the annual meeting of the Board of Directors, and shall serve for one year or until their replacements are duly elected and qualified.

### Section 3. Removal.

At any regular or special meeting, any Officer may be removed upon an affirmative vote by two-thirds of the entire Board of Directors at the organization meeting and at every annual meeting of the Board thereafter, whenever in its judgment the best interests of the Corporation would be served thereby.

### Section 4. Vacancy.

Vacancies in any office for any reason may be filled by the Board of Directors for the unexpired term of office.

Section 5. Duties of Offices.

A. President: The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control all of the business and affairs of the Corporation. The President may sign, with the Secretary or other proper Officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents that the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

B. Vice President: In the event of the death, resignation, or removal of the President, the person who serves as Vice-President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time. The Vice-President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice-President will perform any other duties that may be prescribed by the Board of Directors.

C. Secretary: The Secretary shall keep minutes of meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

D. Treasurer: The person serving as Treasurer shall be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected as required by the Board of Directors, as well as keep and maintain adequate and correct accounts of the Corporation's properties and business transactions and render reports and accountings as required by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Any future additions of the Board will be considered members. Each will have voting authority and may be given specific responsibilities on an as-needed basis, which is subject to change and at the discretion of the Board and under the advice of the Corporation.

## ARTICLE VI - Restrictions on Actions

Section 1. All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, Officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

Section 2. Notwithstanding any other provision of these bylaws, the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors or Officers shall not be liable for the debts of the Corporation.

Section 3. No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined by Section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall not:

- A. Fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- B. Engage in any act of self dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- C. Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- D. Make any investment on such manner as to subject it to tax under Section 4944, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- E. Make any taxable expenditures as defined in Section 4945(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

## ARTICLE VII - Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize, by general resolution, a Director or Directors, an Agent or Agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation. Such authority may be general or confined to specific instance.

Section 2. Checks, Drafts and Orders of Payment. All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer or Board agent such as the Board of Directors may from time to time designate by general resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.

Section 4. Gifts and Contributions. The Board of Directors, collectively or individually, may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Maryland, and any other relevant jurisdiction.

Section 5. Loans. No Director, Officer or Agent shall have the authority, on behalf to the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

## ARTICLE VIII - Books and Records

The Corporation shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors

## ARTICLE IX - Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of that year.

## ARTICLE X - Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Corporation and the indemnified Officers, Directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer, Director, or employee under this Article shall apply to such Officer, Director, or employee with respect to those acts or omissions that occurred at any time prior to such amendment or repeal.

## ARTICLE XI - Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any Officer or Director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

ARTICLE XII - Statement of Nondiscrimination

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any Director, Officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity, or national origin.

ARTICLE XI – Power to Amend

The Board of Directors shall have the power to amend, alter, make and repeal the bylaws of the Corporation by majority vote. Officers of the Corporation may also submit changes for review and approval by the Board of Directors.