



**“Dare to walk the path that others have
feared to travel, and a leader shall be born.”**
R.M. Hensel.

Teens4good, Inc. (“teens4good”) is a charitable organization whose Mission is to use the energy, enthusiasm and resources of teens to raise funds and awareness for social issues and problems, and to inspire teens to become active leaders ready, willing and able to help solve and support social issues and problems such as disease, homelessness, hunger, substance abuse, physical abuse, poverty, and other charitable needs.

BYLAWS

ARTICLE 1: Tax Exempt Status

1. Teens4good is intended to be a 501(c)(3) entity.
2. Teens4good will operate under the tax exempt restrictions of State and Federal law. Teens4good will follow the rules required to maintain its tax exempt status.
3. Teens4good will follow the rules and requirements necessary for donations to teens4good to be charitable deductions for donors. Donors will be provided receipts and reports of their contributions for that purpose.

ARTICLE 2: Raising Awareness

1. Educating and inspiring teens to become community leaders ready, willing and able to support charitable purposes is part of the teens4good mission. A component of this is raising awareness of various social issues and problems. Teens4good hopes to

inspire a sufficient number of teens so that change for good occurs now and in the future.

2. Teens4good intends to sponsor events, supply informative materials, and conduct activities designed to raise awareness about various social issues, problems and opportunities fitting within the 501(c)(3) categories, and to inspire leadership now and in the future. This may or may not be done in conjunction with fund raising.

ARTICLE 3: Raising Funds

1. Teens4good will raise funds by obtaining donations to teens4good, Inc.
2. Donations may be in exchange for donated goods or volunteer services provided to donors by teens4good (e.g. a volunteer car wash or a silent auction of donated items).
3. Donations may be designated for a specific project, purpose, issue or cause.
4. Teens4good may raise funds for other 501(c)(3) entities. For example, teens4good may sponsor a fund raiser for cystic fibrosis at which donors will be encouraged to donate funds to teens4good which will be pooled and presented to a 501(c)(3) organization such as the Cystic Fibrosis Foundation. However, donors may prefer to write checks directly to a related 501(c)(3) entity (e.g., the Cystic Fibrosis Foundation) in which case teens4good will facilitate the collection and presentment of such funds to such organization(s) along with any funds directly from teens4good.
5. Teens4good shall not accept loans from related parties.

ARTICLE 4: Use of Funds

1. The funds raised will be used to advance the Mission of teens4good.
2. If funds were raised for a specific purpose (e.g., cure cystic fibrosis), then those funds will be used for that purpose.
3. Teens4good may distribute funds to other 501(c)(3) organizations which are consistent with the purpose of teens4good and which support a particular cause or

issue. For example, if teens4good raises funds for cystic fibrosis it may distribute such funds to the Cystic Fibrosis Foundation or the Boomer Esiason Foundation.

4. Teens4good may distribute funds to charitable causes directly, for example a homeless shelter.
5. Teens4good may purchase items for direct distribution to people in need. For example, teens4good may provide grocery items, blankets, clothing or similar necessities to community shelters, food banks, church pantries or directly to people in need.
6. Teens4good may use funds it has raised to sponsor events that raise awareness and educate people about social issues and problems falling within its Mission. Likewise, teens4good may use funds it has raised to sponsor events that inspire teens to become active leaders ready, willing and able to help solve and support social issues and problems such as disease, homelessness, hunger, substance abuse, physical abuse, poverty, and other charitable needs.
7. Teens4good shall not loan funds or divert assets to related parties.

ARTICLE 5: Expenses

1. It is the goal of teens4good to keep administrative and operational expenses low, and the Directors and Officers shall conduct the organization to accomplish that goal.
2. It is the goal of teens4good to pay for all its operational and administrative expenses from donations made for that purpose. Only secondarily will funds from general donations be used for such expenses. Teens4good will not use funds donated for a specific purpose (e.g., “cystic fibrosis”) for any of its own administrative or operational expenses.
3. Teens4good will use its best efforts to ensure that funds it raises and distributes to other 501(c)(3) entities will be used to help people in need and not for administrative expenses. Teens4good prefers to distribute funds to 501(c)(3) organizations with low administrative expenses.

ARTICLE 6: Organization

1. The name of the organization shall be “teens4good, Inc.” It may use the logo affixed to the top of these Bylaws.
2. The organization may have a seal which shall denote the corporate name and/or logo.
3. The organization may by a vote of the Directors change its name.

ARTICLE 7: Purpose

1. Teens4good has been organized to raise funds and awareness for social issues and problems falling within the charitable, educational, religious and other 501(c)(3) permitted categories. Teens4good also plans to perform service projects consistent with this purpose.
2. The Mission of teens4good is to use the energy, enthusiasm and resources of teens to raise funds and awareness for social issues and problems, and to inspire teens to become active leaders ready, willing and able to help cure and correct social issues and problems such as disease, homelessness, hunger, substance abuse, physical abuse, poverty, and other charitable needs.

ARTICLE 8: Membership

There are no formal members.

ARTICLE 9: Meetings

1. The annual membership meeting of this organization shall be held on the 20th day of December or such other day during the month of December that a quorum of the Directors shall designate. The Secretary shall serve notice to the Directors and Officers telling the time and place of such annual meeting. The Chairman of the meeting shall be the Chairman of the Board of Directors.

2. Regular meetings of this organization shall be held in Kansas City metropolitan area except as decided and agreed to by a quorum of the Directors. The Directors may convene a meeting via telephone conference call, Skype, or such other media as they desire and approve.
3. The presence of two-thirds (2/3) or more of the Directors shall constitute a quorum and shall be necessary to conduct the business of this organization.
4. Special meetings of this organization may be called by the President when he deems it for the best interest of the organization. Notices of such meeting shall be served on all Directors and Officers at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of 66% percent of the members of the Board of Directors the President shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE 10: Voting

1. At all meetings all votes shall be by voice unless otherwise agreed by a quorum of the Directors.
2. The Directors may vote on issues which require voting by email.
3. The Secretary shall keep Board Minutes which record and report the items voted on and the outcome of the vote.
4. Any Director shall be entitled to have any issue voted upon by ballot. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

5. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

ARTICLE 11: Order of Business

The order of business at meetings including the Annual Meeting shall be:

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

ARTICLE 12: Board of Directors

1. The board of directors defines the mission, establishes priorities, crafts strategies, and ensures that plans and programs are implemented.
2. The business of this organization shall be managed by a Board of Directors consisting of not less than three (3) members and not more than nine (9) members, together with the Officers of this organization.
3. At least one of the directors elected shall be a resident of the State of Missouri and a citizen of the United States.
4. The original Directors are: Michael P. Healy (Chairman), Sonya R. Healy and Patrick J. Healy. The term for these three original directors is perpetual.
5. Additional Directors may be elected for terms of three (3) years. Terms shall expire on December 31st after the third full year of service (e.g. Director elected Dec. 20, 2012 will expire Dec. 31, 2015).
6. Additional Directors shall be elected by existing Directors.

7. Additional Directors may be elected to the Board of Directors at any time.
8. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization pursuant to and as a result of a meeting (either in-person or my electronic means). No Director has the authority to act for the organization unless specifically authorized by the Board of Directors.
9. Each director shall have one vote, and such voting may be done by proxy.
10. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
11. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term of the vacant directorship.
12. The Board of Directors shall select from one of their members a Secretary and a Treasurer. The same Director may hold both these officer-ships.
13. A Director may be removed when good cause exists for such removal. The Board of Directors may entertain charges against any Director. A Director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

ARTICLE 13: Officers

1. The initial officers of the organization shall be as follows, and they shall hold such offices until the Board of Directors replaces them or they resign:

President: Corbin M. Healy

Vice President: Connor P. Healy

Secretary: Sonya R. Healy

Treasurer: Michael P. Healy

2. The President shall present at each annual meeting of the organization an annual report of the work of the organization. He shall appoint all committees, temporary or permanent. He shall see all books, reports and certificates required by law are properly kept or filed. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
3. The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected President.
4. The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his/her duty to file any certificate required by any statute, federal or state. He/she shall give and serve all notices to members of this organization. He shall be the official custodian of the records and seal of this organization. He may be one of the officers authorized to sign the checks and drafts of the organization. He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization. He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization. He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.
5. The Treasurer shall have the care and custody of all monies belonging to the organization and shall be responsible for such monies or securities of the organization. He shall sign all checks or drafts of the organization. He shall keep a computerized ledger of the organization's account(s). He shall establish such bank accounts as are necessary to operate the business of the organization. He is authorized to enter any and all agreements, contracts and other documents which in any way relate to the financial affairs of the organization including its tax-exempt status. He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He shall exercise all duties incident to the office of Treasurer. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
6. The Board of Directors may establish additional Officer positions at any time they so desire, and may define the duties thereof without the need to amend these Bylaws.

ARTICLE 14: Compensation

1. The Officers and Directors shall not be compensated for their services.
2. Teens4good may reimburse Officers and Directors for necessary and reasonable expenses incurred as a result of their service as an Officer and/or Director.
3. If and when the Board of Directors decides that Officers or employees may be compensated for the services they provide to teens4good, then the following conditions shall apply:
 - a. The Conflict of Interest Policy must be followed;
 - b. Compensation arrangements shall be approved in advance of paying compensation;
 - c. The date and terms of any compensation shall be in writing;
 - d. Compensation arrangements shall be based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations; and.
 - e. The information which was relied to base your decision and its source will be documents and recorded in writing.

ARTICLE 15: Committees

All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

ARTICLE 16: Amendments

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of a quorum of the Board of Directors.

ARTICLE 17: Indemnity and Liability Limits

Every Director and Officer shall be fully and completely indemnified by the organization against all costs, expenses, liabilities (including attorney fees) incurred by or imposed upon him/her in connection with any claim, action, suit, proceeding, investigation, or inquiry of whatever nature in which he/she may be involved by reason of having been an officer or Director of the organization whether or not he/she continues to be such an Officer and/or Director. No Director or Officer shall have any liability to the organization for breach of fiduciary duty, negligence, gross negligence or any other tort except actual fraud.

ARTICLE 18: Dissolution

1. Upon dissolution of the organization all assets shall first be used to pay any outstanding liabilities and expenses.
2. Any and all remaining assets shall be distributed to a non-profit, charitable organization that qualifies under 501(c)(3) and which has a Mission consistent with the Mission of teens4good. The Board of Directors shall select which 501(c)(3) entity shall receive any remaining assets at the time of dissolution.

[Remainder of this Page Left Blank Intentionally]

CERTIFICATION

I, Sonya R. Healy, am the duly appointed Secretary of Teens4good, Inc., and hereby certify that the above and forgoing Bylaws were adopted and approved by a unanimous vote of the Board of Directors at a meeting convened in Lee's Summit, Missouri on October 2, 2012.

Dated this ____ day of October, 2012.

Sonya R. Healy, Secretary