

BYLAWS  
OF  
NEVER STOP NEVER QUIT

ARTICLE I – STATUS

Section 1.1 The purpose of NEVER STOP NEVER QUIT is to raise funds, support treatment, and promote awareness in the fight against multiple sclerosis.

ARTICLE II – MEMBERSHIP

Section 2.1 Membership is reserved for individuals who embrace the purpose of NEVER STOP NEVER QUIT and our fight against multiple sclerosis.

Section 2.2 NEVER STOP NEVER QUIT membership shall be classified as Regular Members and Honorary Members.

Section 2.3 Regular Members. Any person may become a Regular Member of NEVER STOP NEVER QUIT by submitting a membership application, in the form of simple written/electronic communication to an active Regular Member. There shall be no annual dues required from a Regular Member. Instead, Regular Members will provide relationship networks, experience, and access to opportunities advancing the purpose of NEVER STOP NEVER QUIT.

Section 2.3.1 Requests for regular membership, as well as continued standing of existing members, will be reviewed on a regular basis, minimum annually.

Section 2.3.2 All requests for membership and considerations for continuing/removing existing members will be reviewed by all current Regular Members and approved with a simple majority vote.

Section 2.4 Honorary Members. The Board of Directors may grant Honorary Membership to persons of distinction who, by some outstanding and noteworthy service, have shown themselves to be in sympathy with the purposes of NEVER STOP NEVER QUIT. Honorary Membership shall not convey any voting rights, and carries no obligation to support the organization.

ARTICLE III – FINANCES

Section 3.1 Fiscal Year. The fiscal year of NEVER STOP NEVER QUIT shall start on April 1.

Section 3.2 Nonprofit/Tax Exempt. NEVER STOP NEVER QUIT shall be a 501(c)(3) nonprofit organization incorporated under the laws of the State of Oregon; it is intended that NEVER STOP NEVER QUIT shall be a tax-exempt organization qualified to receive tax exempt, tax deductible donations.

Section 3.3 Fundraising. One purpose of NEVER STOP NEVER QUIT is to raise funds, however, only to the extent where efforts are not conducted as part of a larger/national organization

(e.g., National Multiple Sclerosis Society). Whenever possible, donation activities should be directed towards those organizations. The limited size of events, local exposure, or other unique requirements may preclude larger/national organizations from coordinating such events, requiring fundraising under NEVER STOP NEVER QUIT. Regardless of the source, 100% of the net revenue generated by NEVER STOP NEVER QUIT shall support larger/national organizations, with the specific intents of finding a cure for, and managing the devastating effects of, multiple sclerosis.

#### ARTICLE IV – ORGANIZATION

##### A. BOARD OF DIRECTORS

Section 4.10      Classification. NEVER STOP NEVER QUIT shall be governed by a designated Board of Directors comprised solely of Regular Member volunteers.

Section 4.11      Terms of Service. Board terms shall continue at-will with, at a minimum, an annual confirmation and recommitment. A simple majority vote of all Regular Members shall confirm members/roles.

Section 4.12      Vacancies/ Removal. Any member may be removed from the Board, with or without cause, by a simple majority vote of all Regular Members. Any vacancy, or modify requirement, occurring during the business year shall be filled by a new member elected by a simple majority vote of all remaining Regular Members of NEVER STOP NEVER QUIT.

Section 4.13      Meetings/Quorum. Meetings of the Board may be held at any time upon call of the President or any other member of the Board. A quorum shall consist of a simple majority of the members of the Board. At a minimum, a full meeting of the Board and presentation to all Members shall occur following completion of the fiscal year, the “Annual Organization Meeting.”

Section 4.14      Compensation. No Board member shall receive compensation or any service he or she may render to NEVER STOP NEVER QUIT. However, any Board member may be reimbursed, in full, for actual expenses incurred in the performance of his or her duties.

Section 4.15      Action Taken without a Meeting. The Board members shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all members of the Board. Any action so approved shall have the same effect as though taken at a meeting of the Board.

Section 4.16      Governing Law/ Governing Proceedings. NEVER STOP NEVER QUIT shall be governed in accordance with the laws of the State of Oregon, the Articles of Incorporation, and Bylaws of NEVER STOP NEVER QUIT.



Section 4.17 Interpretation. The Board shall have the power to interpret the Articles of Incorporation and the bylaws of NEVER STOP NEVER QUIT.

## B. ELECTION AND APPOINTMENT OF OFFICERS

Section 4.20 Enumeration of Board. Members of the Board, as a minimum, shall include a President, a Treasurer, and Directors. Additional officer positions for consideration shall be reviewed from time to time and created by resolution and election. Additionally designated officers shall have the same voting rights as all Regular Members. Their designation will be documented in the minutes of the meeting in which they were elected; bylaws are not updated in this situation.

Section 4.21 Election of Board. The election of officers shall take place in conjunction with the Annual Organization Meeting. Any Regular Member may nominate themselves, or another Regular member, for appointment to the board of directors. Nominations shall be reviewed by all current Regular Members and approved with a simple majority vote.

Section 4.22 Term. Annual elections shall be held as needed for officers to serve on the Board of Directors. These elected officers shall hold office at-will or until their successors are duly elected and qualified, unless any sooner resign or are removed or otherwise disqualified to serve. There are no limits on the term of service.

Section 4.23 Vacancies. A vacancy in any office may be filled by appointment by members of NEVER STOP NEVER QUIT, reviewed by all current Regular Members and approved with a simple majority vote. The officer appointed to such vacancy shall immediately serve within the assigned capacity of the Board role.

Section 4.24 Multiple Offices. Members may hold more than one officer position, and perform such duties as determined by the Board.

Section 4.25 Special Appointments. Other appointed officers of NEVER STOP NEVER QUIT may consist of committee members as directed by and approved by a simple majority vote of all current Regular Members.

## C. DUTIES OF OFFICERS

Section 4.30 President. The President shall preside at all meetings of NEVER STOP NEVER QUIT; shall see that orders and resolutions of the Board are carried out; shall sign any written instruments; shall inspect the books and any other pertinent records maintained by the Treasurer at least every six months to ensure their accuracy; shall maintain a membership roster and notify members of matters affecting the Board; and shall submit an annual report to the Board

summarizing NEVER STOP NEVER QUIT's activities over the past year to include the incoming officers and a complete roster of the membership.

Section 4.32      Treasurer. The Treasurer shall have charge of the funds of NEVER STOP NEVER QUIT, and shall make a report of same at the Annual Organization Meeting; shall receive and deposit in appropriate bank accounts all monies of NEVER STOP NEVER QUIT, and shall disburse such funds as directed by resolution of the Board; shall sign all checks of NEVER STOP NEVER QUIT as principal signatory; shall ensure the secondary signatory has access to all financial records and books of account; shall keep proper books of account, prepare an annual budget, and provide a statement of income and expenditure to be presented to the Board periodically, or at the Annual Organization Meeting; shall be responsible for documenting and distributing the minutes of all meetings. In the event the Treasurer cannot perform their full scope of duties, the secondary signatory will assume the role as Treasurer.

Section 4.34      Board of Directors. In support of NEVER STOP NEVER QUIT's areas of interest, the remaining Board will be comprised of Directors whose charge may change throughout their term. These elected officers shall be responsible for all matters relating to their designated activities of NEVER STOP NEVER QUIT, as well as general duties of the Board.

- Secondary Signatory
- Communications / Outreach
- Activities / Events
- Quartermaster / Logistics
- Secretary

#### D. COMMITTEES.

Section 4.40      Standing Committees. There are no standing committees currently designated.

Section 4.41      Special Committees. As may be appointed by the Board.

### ARTICLE V – MEETINGS

#### A. SCHEDULE OF MEETINGS

Section 5.10      Annual Meeting. An Annual Organization Meeting of NEVER STOP NEVER QUIT shall be held for the purposes of reconfirming/electing members to the Board, approving/continuing/removing membership to all Regular Members, confirmation/appointment of all Directors, to receive the reports of officers and committees, and to transact any other business.

Section 5.13      Special Meetings. Special meetings of NEVER STOP NEVER QUIT may be called at any time by the President or the Board.

Section 5.14 Quorum. A quorum at any meeting of NEVER STOP NEVER QUIT shall consist of a simple majority of Regular Members. Regardless of the presence of a quorum, any vote or other consideration requiring a simple majority shall include all Regular Members of NEVER STOP NEVER QUIT.

#### B. ORDER OF BUSINESS AT MEETINGS

Section 5.20 Business to be Transacted. Any business may be transacted at the Annual Organization Meeting of NEVER STOP NEVER QUIT, provided there is a quorum. At a special meeting of NEVER STOP NEVER QUIT business shall be confined to that specified in the notice for that meeting.

Section 5.21 Order of Business. The following order shall be the format for the proceedings of any meeting of NEVER STOP NEVER QUIT and the Board:

Call to Order

1. Reading of minutes and approval of same.
2. Treasurer's report.
3. Correspondence.
4. Reports of Boards. Reports of Officers.
5. Special Orders
6. Unfinished business.
7. New business.
8. Announcements.
9. Adjourn.

#### ARTICLE VI – AMENDMENTS

Section 6.1 These bylaws may be amended or changed at any meeting of NEVER STOP NEVER QUIT or of the Board. A notice of such amendment or change, together with a text thereof, shall be given to the members of the Board at least fifteen days prior to the meeting. A two-thirds vote of the Board present at the meeting, providing there is a quorum, shall be necessary to adopt the amendment or change.

End of Bylaws



IN WITNESS THEREOF, we, being all the Board of Directors of NEVER STOP NEVER QUIT, have hereunto set our hands on this 15<sup>th</sup> day of July, 2017.



Kevin J. Byrne

President, Treasurer



Brie A. Stoianoff  
Director



D. Michelle Judd

Director

#### CERTIFICATION

I, the undersigned, certify that:

I am the duly elected and acting President of NEVER STOP NEVER QUIT, a nonprofit corporation organized under the laws of the State of Oregon.

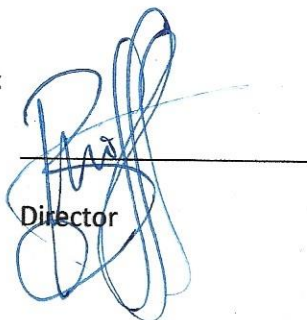
The foregoing establishes amended Articles of Incorporation of NEVER STOP NEVER QUIT, adopted at a meeting of the Board of Directors thereof held on this 15<sup>th</sup> day of July, 2017.

IN WITNESS THEREOF, I have subscribed my name on this 15<sup>th</sup> day of July, 2017.



President

attest:



Director