

QUEENS TOGETHER EMPOWERED

United in Sisterhood. Empowered in Purpose.

FINAL BYLAWS

Prepared for member review and formal adoption

Monthly dues: \$35.00 | Minimum age: 25

ARTICLE I: NAME AND ORGANIZATION

Section 1. Name

The name of this organization shall be Queens Together Empowered (the "Organization").

Section 2. Nature

The Organization is a women's sisterhood group formed to build connection, personal growth, shared experiences, travel, wellness, and community involvement. The Organization may later seek incorporation as a South Carolina nonprofit corporation and, if appropriate, federal tax-exempt status.

Section 3. Governing Documents

These bylaws govern the Organization together with any properly adopted policies, applicable articles of incorporation, and applicable law. If a provision conflicts with controlling law or the articles of incorporation, the controlling law or articles shall prevail.

ARTICLE II: MISSION AND PURPOSE

Section 1. Mission

Queens Together Empowered exists to unite women in sisterhood, encourage personal and collective empowerment, and create opportunities for meaningful connection, learning, travel, wellness, and service.

Section 2. Activities

Activities may include social gatherings, group travel, educational discussions, personal-development events, wellness activities, volunteer projects, fundraising, and other activities approved by the Organization.

Section 3. Nonprofit and Charitable Activities

If the Organization seeks nonprofit or tax-exempt status, its activities, governing documents, finances, and operations must be structured to satisfy the applicable legal requirements. The Organization shall not represent itself as a tax-exempt charity unless that status has been granted.

ARTICLE III: MEMBERSHIP

Section 1. Eligibility

Membership is open to women who are at least 25 years of age, support the Organization's mission and values, and agree to follow these bylaws and adopted policies.

Section 2. Admission

Applicants shall complete the membership process established by the Organization and receive approval under the membership policies adopted by the leadership or membership.

Section 3. Good Standing

A member in good standing is one who complies with these bylaws and adopted policies, meets applicable dues obligations or an approved payment arrangement, and is not suspended.

Section 4. Attendance Requirements

Members are expected to attend scheduled meetings and remain actively involved. A member who accumulates three (3) unexcused absences within a calendar year shall be subject to removal. Excused absences do not count toward this limit. Illness, family emergencies, work obligations, and other legitimate circumstances may be excused with approval under the Organization's attendance policy. Members should notify the designated leader as soon as reasonably possible when unable to attend.

Section 5. Notice and Review Before Removal

Before removal for conduct or other membership concerns, the member shall receive notice of the concern and a reasonable opportunity to explain or appeal. The leadership team shall review the circumstances and decide in accordance with these bylaws and adopted policies. The Organization should apply this process consistently.

Section 6. Resignation

A member may resign by providing notice to the Organization. Any dues or other obligations already incurred remain subject to the Organization's policies and applicable law.

Section 7. Non-Discrimination and Respect

Members shall treat one another respectfully and shall not engage in harassment, threats, retaliation, or conduct that materially undermines the Organization's mission or safety.

ARTICLE IV: DUES AND FINANCIAL OBLIGATIONS

Section 1. Monthly Dues

Members shall pay monthly membership dues of \$35.00. Any changes to this amount must be approved according to Section 2 of this Article and the member voting provisions of these bylaws.

Section 2. Changes to Dues

Any increase, decrease, or special assessment shall be communicated to members in advance and approved using the voting procedures in these bylaws.

Section 3. Delinquency

The Organization may adopt a fair process for addressing overdue dues, including notice, a reasonable opportunity to pay or request an arrangement, and possible suspension or termination where permitted by law and these bylaws.

Section 4. Use of Funds

Organization funds shall be used only for approved organizational purposes. No member shall use Organization funds or property for personal benefit except for authorized reimbursements or payments properly approved and documented.

ARTICLE V: FOUNDER AND PRESIDENT

Section 1. Founder

The founding member shall be recognized as the Founder of Queens Together Empowered. The Founder's role and contribution shall be acknowledged in the Organization's history and records.

Section 2. President

The Founder is intended to serve as the Organization's permanent President, subject to applicable law, the articles of incorporation, fiduciary duties, and any requirements imposed by a funding source or tax-exempt status. The Organization should obtain legal advice before adopting or relying on a permanent leadership arrangement.

Section 3. Duties of the President

The President provides leadership, represents the Organization, coordinates meetings and activities, supports implementation of approved decisions, and performs other duties assigned by these bylaws or the membership.

Section 4. Accountability and Removal

The President must act in the Organization's best interests and comply with applicable law. Any suspension or removal for misconduct, incapacity, legal disqualification, or serious failure of duty shall be handled through a fair process consistent with applicable law and the articles of incorporation. No provision in these bylaws overrides non-waivable legal duties or protections.

ARTICLE VI: BOARD OF DIRECTORS / LEADERSHIP TEAM

Section 1. Role

The Board of Directors or leadership team oversees organizational affairs, finances, policies, risk management, and implementation of decisions, subject to member voting rights and applicable law.

Section 2. Size

The initial Board may consist of three (3) to five (5) directors. If incorporated under South Carolina law, the Organization shall maintain at least the number of directors required by applicable law.

Section 3. Selection and Terms

Directors shall be selected by the membership or as otherwise provided in the articles of incorporation. Terms, renewals, vacancies, and transitions shall be set by an adopted policy and applied consistently.

Section 4. Meetings and Decisions

The Board shall meet as needed to conduct business. A majority of directors then serving constitutes a quorum unless applicable law or the articles require otherwise. Board decisions shall be made by a majority vote of directors present at a meeting with a quorum.

Section 5. Duties

Directors shall act in good faith, with reasonable care, and in the Organization's best interests; protect confidential information; oversee financial records; disclose conflicts of interest; and ensure compliance with applicable law.

ARTICLE VII: OFFICERS

Section 1. Officers

The Organization may have a President, Vice President, Secretary, Treasurer, and any additional officers approved by the membership or Board.

Section 2. Responsibilities

The Vice President supports the President and acts in the President's place when authorized. The Secretary maintains minutes, notices, and official records. The Treasurer oversees financial records, reports, budgets, deposits, and reconciliations. Officers shall perform duties assigned by these bylaws and adopted policies.

Section 3. Vacancies and Removal

Officer vacancies and removal shall be handled under a fair process adopted by the Organization and consistent with applicable law and the articles of incorporation.

ARTICLE VIII: MEETINGS AND MEMBER VOTING

Section 1. Regular Meetings

The Organization shall hold regular meetings on a schedule established by the membership or leadership team and communicated to members.

Section 2. Special Meetings

Special meetings may be called by the President, the Board, or the number of members specified in a meeting policy. Notice shall state the date, time, format, and purpose.

Section 3. Notice

Reasonable advance notice shall be provided for meetings and votes. The Organization may use email, text message, or another agreed communication method.

Section 4. Member Voting

Members in good standing shall have the right to vote on major organizational decisions, including dues changes, material changes to the mission or bylaws, election of directors where applicable, and dissolution, subject to applicable law and the articles of incorporation.

Section 5. Major Decisions

Unless applicable law, the articles, or these bylaws require a higher threshold, a majority of votes cast by members in good standing at a properly noticed meeting with a quorum shall decide a matter. The Organization may adopt a written voting policy defining quorum, remote voting, proxy voting if legally permitted, and notice periods.

Section 6. Minutes

Minutes shall be kept for formal membership and Board meetings and shall record decisions, motions where appropriate, and votes.

ARTICLE IX: FINANCIAL MANAGEMENT

Section 1. Fiscal Year

The fiscal year shall be set by the Board or membership and recorded in the Organization's financial policies.

Section 2. Budget and Accounts

The Organization shall maintain appropriate financial records and use accounts in the Organization's name when feasible. Organization funds shall not be mixed with personal funds.

Section 3. Spending and Approvals

The Board shall establish spending limits, approval requirements, reimbursement rules, and appropriate internal controls. Payments and reimbursements must be supported by receipts or other records.

Section 4. Financial Reporting

The Treasurer shall provide periodic financial reports to the Board and, at reasonable intervals, to members. Members may review financial information in accordance with law and the Organization's records policy.

Section 5. Compensation

No member or officer shall receive improper personal benefit from Organization funds. Reasonable payment for authorized services or reimbursement of documented expenses may be allowed when properly approved and permitted by law.

ARTICLE X: CONFIDENTIALITY AND SISTERHOOD TRUST

Section 1. Confidential Group Information

Members shall treat as confidential discussions, conversations, personal experiences, stories, opinions, concerns, disclosures, and other nonpublic information shared during meetings, gatherings, activities, group chats, electronic communications, or official Organization interactions.

Section 2. No Disclosure to Non-Members Without Permission

Members shall not share, repeat, publish, forward, screenshot, record, or otherwise disclose confidential information to non-members without express permission from the person who shared the information, or appropriate authorization from the

Organization where applicable. Members shall not use such information to embarrass, threaten, harass, gossip about, retaliate against, or harm another person.

Section 3. Exceptions and Legal Rights

Confidentiality does not prohibit a member from reporting suspected abuse, threats, harassment, fraud, unlawful conduct, or an immediate safety concern; making a disclosure required by law or court order; seeking appropriate professional assistance while sharing only what is reasonably necessary; sharing information with permission; or taking reasonable steps to prevent imminent serious harm. This rule does not prohibit lawful protected disclosures or rights that cannot legally be waived.

Section 4. Internal Organization Information

Nonpublic financial information, membership records, leadership discussions, and internal plans shall be shared only with members or others authorized to receive them, except where disclosure is required by law or otherwise permitted under this Article.

Section 5. Continuing Obligation

The confidentiality obligation continues after a member resigns or is removed. The Organization may require members to sign a separate confidentiality acknowledgment.

Section 6. Violations

A violation may result in a warning, suspension, or termination after notice and a fair opportunity to respond, consistent with these bylaws and applicable law. This internal rule does not create legal privilege or prevent legally required disclosures.

ARTICLE XI: CONFLICTS OF INTEREST AND CONDUCT

Section 1. Disclosure

A member, officer, or director with a personal, financial, or other material interest in a proposed transaction or decision shall disclose the conflict promptly.

Section 2. Recusal

The person with a conflict should not participate in deliberation or voting on the matter except to provide requested factual information. The disinterested decision-makers shall determine how to proceed and record the decision.

Section 3. Conduct

Members shall act with honesty, respect, and care for the Organization and one another. Harassment, threats, misuse of funds, retaliation, or serious breaches of confidentiality may result in discipline.

ARTICLE XII: COMMITTEES AND ACTIVITIES

Section 1. Committees

The Board or membership may establish committees for travel, wellness, community service, fundraising, events, membership, or other purposes.

Section 2. Authority

Committees operate within the scope assigned to them and may not bind the Organization financially or legally unless expressly authorized.

Section 3. Safety and Planning

Activities and trips should be planned with reasonable attention to safety, costs, accessibility, member expectations, and any applicable waivers or policies.

ARTICLE XIII: RECORDS AND COMMUNICATIONS

Section 1. Records

The Organization shall maintain appropriate copies of these bylaws, meeting minutes, financial records, membership records, and other required organizational documents.

Section 2. Access

Members in good standing may request access to records they are entitled to inspect under applicable law and Organization policy. Access may be reasonably limited to protect personal information, confidential disclosures, and legally protected material.

Section 3. Notices

Official notices may be delivered through email, text, or another communication method approved by the Organization, subject to any legal notice requirements.

ARTICLE XIV: AMENDMENTS

Section 1. Proposed Amendments

Amendments may be proposed by the Board or by members in good standing under a procedure established by policy.

Section 2. Approval

Proposed amendments shall be provided to members with reasonable advance notice. Amendments require approval by the members in good standing under the voting threshold in Article VIII, unless applicable law or the articles require a different process.

Section 3. Legal Compliance

No amendment may authorize conduct prohibited by law or override the articles of incorporation or non-waivable legal requirements.

ARTICLE XV: NONPROFIT DEVELOPMENT, DISSOLUTION, AND ADOPTION

Section 1. Future Incorporation and Tax-Exempt Status

The Organization may pursue incorporation under South Carolina law and may apply for federal or state tax-exempt status if appropriate. Before filing, the Organization should have its articles, membership structure, leadership provisions, financial controls, and purposes reviewed by a qualified attorney or nonprofit professional.

Section 2. Dissolution

If the Organization dissolves, its debts and obligations shall be paid or provided for first. Any remaining assets shall be distributed in accordance with applicable law, the articles of incorporation, and any tax-exempt restrictions then applicable. If the Organization is recognized as a 501(c)(3) organization, remaining assets must be distributed for one or more exempt purposes or to government for a public purpose, as required by law.

Section 3. Adoption

These bylaws become effective when approved by the members or founding group through the adoption process recorded below. They should be reviewed before formal adoption, especially provisions concerning permanent leadership, voting rights, membership removal, and future nonprofit or tax-exempt status. ADOPTION AND SIGNATURES Approved and adopted by the undersigned founding members of Queens Together Empowered on the date written below. Date adopted:

_____ Founder / President:

_____ Signature:

_____ Additional founding members: 1. Name:

_____ Signature: _____ 2. Name:

_____ Signature: _____ 3. Name:

_____ Signature: _____ 4. Name:

_____ Signature: _____ 5. Name:

____ Signature: _____ Important: This document is a working draft, not legal advice. Before formal adoption or incorporation, have a South Carolina nonprofit attorney or qualified nonprofit professional review it. In particular, permanent President provisions, member voting authority, and eligibility for tax-exempt status may require careful drafting. Document status: Prepared as the final proposed bylaws for review and adoption. These bylaws take effect only after approval through the organization's adoption process. Legal review is recommended before incorporation or tax-exempt application, particularly regarding permanent leadership and voting rights. Queens Together Empowered | Final Bylaws | 8