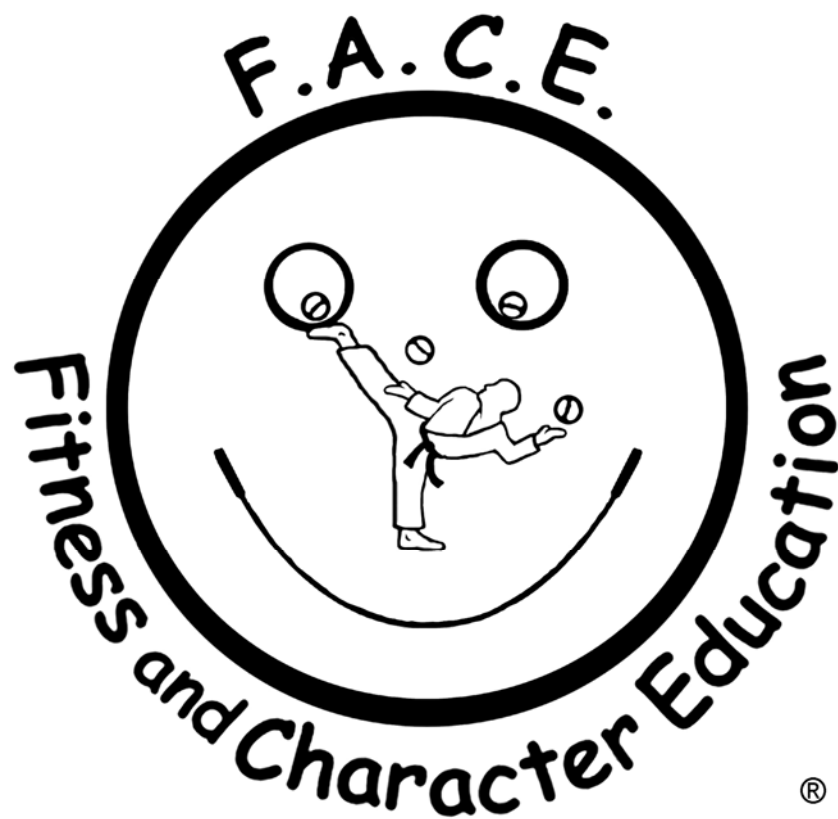


FITNESS AND CHARACTER EDUCATION, INC.



Mission Statement

Help today's at-risk youth become tomorrow's successful leaders.

**BYLAWS
OF
Fitness And Character Education, Inc.**

**ARTICLE I
Organization**

1. The name of the youth leadership program shall be FITNESS AND CHARACTER EDUCATION, INC. (F.A.C.E.)
2. F.A.C.E., Inc. is organized exclusively for charitable and educational purposes and shall be conducted as a corporation, not for profit, in accordance with the mandates of Section 501 (C) (3) of the Internal Revenue Code.

**ARTICLE II
Object-Purposes**

1. F.A.C.E., Inc. is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
2. F.A.C.E. emphasizes fitness and coordination, yet also uses the subliminal concept of building self-esteem and confidence for children through performing and speaking in front of others too.
 - a. How to use Common Sense approach to personal safety
 - b. How to apply Personal Development and positive attitude within youth's day-to-day schedule
 - c. Public Speaking on a word per week (Respect, Responsibility, Compliment, Winner, Leader, etc)
 - d. Martial Arts' principles, juggling for hand eye coordination, jumping rope for timing and agility, animal games to improve strength and motor skills
 - e. How to build Discipline, Fitness and Self-Esteem by having FUN each week

**ARTICLE III
Members**

1. Membership shall consist only of the members of the board of Directors.

**ARTICLE IV
Meetings**

1. Semi-Annual Membership Meeting: The membership meeting of F.A.C.E., Inc. will occur in September and May of each calendar year.
2. Special Meetings: Special Meetings of the Board of Directors may be called by the President or any two directors. Members of the Board of Directors may participate in a

- meeting of such Board by means of a conference telephone or similar communications equipment. Participation by such means shall constitute presence in person at a meeting.
3. Notice of each meeting shall be given to each voting member, by email or mail, not less than ten days before the meeting.

ARTICLE V

Board of Directors

1. **Board Role, Size, Compensation.** The Board is responsible for overall policy and direction of the Council, and delegates responsibility for day-to-day operations to the Council Director and committees. The Board shall have up to 7 and not fewer than 3 members. The board receives no compensation other than reasonable expenses.
2. **Board Elections.** Election of new directors or election of current directors to a second term will occur as the first item of business at the May meeting of the corporation. Directors will be elected by a majority vote of the current directors.
3. **Terms.** All Board members shall serve two year terms, but are eligible for re-election.
4. **An official Board quorum is a minimum of 3 Board members, including executive director.**
5. **Officers and Duties.** There shall be three (executive) officers of the Board consisting of a Chair, Vice Chair, Secretary/Treasurer. Their duties are as follows:
 - The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice-Chair, Secretary and Treasurer.
 - The Vice-Chair will chair committees on special subjects as designated by the board.
 - The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.
 - The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

ARTICLE VI

Committees

1. The Board may create committees as needed, such as fundraising, housing, etc. The Board Chair appoints all committee chairs.
2. The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

3. Finance Committee. The Treasurer is chair of the Finance Committee, which includes two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to Board members and the public.

ARTICLE VII
Employees and Compensation

1. The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion determine to be necessary in the conduct of the business of the organization.

ARTICLE VIII
Dissolution

1. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of 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 such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX
Amendment

1. These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of Fitness And Character Education, Inc. on May 30, 2010