

# Beyond Dope Productions, Inc. Bylaws

## ARTICLE I. NAME OF ORGANIZATION

The name of this corporation shall be Beyond Dope Productions Inc. The business of the corporation may be conducted as Beyond Dope Productions Inc. or Beyond Dope.

## ARTICLE II. CORPORATE PURPOSE AND POWERS

### Section 1. Nonprofit Purpose

This corporation 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 the corresponding section of any future federal tax code.

### Section 2. Specific Purpose

Beyond Dope Productions, Inc. ("the Corporation") organizes and facilitates musical performances to support persons with opiate addictions and their loved ones. This support includes providing education on available related governmental services, local and national related organizations, and providing financial aid to related 501(c)(3) organizations.

The specific objectives and purpose of this organization shall include but not be limited to:

- a. to educate individuals in active addiction about ways they can reduce the risks associated with opiate use;
- b. to raise funds to provide financial support to related 501(c)(3) organizations, as selected unanimously by the Board of Directors;
- c. to provide information on related programs and services for persons in active opiate addiction and recovery;
- d. to provide a supportive environment for individuals in recovery to enjoy live music;
- e. to provide opportunities for individuals in recovery to form relationships with other individuals who choose to live an opiate-free lifestyle;
- f. to sponsor, host and/or participate in events and activities that promote opiate-free lifestyles.

### Section 3. Exempt Activities Limitation

Notwithstanding any other provision of these Bylaws, no director, officer, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as

it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

#### **Section 4. Distribution Upon Dissolution**

Upon termination or dissolution of the corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, which organization or organizations have a charitable purpose substantially similar to the terminating or dissolving corporation.

The organization to receive the assets of the corporation hereunder shall be selected in the discretion of a majority of the managing body of the corporation within ten (10) days of termination or dissolution.

### **ARTICLE III. MEMBERSHIP**

The membership of the corporation shall consist of the members of the Board of Directors

### **ARTICLE IV. BOARD OF DIRECTORS**

#### **Section 1. General Powers**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

#### **Section 2. Number, Tenure, Requirements, and Qualifications**

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than four (4) nor more than nine (9) including the following officers: the Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer, and the Chief Philanthropy Officer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a unanimous vote of the Board of Directors present and voting. No vote on new members of the Board of Directors, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

A majority of members of the Board of Directors must not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity. Each member of the Board of Directors shall be a member of the Corporation and shall hold office until they elect to resign or are removed from office by a unanimous vote of the remaining Directors.

Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms, during which, they may be removed from office, with or without cause, at any time with a majority vote of the remaining board members. At the conclusion of the initial one-year term, members of the Board of Directors shall serve until they elect to resign or are removed by a unanimous vote of the remaining Directors.

Each member of the Board of Directors shall attend all formal meetings of the Board. In the event a Director cannot attend, he/she shall review the minutes from the meeting and provide a written addendum to the minutes within forty-eight (48) hours.

### **Section 3. Regular and Annual Meetings**

An annual meeting of the Board of Directors shall be held in the month of July of each calendar year and at a time and location agreed upon by a majority of the Board of Directors. Notice of these meetings shall be sent to all members of the Board of Directors no less than seven (7) days, prior to the meeting date.

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the Chief Executive Officer or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meeting of the Board called by them.

### **Section 5. Notice**

Notice of any special meeting of the Board of Directors shall be given at least two (2) days in advance of the meeting by telephone, facsimile or electronic methods or by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

### **Section 6. Quorum**

The presence, in person or by telephone, of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of the members of the Board of 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 7. Forfeiture**

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 2 of this Article by September 1<sup>st</sup> shall automatically forfeit his or her seat on the Board. The Chief Executive Officer shall notify the Board Member in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 2 of this Article are not entitled to the procedure outlined in Section 14 of this Article in these Bylaws.

### **Section 8. Vacancies**

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors.

The members of the Board of Directors shall be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to all members of the Board of Directors at least two (2) weeks prior to the next meeting at which the election will be held.

### **Section 9. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

### **Section 10. Informal Action by Directors**

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the Directors following notice of the intended action to all members of the Board of Directors.

### **Section 11. Confidentiality**

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporation's purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, Directors may discuss the purposes and functions of the Corporation.

The Chief Executive Officer may require a Director to execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

### **Section 12. Advisory Council**

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

### **Section 13. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the Chief Executive Officer by reference to Robert's Rules of Order.

### **Section 14. Removal.**

Any member of the Board of Directors or members of the Advisory Council may be removed with or without cause, at any time, by a unanimous vote of the remaining members of the Board of Directors if, in their judgment, the best interest of the Corporation would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in Section 2 of this Article in these bylaws automatically forfeit their positions on the Board pursuant to Section 7 of this Article, and are not entitled to the removal procedure outlined in Section 14 of this Article.

## **ARTICLE V. OFFICERS**

The officers of this Board shall be the Chief Executive Officer, Chief Operating Officer, Chief Financial Officer and Chief Philanthropy Officer. All officers must have the status of active members of the Board.

### **Section 1. Chief Executive Officer**

The Chief Executive Officer shall preside at all meetings. The Chief Executive Officer shall include, but not be limited to:

- a. He/She shall preside at all meetings of the Board of Directors.
- b. He/She shall have general and active management of the business of this Board of Directors.
- c. He/She shall see that all suggestions of the Advisory Board are brought to the Board of Directors.
- d. He/She shall have general superintendence and direction of all other officers of the Corporation and see that their duties are properly performed.
- e. He/She shall have the power and duties usually vested in the office of the Chief Executive Officer.

### **Section 2. Chief Operating Officer**

The Chief Operating Officer shall be vested with all the powers and shall perform all the duties of the Chief Executive Officer during the absence of the latter. The Chief Operating Officer's duties include, but are not limited to:

- a. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose.
- b. He/She, in concert with the Chief Executive Officer, shall make the arrangements for all meetings of the Advisory Board, including the annual meeting of the organization.
- c. He/She shall send notices of all meetings to the members of the Advisory Board and shall take reservations for the meetings.
- d. He/She shall perform all official correspondence from the Board of Directors as may be prescribed by the Board of Directors or the Chief Executive Officer.

### **Section 3. Chief Philanthropy Officer**

The Chief Philanthropy Officer shall attend all meetings of the Board of Directors. The Chief Philanthropy Officer's duties include, but are not limited to:

- a. He/She shall organize and determine in concert with the Chief Executive Officer, the potential beneficiary 501(c)(3) organizations a minimum of three months prior to each fundraising event and present to the Officers for a unanimous vote.

- b. He/She shall organize the attendance of local and national related organizations at each event.
- c. He/She shall perform all official correspondence from the Board of Directors as may be prescribed by the Board of Directors or the Chief Executive Officer.

#### **Section 4. Chief Financial Officer**

The Chief Financial Officer's duties shall be:

- a. He/She shall accept submissions for approval of all expenditures of funds and proposed capital expenditures, by the Board of Directors and related parties.
- b. He/She shall present a complete and accurate report of the finances raised by this Board of Directors through ticket sales and individual donations at each meeting or at any other time upon request of the Board of Directors.
- c. He/She shall assist in direct audits of the funds of the Corporation according to funding source guidelines and generally accepted accounting principles.
- d. He/She shall perform such other duties as may be prescribed by Board of Directors or the Chief Executive Officer under whose supervision he/she shall be.

#### **Section 5. Election of Officers**

Any member of the Board of Directors who wishes to nominate a new Board Member shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Board of Directors or Advisory Board. The election may be held at that time, but shall occur at or before the next meeting of the Board of Directors. If elected, the nominee shall accept their position verbally or in writing within seven (7) days or the election shall be declared null and void. Those officers elected shall serve a term of one (1) year, commencing upon acceptance of the position. Officers of the Board of Directors shall be eligible to succeed themselves in their respective offices.

#### **Section 6. Removal of Officer**

With a unanimous vote, the Board of Directors may remove any member of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in the manner set forth in Article IV section 14, prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

## **ARTICLE VI. CONFLICT OF INTEREST AND COMPENSATION**

### **Section 1: Purpose**

The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **Section 2: Definitions**

a. Interested Person

Any director or advisory board member, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- i. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- ii. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. Substantial gifts or favors can be defined as having a fair-market monetary value greater than one-hundred (100) dollars unless agreed upon by majority of the board.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board decides that a conflict of interest exists.

## **Section 3. Procedures**

- a. Duty to Disclose. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall decide if a conflict of interest exists with a majority vote.
- c. Procedures for Addressing the Conflict of Interest



- i. An interested person may make a presentation at the governing board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - ii. The Chief Executive Officer shall, if appropriate, appoint a disinterested person to investigate alternatives to the proposed transaction or arrangement.
  - iii. After exercising due diligence, the governing board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflicts of Interest Policy
  - i. If the governing board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
  - ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action as voted upon unanimously by the disinterested board members.

#### **Section 4. Records of Proceedings**

The minutes of the governing board shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Section 5. Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

### **Section 6. Annual Statements**

Each director shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **Section 7. Periodic Reviews**

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Section VII of this article, the Corporation may, but need not, use outside advisors. If outside experts are used, as agreed upon by a majority vote of the board, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## **ARTICLE VII. INDEMNIFICATION**

### **Section 1. General**

To the full extent authorized under the laws of New York State, the Corporation shall indemnify any officer or former officer, or any person who may have served at the Corporation's request as a director or officer of another corporation (each of the foregoing directors, officers, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually

and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such director, officer, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

### **Section 2. Expenses**

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

### **Section 3. Insurance**

The Corporation may purchase and maintain insurance on behalf of any person who is or was a director against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

## **ARTICLE VIII. BOOKS AND RECORDS**

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors in excess of sixty (60) minutes time, unless such meetings less than sixty (60) minutes lead to decisions not insubstantial.

## **ARTICLE IX. AMENDMENTS**

### **Section 1. Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. All amendments of the Articles shall require the affirmative, unanimous vote of directors then in office.

### **Section 2. Bylaws**

The Board of Directors may amend these Bylaws by unanimous vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

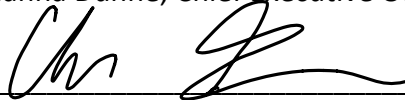
## **ADOPTION OF BYLAWS**

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ## preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 19<sup>th</sup> day of MARCH, 2018.



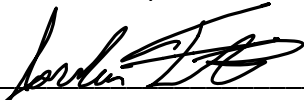
Deanna Dunne, Chief Executive Officer – Beyond Dope Productions, Inc.



Christopher Garfoli, Chief Operating Officer – Beyond Dope Productions, Inc.



Samantha Vulpis, Chief Financial Officer – Beyond Dope Productions, Inc.



Jordan Foster, Chief Philanthropy Officer – Beyond Dope Productions, Inc.