

BYLAWS OF COLEUS INC.

ARTICLE 1 Definitions

Section 1.01 Organization Name

“[The] Organization” (Also referred to as “[The] Corporation”, “Coleus Academy”, or “Coleus”) shall mean Coleus, Inc. as an entity, its successors, and its assigns.

Section 1.02 Board

“[The] Board” shall mean the acting Board of Directors of Coleus, Inc. “Director” (Also referred to as “Board member” or “Member of the board”) shall mean a sitting director on the acting Board of Directors.

Section 1.03 Meeting

A “Meeting” is an assembly of board members, officers, or committee members at which the designated quorum, defined in Article 7 Section 1 (“Quorum”), for that group is present. The provisions outlined in these Bylaws and which concern meetings (or actions to be taken at meetings) do not apply to assemblies that have not met a quorum. Meetings can be conducted via any form of communication wherein all participating directors may simultaneously hear each other during this meeting. Any director, committee member, or officer participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 1.04 Majority Vote

A “Majority Vote” implies that the vote occurs among a quorum of meeting members with voting power. A vote done at an assembly of members, directors, etc. that has not met quorum will not be considered valid under these Bylaws. The majority vote also only applies to those who hold voting power. If a person who does not hold voting power at a meeting is present, that person shall not be afforded a vote, and any vote by that person is not to be counted.

The number of votes needed to constitute a majority is equal to 51% of the total number of members on the board, regardless of the number of members present at a given meeting. For example, a quorum of three (3) voting members of a board totaling five (5) members will still require three (3) votes, i.e., the majority of five (5) members, to constitute a majority.

Section 1.05 Kentucky Revised Statutes

“KRS” shall function as an abbreviation for “Kentucky Revised Statutes,” which are the laws that govern the Commonwealth of Kentucky, United States.

ARTICLE 2

Purpose and Objectives

Section 2.01 Charitable, Educational, and Scientific Purposes

The purposes of the organization are exclusively charitable, educational, or scientific as defined by and under section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”).

Section 2.02 Mission

The specific mission of the organization shall be providing anyone and everyone with the tools to successfully navigate adulthood.

Section 2.03 Vision

The vision of the organization, or the pursuit of the organization’s mission, is an informed public equipped with compassion and versed in societal nuance.

ARTICLE 3

Nondiscrimination Policy

The organization will not practice or permit unlawful discrimination based on race, color, religion, sex, national origin, sexual orientation, gender identity, gender expression, ancestry, age, disability, veteran status, genetic information, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

ARTICLE 4

Indemnification

The organization shall, to the fullest extent permissible under KRS Chapter 273, indemnify each person who may serve or who has served as an officer, director, or employee of the organization against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which the individual may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which the individual shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and

further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors, and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article that adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time before such amendment or repeal unless such amendment or repeal was voted by or was made with the written consent of the indemnified person.

ARTICLE 5

Board of Directors

Section 5.01 General Powers of Directors

Subject to the provisions of Federal and Kentucky law, the board shall govern the organization and manage its business affairs and properties. The board shall have the authority to appoint, hire, and dismiss directors, including an Executive Director, as necessary to carry out the corporation's objectives as outlined in Article 2. Directors shall have the power to vote at board meetings; this power shall not be granted to anyone who is not a sitting director unless explicitly stated otherwise in these Bylaws. This voting power may be withheld in certain circumstances as described in these Bylaws or in the organization's Conflict of Interest Policy.

Section 5.02 Duties of Directors

Directors will be subject to and act in accordance with KRS Chapter 273.215 (Short title: "General standards for directors."). These actions must be done in good faith, on an informed basis, and in what the director determines to be in the organization's best interest.

Section 5.03 Number of Directors

The board shall consist of a minimum of three (3) and a maximum of eleven (11) total directors.

Section 5.04 Director Qualifications

All directors must be at least 18 years of age. Directors shall not have any non-exonerated conviction or be under federal or state investigation for the committing or suspected committing of a hate crime or a felony involving the endangerment or abuse of one or more children. No person not meeting these requirements may serve as a director or sit on the Coleus Board of Directors in any capacity or for any amount of time.

Section 5.05 Terms and Term Limits of Directors

Subsection 1. Term

Each director shall serve a 1-year term. Directors may serve a total of fifteen (15) terms. After a director's term expires, they may continue to serve if re-elected by a majority affirmative vote from the remaining Board. This re-election may occur no more than fourteen (14) times. Non-consecutive terms served by a director are counted the same as consecutive terms.

Subsection 2. Term Expiration Occurring Before the Annual Board Meeting

If a director's term expires within ninety (90) days prior to an Annual Board Meeting, the director may still choose to participate in the Annual Board Meeting. The director will be afforded all the powers, including voting, which are typically afforded to directors and shall not be excluded from any of the proceedings which would be available to any other non-officer and non-committee member directors.

The rights outlined in this provision (Article 5 Section 5 Subsection 2; "Term Expiration Occurring Before the Annual Board Meeting") shall be voided if the director is removed from the board before the Annual Board Meeting by way of a two-thirds vote by the remaining board members. The rights outlined in this provision will also not be guaranteed to board members whose term expires more than ninety (90) days before an Annual Board Meeting.

Subsection 3. Term Expiration Resulting in Unpermitted Number of Directors

If the expiration of a director's term will result in a number of Board members less than allowed by Article 5 Section 3 ("Number of Directors"), that director shall serve until a successor is elected.

Subsection 4. Initial Directors

The initial terms of the initial directors of Coleus shall expire at the first meeting at which directors are elected, appointed, or removed.

Section 5.06 Director Compensation

No member of the board shall receive any monetary compensation for their standard services as a director. Directors may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the corporation. Directors shall be entitled to receive reasonable fees for goods or services rendered to the organization in capacities other than those which are expected of all board members.

Section 5.07 Nomination, Election, and Appointment of Board Members

Candidates for board members can be nominated by any director or member of a committee that has been delegated this nomination power; this is provided the committee was granted this power by a majority vote by the board. To instate a nominated board member, the nomination must be raised and voted upon at a board meeting.

Upon a majority affirmative vote of the board members, the candidate will be granted director status after the adjournment of the meeting or upon an effective date determined by the board; this effective date can be no more than 12 months from the date of the meeting. A director can only be added if that person meets the qualifications outlined under Article 5 Section 4 (“Director Qualifications”) and if the addition of the director will not exceed the maximum allowed number of directors outlined under Article 5 Section 3 (“Number of Directors”).

Section 5.07 Resignation

Subsection 1. Procedure

A director may resign at any time by delivering written notice to the secretary or board of directors. A director may also resign via verbal announcement delivered at a board meeting, which shall be noted in the meeting minutes. Notice of resignation does not require a reason for resignation and shall be valid regardless of reasoning or circumstances (or lack thereof). The acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Subsection 2. Date of Effect

A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date. Once a resignation has gone into effect, the former board member shall no longer possess any voting powers, authorities, or other privileges associated with the director position.

Section 5.08 Removal of Board Members

A director who has (A) missed three or more consecutive meetings or (B) missed three or more consecutive Annual Board Meetings may be removed by a majority vote of the remaining board members. A director may be removed for any reason—with or without cause—by a vote of two-thirds of the remaining members. Any director found to have forged the signature or another form of written, digital, or verbal consent of another party will be immediately removed from the board. Board members shall lose all voting powers, authorities, and other privileges which are afforded to directors immediately upon their removal.

Section 5.09 Board Meetings

Subsection 1. Annual Board Meeting

A meeting during the year's first quarter (January 1 – March 31) shall be designated as the "Annual Board Meeting," at which formal annual business is conducted. Any deliberations that are required of the board as outlined in the Articles of Incorporation, these Bylaws, or Kentucky or Federal Law, shall be done at the Annual Board Meeting unless a special meeting of directors which occurred before the date of the Annual Board Meeting has been delegated for that purpose.

Subsection 2. Action without Meetings

Action required or permitted by KRS 273.161 to 273.390 to be taken at a board of directors meeting may be taken without a meeting if the action is taken by all members of the board. The action shall be evidenced by one (1) or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 5.10 Executive Committees

Subsection 1. Formation

The board of directors may appoint any committee it deems necessary to help fulfill its functions. A committee must include at least two (2) sitting members of the Coleus Board of Directors.

Subsection 2. Minutes

The committee shall delegate to one (1) of the members the responsibility for preparing minutes of the meetings. This member must either (A) be a sitting director on the Coleus Board of Directors or (B) provide a completed and accurate minutes document to one (1) or more of the committee members who also sit on the Coleus Board of Directors. Any committee minutes should be turned in to the secretary within five (5) days of the adjournment of said meeting.

Subsection 3. Dissolution

A committee shall be dissolved:

- (A) once the committee has expressly achieved the objectives it was formed to meet.
- (B) upon a majority vote of the board of directors for cause.

ARTICLE 6
Officers

Section 6.01 General Powers of Officers

Subsection 1. Authority

Each officer shall perform the duties and shall have the authorities outlined in these Bylaws or, to the extent consistent with these Bylaws, the duties and authorities prescribed by the board of directors or by direction of an officer authorized by the board of directors to prescribe the duties of other officers.

Section 2. Assistants

A duly appointed officer may appoint one (1) or more officers or assistant officers if those candidates meet the requirements outlined in these Bylaws and are authorized by the board of directors. These assistant officers are not considered to be officers nor awarded the same powers, authorities, etc. as officers unless determined appropriate by the board.

Subsection 3. Annual Board Meetings

All officers are to be invited to all Annual Board Meetings.

Section 6.02 General Duties of Officers

Officers will be subject to and act in accordance with KRS Chapter 273.229 (Short title: "Standards of conduct for officers."). These actions must be done in good faith, on an informed basis, and in what the director determines to be in the organization's best interest.

Section 6.03 Officer Positions

Subsection 1. Available Positions

At no point shall more than seven (7) officers be appointed at Coleus.

Subsection 2. Secretary

The organization shall have a designated secretary. This officer is responsible for preparing minutes of the directors' meetings and for authenticating records of the corporation. Any committee minutes should be turned in to the secretary within five (5) days of the adjournment of said meeting. The secretary is also tasked with providing notice for meetings and preparing agendas per Article 7.

Section 6.04 Officer Qualifications

Officers are subject to all the qualifications applied to directors, outlined in Article 5 Section 4 ("Director Qualifications"), and any which are outlined in these Bylaws or prescribed by the board of directors.

Section 6.05 Terms and Term Limits of Officers

Officers shall serve a term determined by the board of directors which is (A) no more than 3 years and (B) evenly divisible by 6 months. Officers may serve a total of fifteen (15) years or five (5) terms, whichever is greater. After an officer's term expires, it must be renewed by a majority affirmative vote from the board.

Section 6.06 Officer Compensation

The board may choose to compensate an officer position. Officers' salaries or compensation will be fixed from time to time by the board and an amount shall be determined before the appointment of an officer or renewal of an officer's term. Officers will not be prevented from being compensated by reason of the fact that the officer is also a director of the organization.

Section 6.07 Election and Appointment of Officers

The board of directors may choose to find potential officers in whichever way they see fit, including through nomination, open call/application, or other means. Once a candidate is chosen by a majority affirmative vote of the board members, the candidate will be offered officer status. This status can be granted upon the adjournment of the meeting or an effective date determined by the board; this effective date can be no more than 12 months from the date of the meeting.

Section 6.08 Removal of Officers

Any officer elected or appointed may be removed by the board of directors with a two-thirds vote whenever in their judgment the best interests of the corporation will be served thereby. If the officer has served in their position for less than 60 days, the board can elect to remove the officer with a simple majority vote.

ARTICLE 7

Meetings

Section 7.01 Quorum

If a quorum is present at any meeting, then a majority of all the eligible votes cast at the meeting, unless otherwise stated in these Bylaws, is sufficient to approve any matter properly brought before the meeting.

Subsection 1. Board of Directors Quorum

A quorum of directors shall be constituted by whichever of the following is greatest:

- (A) Four (4) less than the total number of sitting directors on the board
- (B) 65% of the total number of sitting directors on the board
- (C) Three (3) sitting directors

Subsection 2. Meeting of Officers Quorum

A majority of sitting officers shall constitute a quorum of officers.

Subsection 3. Committee Quorum

A quorum of committee members shall be constituted by whichever of the following is greatest:

- (A) A majority of committee members
- (B) Two (2) committee members

Section 7.02 Notice

Subsection 1. Delivery of Notice

Notice of an upcoming meeting (including date, time, location, and purpose of the meeting) may be given in writing, in person, by telephone, or by any other reasonable method. Oral notification must be recorded in the organization's minute records. Notice shall be given to all voting attendees who have been or are to be invited to the meeting by the specified deadline. Notice shall be provided to non-voting attendees with at least forty-eight (48) hours' notice.

Subsection 2. Regular Board Meetings

Board members shall receive at least fourteen (14) days' notice of regularly scheduled meetings, including the Annual Board Meeting. A tentative agenda of the meeting shall be delivered to board members with at least three (3) days' notice. Notice, as well as a physical or digital copy of the agenda, should be delivered by the secretary, or the secretary should confirm that notice was sent to each board member by this deadline. This includes

Subsection 3. Non-Emergency Special Board Meetings

Special meetings may be called by a minimum of two (2) directors or by the secretary and at least one other director. Any special meeting of the board must be preceded by at least fourteen (14) days' notice of the date, time, location, and purpose of the meeting unless. Notice should be delivered by the secretary or a director who is calling the special meeting, and the secretary should confirm that notice was sent to each board member by this deadline.

Subsection 4. Emergency Board Meetings

Emergency board meetings may be called by at least one (1) director and must be preceded by at least forty-eight (48) hours' notice of the date, time, location, and purpose of the meeting. An emergency meeting may only be called by a board member who has sat on the board for a minimum of 6 months. Quorum stipulations for voting still apply.

Subsection 5. Officer and Committee Meetings

Appropriate protocol for the delivery of meeting notices may be determined by the officers or by those sitting on the committee. This determination must be consistent with Subsection 1 and communicated to the secretary before implementation.

Subsection 6. Improper Notice

Unless they have waived the notice requirement, directors, officers, and committee members who did not receive proper notice of a meeting shall not be punished or held liable for not attending the meeting.

Subsection 7. Waiver of Notice

A director, officer, or committee member waives the notice requirement if that person attends or participates in the meeting unless a director attends for the express purpose of promptly objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE 8

Books and Records

Section 8.01 Record Keeping

The organization shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its board of directors, officers, and committees.

Section 8.02 Reports to be Made Publicly Available

In the interest of transparency, each year, the organization shall create and make public an Annual Report of the previous year's operations. A similar report will be created based on the minutes of the current year's Annual Board Meeting, which will have occurred in the first quarter. This report will give a general overview of any proceeding that would be useful to or in the best interest of the public to make available, as determined by the board of directors. Finally, a living document detailing any standing executive committees within the organization as well as their purpose will be prepared.

These reports will only include non-confidential information and may be abridged or redacted as necessary. The files shall be published digitally and publicly available on the organization's website. Each of these reports shall be made viewable by the end of the corresponding year's second quarter (June 30).

Other documents and reports may also be published on the organization's website, the organization's social media outlets, or via other means at the board's discretion or by the direction of a person authorized by the board of directors.

Section 8.03 Director's Right of Inspection

All books, minutes, and other records of the organization may be inspected and copied by any director, or the director's attorney, for any proper purpose in good faith at any reasonable time.

Section 8.04 Officer and Committee Members' Right of Inspection

Officers and committee members may be allowed to inspect and copy records as seen fit by the board of directors. These records may be abridged or redacted. The release of records must be approved by a majority vote of the board of directors and will be completed only if:

- (A) The member's demand is made in good faith and for a proper purpose;
- (B) The member describes with reasonable particularity the purpose and the records the member desires to inspect; and
- (C) The records are directly connected with this purpose.

Section 8.05 Policy for Inspection of Records by Non-Directors, Non-Officers, and Non-Committee Members

Except for what is outlined in Sections 8.03 and 8.04 and required by Federal law, KRS Chapter 273, and under section 501(c)(3) of the Internal Revenue Code, this organization guarantees no right to inspect or copy the corporation's books or records other than those which have been published by the organization to the public or submitted to public record. Board members, officers, committee members, volunteers, and other staff shall not distribute closed records without the approval of a majority vote of board members.

ARTICLE 9 **Miscellaneous**

Section 9.01 Fiscal Year

The corporation's fiscal year shall be from January 1 – December 31 until a fiscal year is established by the board.

Section 9.02 Bank Accounts, Checks, and Notes.

The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, acceptances, notes, and other orders for the payment of money, or other evidence of indebtedness.

Section 9.03 Dissolution of Organization

The Corporation may be dissolved only upon the adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with Kentucky law.

ARTICLE 10

Amendments to the Bylaws

These Bylaws may be amended, supplemented, or repealed by a two-thirds vote of the directors present at any meeting at which a quorum is present. Before directors may vote on an amendment to the Bylaws, notice must be given to directors of the proposed amendment at a prior meeting of the board, and no less than 30 days before the amendment is to be considered. These Bylaws shall become effective upon approval by the board of directors.

Effective

March 6, 2023

History

- (1) Created February 2023
- (2) Effective March 2023