

BYLAWS OF 2GETHER-INTERNATIONAL, INC.

This document contains the revised and modernized bylaws of 2Gether-International, Inc., updated for best practices applicable to small 501(c)(3) nonprofit organizations incorporated in Delaware. Changes emphasize board accountability, transparency, virtual meetings, fiscal oversight, and fairness and inclusivity principles.

ARTICLE I – NAME AND OFFICES

1. Name. The name of the corporation shall be 2Gether-International, Inc. (the “Corporation”).
2. Registered Office. The Corporation shall maintain a registered office in the State of Delaware as designated by the Board of Directors (the “Board”).
3. Other Offices. The Corporation may maintain additional offices within or outside Delaware as determined by the Board.

ARTICLE II – PURPOSES AND POWERS

1. Purpose. The Corporation is a nonprofit organized and operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code. Its mission is to advance disability pride, leadership, and inclusion through education, advocacy, and community development.
2. Powers. The Corporation may engage in all lawful activities consistent with its exempt purposes and may collaborate with other organizations to further its mission. No part of its income shall inure to the benefit of any private individual.

ARTICLE III – MEMBERSHIP

The Corporation shall have no voting members. The Corporation may establish non-voting membership categories for program participants, supporters, and community members as determined by the Board of Directors. Such non-voting members shall have no governance authority, which shall rest exclusively with the Board of Directors. The Board shall establish written procedures for admission to any non-voting membership category, including objective eligibility requirements, the application process, and the approval mechanism. Admission decisions shall be made by the Board or its designated committee within a reasonable time following application submission.

ARTICLE IV – BOARD OF DIRECTORS

1. Authority. The affairs of the Corporation shall be governed by its Board of Directors.
2. Number and Tenure. The Board shall consist of not fewer than three (3) and not more than fifteen (15) Directors. Each Director shall serve a term of three (3) years and may be re-elected for one additional consecutive term, for a maximum of six (6) years of continuous service. In extraordinary circumstances, the Board may extend a Director's eligibility for an additional term by a two-thirds vote of all Directors then in office, provided the reasons for such extension are documented in the meeting minutes.
3. Election. Directors shall be elected by a majority vote of the Board of Directors. In the event of a vacancy on the Board, the remaining Directors shall elect a replacement Director by majority vote to serve for the remainder of the unexpired term. Candidates proposed should reflect a need to ensure diversity and skill balance.

4. **Qualifications.** There are no specific qualifications required to serve as a Director, except that Directors must be at least 18 years of age and capable of fulfilling the fiduciary duties of the position. The Board shall seek to maintain diversity of background, experience, and perspective in its composition.
5. **Resignation or Removal.** Any Director may resign with written notice. A Director may be removed, with or without cause, by a two-thirds vote of the Board. "Cause" includes, but is not limited to, breach of fiduciary duty, violation of the conflict of interest policy, conduct detrimental to the Corporation's reputation or mission, or persistent non-attendance at Board meetings without reasonable excuse.
6. **Vacancies.** Any vacancy on the Board, whether arising from resignation, removal, death, incapacity, or an increase in the authorized number of Directors, shall be filled by a majority vote of the remaining Directors. A Director elected to fill a vacancy shall serve for the remainder of the unexpired term of their predecessor or, in the case of a newly created directorship, for a full term as specified in these Bylaws.
7. **Meetings.** The Board shall meet at least four (4) times annually. Special meetings may be called at any time by the Chair, the Secretary, or any three (3) Directors. Written notice of a special meeting shall be given at least two (2) days before the meeting by email, mail, or other written communication to each Director at their address of record, and shall state the purpose of the meeting. Meetings may be held in person or by electronic means allowing all participants to hear one another. Written notice shall be given at least seven (7) days before each regular meeting by email, mail, or other written communication to each Director at their address of record.
8. **Quorum and Voting.** A majority of Directors then in office constitutes a quorum. Decisions are made by majority vote unless otherwise specified. In case of a tie, the motion shall fail unless these Bylaws or Delaware law require a specific vote threshold. Directors may not vote by proxy and must be present (in person or via electronic means) to cast a vote.
9. **Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent may be executed and delivered by electronic transmission in accordance with 8 Del. C. 116.
10. **Compensation.** Directors shall serve without compensation but may be reimbursed for reasonable expenses.
11. **Expectations.** Each Director shall review board materials in advance, attend meetings regularly, and uphold fiduciary duties of care, loyalty, and obedience.
12. **Emergency Powers.** In the event of a public emergency, disaster, or other urgent circumstance that makes it impractical or impossible to convene a quorum of the Board within a reasonable time, the Chair (or, if unavailable, the Vice Chair or any two Directors acting jointly) may exercise emergency powers to protect the Corporation's assets, fulfill its obligations, and ensure continuity of critical operations. Any actions taken under emergency powers must be:
(a) reasonably necessary to address the emergency; (b) reported to the full Board within seven (7) days or as soon as practicable; and (c) subject to ratification by the Board at its next meeting. Emergency powers shall not include the authority to amend the Bylaws, Articles of Incorporation, or take any action requiring a supermajority vote under these Bylaws.

ARTICLE V – OFFICERS

1. Officers. The officers shall include a Chair, Vice Chair, Secretary, and Treasurer, and such additional officers as the Board may appoint.

2. Duties.

Chair. The Chair shall be elected from among the sitting Directors and shall preside at all Board meetings and represent the Corporation in external matters.

- Vice Chair: Acts in place of the Chair when absent and serves as the chair-designate.

- Secretary: Maintains minutes, records, and notices.

- Treasurer: Oversees finances and ensures accurate reporting.

3. Term and Election. Officers shall be elected by a majority vote of the Board for terms of two (2) years and may serve consecutive terms. No individual may serve as an officer unless they remain eligible to serve as a Director under Article IV.4. Executive Officer / CEO. The Board may appoint an Executive Officer or Chief Executive Officer ("CEO") responsible for day-to-day operations and management of the Corporation. The CEO shall have broad authority to:

- (a) hire, supervise, evaluate, and terminate employees and contractors;
- (b) enter into contracts and agreements in the ordinary course of business;
- (c) manage the Corporation's operations, programs, and activities consistent with the approved budget and strategic plan;
- (d) represent the Corporation in external matters;
- (e) establish operational policies and procedures; and
- (f) take any other action reasonably necessary to advance the Corporation's mission.

Notwithstanding the foregoing, the following actions require prior Board approval: (i) annual budget adoption and material budget amendments; (ii) contracts or expenditures exceeding \$50,000 individually or \$100,000 in the aggregate per fiscal year outside the approved budget; (iii) real property transactions; (iv) borrowing or incurring debt; (v) initiating or settling litigation; and (vi) material changes to employee benefits or compensation structures.

The CEO shall report regularly to the Board on the Corporation's operations, financial condition, and program outcomes. The Board shall review the CEO's performance and compensation annually, with the CEO recused from such discussions. The CEO serves at the pleasure of the Board and may be removed by majority vote.

ARTICLE VI – COMMITTEES

1. The Board may establish standing or ad-hoc committees (e.g., Executive, Finance, Governance, Development). Committees exercising board powers must consist solely of Directors and include at least two (2) members. Such committees may exercise the authority of the Board as specifically delegated by resolution, except that no committee may: (a) amend the Bylaws; (b) elect or remove Directors or officers; (c) approve dissolution, merger, or sale of substantially all assets; (d) amend the Articles of Incorporation; or (e) take any action requiring Board approval under Delaware law or these Bylaws. All committee actions are subject to Board review and oversight.

2. Advisory committees that do not exercise board powers may include non-Directors. All committees shall maintain written minutes of their meetings and report regularly to the Board.

ARTICLE VII – INDEMNIFICATION

The Corporation shall indemnify its Directors, officers, employees, and agents to the fullest extent permitted under Delaware law, provided such individual acted in good faith and in a manner reasonably believed to be in the best interest of the Corporation. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation 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 to indemnify such person against such liability under this Article or Delaware law.

The indemnification and insurance provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or insurance may be entitled under any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

The indemnification provided by this Article shall be deemed to be a contract between the Corporation and each Director, officer, employee, and agent who serves in such capacity at any time while this Article is in effect, and no amendment or repeal of this Article shall affect any rights or obligations then existing with respect to any state of facts then existing or any proceeding then pending or threatened, unless otherwise expressly provided in such amendment or repeal with the written consent of the affected individual.

ARTICLE VIII – ADMINISTRATION

1. Books and Records. The Corporation shall maintain accurate books, minutes, and records available for inspection by Directors and regulators.
2. Fiscal Year. The fiscal year shall run from January 1 to December 31.
3. Conflict of Interest. The Board shall maintain a written conflict of interest policy, requiring annual disclosures and recusal where appropriate.
4. Whistleblower Protection. The Corporation shall protect any person who reports misconduct in good faith from retaliation.
5. Non-Discrimination. The Corporation prohibits discrimination based on disability, race, color, religion, sex, sexual orientation, gender identity, national origin, age, or any protected status.
6. Transparency. Annual financial statements and IRS Form 990 shall be made publicly available as required by law.

7. Document Retention. The Corporation shall maintain a written document retention and destruction policy that complies with applicable federal and state law. At minimum, the Corporation shall permanently retain: Articles of Incorporation, Bylaws, Board minutes and resolutions, IRS determination letters, and audited financial statements. Tax records and supporting documents shall be retained for at least seven (7) years. The policy shall designate

an individual responsible for administration and shall include procedures for the destruction of documents whose retention period has expired.

ARTICLE IX – ELECTRONIC SIGNATURES AND TRANSACTIONS

The Corporation authorizes the use of electronic signatures, electronic records, and electronic transactions for all purposes and in connection with all matters to the fullest extent permitted by law, including but not limited to the Delaware Uniform Electronic Transactions Act (6 Del. C. 12A-101 et seq.). Any document, consent, resolution, contract, or other record requiring a signature may be executed and delivered electronically with the same legal effect as if executed with a handwritten signature. Directors, officers, employees, and agents may conduct Corporation business through electronic means, and such electronic communications shall constitute valid notice and proper documentation when consistent with these Bylaws and applicable law.

ARTICLE X - AMENDMENTS

1. These Bylaws may be amended or repealed by a two-thirds vote of the Directors present at any meeting where a quorum is established, provided written notice of the proposed amendment was given at least seven (7) days in advance.
2. Amendments must remain consistent with the Articles of Incorporation and applicable law.

CERTIFICATION

These revised Bylaws were approved by the Board of Directors of 2Gether-International, Inc. on Tuesday, February 10, 2026 and supersede all prior versions.

Vincent Randazzo

[Vincent Randazzo \(May 1, 2026 16:06:42 EDT\)](#)

Chair of the Board

Brian Evans

[Brian Evans \(May 2, 2026 10:32:06 EDT\)](#)

Secretary