



AMENDED AND RESTATED BYLAWS



GLOBAL PAINT FOR CHARITY
www.GLOBALPAINTS.ORG info@globalpaints.org

Mission: Is to recover leftover paint from businesses and residences, reprocess it and donate it to vulnerable individuals and families in developing countries around the world.

PO BOX 48855, Atlanta GA 30362 | 855-853-7772 | www.globalpaints.org





AMENDED AND RESTATED BYLAWS
OF

GLOBAL PAINT FOR CHARITY, INC.

Adopted _____, 2017

Name and Seal

The name of this non-profit Corporation shall be Global Paint for Charity, Inc. (the "Corporation").

Purpose

The Corporation is a charitable based service established in 2010, with the specific purpose of changing lives and protecting the environment by collecting, processing and providing leftover paint to vulnerable populations around the world. Our Mission is to recover leftover paint from businesses and residences, reprocess it and distribute it to vulnerable individuals, ~~and~~ families and entities such as schools in developing countries around the world. Our vision is to give each person/homeowner in developing countries we serve the opportunity to enjoy the beauty of their shelter/home through every gallon of recycled paint. Through our efforts, we hope to change lives and transform communities throughout the world.

This Corporation has been organized exclusively for charitable, religious, educational, literary, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of its charitable purposes. No directors, officer, or other private person shall be entitled to share in distributions of any of the corporate assets upon dissolution of the Corporation. No part of the activities of the Corporation shall be the dissemination of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Amended and Restated Bylaws ("Bylaws"), the Corporation shall not conduct any activities not permitted to be conducted (a) by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law; the "Code") and its related Treasury Regulations, as they now exist or as they may hereafter be amended, or (b) by a corporation to which contributions are deductible under Code Section 170(c)(2) and its related Treasury Regulations, as they now exist or as they may hereafter be amended.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942.

The Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d).





The Corporation shall not retain any excess business holdings as defined in Code Section 4943(c).

The Corporation shall not make any investments in such manner as to subject it to tax under Code Section 4944.

The Corporation shall not make any taxable expenditures as defined in Code Section 4945(d).

The Corporation shall not discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

Location

The Corporation's principal office mailing address shall be PO Box 48855, Atlanta, GA 30362, or at such other place or places as may hereafter be designated by the Board.

Directors

Number, Authority and Election of Directors. The property, business, and affairs of the Corporation shall be managed by a Board of Directors (the "**Board**") consisting of at least one (1), but not more than fifteen (15), Directors; provided, however, the Board shall be ~~three~~ authorized from time to time to otherwise fix or change the size of the Board. Except for the members of the initial Board of Directors, Directors shall be elected every three years at the regular meeting of the Board of Directors for the fiscal year; provided, however, Directors may be elected at other times as well in the discretion of the Board. Directors shall be elected by a majority vote of all members of the Board of Directors serving at such time; cumulative voting shall not be in effect. The director who is being voted on for election shall not participate in the vote. ~~Each Director shall serve for a term of three years and until his/her successor shall have been duly elected and qualified or, if earlier, until his/her death, resignation, or removal. Except for the President, in no event shall any director serve for more than four (4) successive three year terms.~~

Term of Office. ~~The members of the Board shall serve staggered terms to ensure continuity in board service from year to year.~~ The members of the initial Board of Directors shall consist of the following individuals, each of whom shall serve for a term beginning on the date ~~on which the Corporation was chartered~~ these Bylaws were adopted and ending on the date indicated next to his/her name below, and until his/her successor shall have been duly elected and qualified or, if earlier, until his/her death, resignation, retirement, disqualification, or removal:

| Director | Term Expires |
|-------------------------------|---------------|
| (1) Rony Delgarde (President) | December 2019 |
| (2) Cliff Stanford | December 2019 |
| (3) James Tompkins | December 2018 |





(4) Ted Williams

December 2018

(5) Thomas Gregory

December 2017

Thereafter, each Director shall serve for a term of three years and until his/her successor shall have been duly elected and qualified or, if earlier, until his/her death, resignation, retirement, disqualification, or removal. The term of office of each director shall commence upon the adjournment of the annual meeting at which such director is elected. Except for the President, in no event shall any director serve for more than four (4) successive three-year terms.

Managers, Administrators, and Agents. The Directors shall be authorized to employ and compensate, out of the income or capital or both of the Corporation and in such amounts as the Directors shall deem advisable, persons deemed by the Directors appropriate to advise or assist in the proper management or administration of the Corporation, including, but not limited to, agents (including investment advisors and property managers), accountants, brokers, attorneys-at-law, attorneys-in-fact, investment brokers, rental agents, realtors, appraisers, and tax specialists (referred to herein as an "**Agent**"); and to delegate to such Agent any powers or duties of the Directors, even though the delegated function is not ministerial in nature, including, but not limited to, authority to make discretionary investment decisions; and to do so without liability for any neglect, omission, misconduct, or default by the Agent(s), provided such Agent was selected and retained with due care on the part of the Directors. One, more, or all Directors, as well as any law firm, accounting firm, and/or other organization of which any Director may be a member or otherwise may be associated, shall be authorized to serve as an Agent and in such capacity as Agent shall be entitled to receive reasonable compensation from the Corporation for all services provided by such Agent to the Corporation.

Meetings. The Board of Directors shall hold meetings at such place or places as it may from time to time determine; provided, however, the Board shall meet at least once per year. Special meetings of the Board may be called by the President or the Chair of the Board or by written request to the Board Chair of two Directors. Notice of the date, time, and place of meetings of Directors shall be given in writing, delivered personally, or ~~by~~ by telephone or electronic communications by the Secretary or an Assistant Secretary of the Corporation to each Director at least forty-eight hours prior to a special meeting and at least ten days prior to an annual meeting unless any such notice is waived. In accordance with the Georgia Nonprofit Corporation Code, a director may waive notice in one of two ways: (1) in writing or by electronic transmission, signed by the Director entitled to notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate, or (2) through the director's attendance at or participation in a meeting, unless the Director at the beginning of the meeting (or promptly upon his or her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Quorum and Required Vote. At each meeting of the Board, the presence of a majority of the full number of Directors then serving shall constitute a quorum sufficient for the transaction of business. Except as otherwise specifically provided by these Bylaws, any action of a majority of the Directors present at a meeting at which a quorum is present shall be the official act of the Board.





Action By Written Consent. Notwithstanding any provision of these Bylaws to the contrary, in accordance with the Georgia Nonprofit Corporation Code, any action required to be, or which may be, taken at a meeting of the Board or any committee thereof may be taken without a meeting if a majority of all Directors or a majority of all committee members, respectively, consent thereto in a writing setting forth the action so taken, and the writing is filed with the minutes of the proceedings of the Board or the particular committee. Such consent shall have the same force and effect as a majority vote of the Board or committee.

Adjournments. A meeting of the Board, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

Conference Telephone Meeting. Unless the Articles of Incorporation or these Bylaws provide otherwise, Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting simultaneously may hear each other. Participation in the meeting by such means shall constitute presence in person at the meeting.

Compensation and Expenses of Directors. Except as provided in Section 3 of this Article IV, Directors of the Corporation shall receive no compensation for their services as Directors, but may be reimbursed for their out-of-pocket expenses incurred in carrying out the business and affairs of the Corporation and in attending meetings of the Board of Directors and its committees.

Resignation. Any Director of the Corporation may, at any time, resign as a Director by giving, in writing, notice of resignation to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of receipt thereof. No action by the Board shall be necessary to cause a resignation to be effective.

Removal of Directors. Any Director of the Corporation elected by the Board may be removed at any time, with or without cause, by an affirmative vote of two-thirds (2/3) of the vote of all then serving Directors.

Vacancies. Any vacancy occurring on the Board, whether due to death, resignation, removal, disqualification, or otherwise, shall be filled by a majority vote of the affirmative vote of a majority of the remaining Directors, even if the remaining Directors constitute less than a quorum, at the next following Board meeting. If the number of directors at any time is increased by action of the Board, the additional directors may be elected by a majority of the Directors in office at the time of the increase.

Officers

Number and Election of Officers. The officers of the Corporation shall be elected by the Board of Directors annually at its regular annual meeting. The officers of the Corporation shall be a Chairperson of the Board, a President, a Secretary, and a Treasurer. Any two or more offices may be held by the same person. There may be, in addition, such other officers as may be appointed from time to time by resolution of the Board. Any person may hold one or more offices of the Corporation simultaneously.





Chairperson of the Board. The Chairperson of the Board, if any when such an officer exists, shall, if present, preside at all meetings of the Board and exercise and perform such other duties and powers as may be from time to time assigned by the Board.

President. The President shall be the chief executive officer of the Corporation; shall coordinate and supervise all activities of the Corporation; shall sign checks in the absence of the Treasurer; shall be responsible for the day-to-day operations of the Corporation; and shall perform such further duties which usually pertain to the office of President and/or as may be delegated by the Board from time to time.

Secretary. The Secretary shall act as secretary of and keep the minutes of all meetings of the Board. The Secretary shall ascertain that all notices are duly given in accordance with law, shall have charge of the books, records, and papers of the Corporation and shall see that all reports, statements, and other documents and records required by law are properly executed, kept, and filed. The Secretary shall have responsibility for authenticating records of the Corporation. The Secretary shall perform such further duties that usually pertain to the office of Secretary and/or as may be delegated by the Board from time to time.

Treasurer. The Treasurer shall be the chief financial and accounting officer of the Corporation and shall have charge and custody of the funds and other assets of the Corporation. The Treasurer shall be responsible for the keeping of correct and adequate records of all financial affairs of the Corporation. The Treasurer shall perform such further duties which usually pertain to the office of Treasurer and/or as may be delegated by the Board from time to time.

Term of Office. Each officer shall serve for a period as designated by the board and until his/her successor is duly elected and qualified or, if earlier, until his/her death, resignation, or removal.

Compensation of Officers. All officers may receive reasonable compensation as may be authorized by the Board of Directors and they may be reimbursed for their out-of-pocket expenses incurred in carrying out the business and affairs of the Corporation.

Resignation of Director or Officer. ~~Any Director or Officer of the Corporation may, at any time, resign as a Director or Officer by giving, in writing, notice of resignation to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of receipt thereof. No action by the Board shall be necessary to cause a resignation to be effective.~~

Removal of Officer. ~~Any officer of the Corporation may be removed at any time, with or without cause, from his/her respective position by a resolution duly adopted by a majority vote of the then serving Directors.~~

Vacancies. ~~Each vacancy in a~~Any vacancy in any office, whether due to death, resignation, removal, disqualification or otherwise, corporate office shall be filled by a majority vote of the Board of Directors at its next following meeting.

Vacancies

Removal of Director. ~~Any Director of the Corporation elected by the Board may be removed at any time, with~~





~~or without cause, by an affirmative vote of two thirds (2/3) of the vote of all then serving Directors.~~

~~Removal of Officer. Any officer of the Corporation may be removed at any time, with or without cause, from his/her respective position by a resolution duly adopted by a majority vote of the then serving Directors.~~

~~Resignation of Director or Officer. Any Director or officer of the Corporation may, at any time, resign as a Director or officer by giving, in writing, notice of resignation to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of receipt thereof. No action by the Board shall be necessary to cause a resignation to be effective.~~

~~Election of Replacement Director or Officer. Each vacancy in a corporate office shall be filled by a majority vote of the Board of Directors at its next following meeting. Any vacancy in the Board of Directors shall be filled as provided above in these Bylaws.~~

Contracts, Loans, Checks, Drafts, Deposits, Etc.

Loans and Advances. To the extent permitted by law, and except as otherwise determined by the Board, the President, acting jointly with either the Secretary or the Treasurer of the Corporation, may effect loans and advances at any time for the Corporation from any bank, trust company, or other institution, or from any firm, corporation, or individual, and for such loans or advances that may be made, execute and deliver promissory notes, or other obligations of the Corporation, and may pledge, hypothecate, or transfer any securities or other property of the Corporation as security for any such loans or advances.

Expenditures. Except as otherwise determined by the Board, all checks, drafts, and other orders for the payment of moneys out of the funds of the Corporation shall be signed on behalf of the Corporation by the President of the Corporation or the Treasurer of the Corporation.

Bank Accounts. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select or as may be selected by any officer or agent of the Corporation to whom such power may, from time to time, be delegated by the Board; and, for the purpose of such deposit, any officer, agent, or employee of the Corporation to whom such power may be delegated by the Board may endorse, assign, and deliver checks, drafts, and other orders for the payment of moneys which are payable to the order of the Corporation.

Committees

Committees of the Board. By resolution adopted by a majority of the full Board, the Board may designate from among its directors an audit committee (the "Audit Committee"), consisting of three or more directors, which shall include the Treasurer, who shall chair the Audit Committee, and a nomination/governance committee which shall consist of three or more directors. By resolution adopted by a majority of directors present at a meeting at which a quorum is present, the Board may designate from among its directors one or more other committees, each consisting of three or more directors. Except as prohibited by law, each committee shall have the authority as set forth in the resolution establishing said committee. Pursuant to Section 14-3-801(d) of the

Commented [A&B1]: Is this required? If so I suppose we would need to elect Tom Gregory as Treasurer if he is comfortable with that.

Commented [A&B2R1]: This provision is not required. However, note that the Bylaws currently indicate that the Treasurer is to be the CFO. Per the annual registration that Mr. Delgarde just filed, Tom is listed as the CFO, so he would be the treasurer.





Georgia Nonprofit Corporation Code, to the extent the Board so delegates its duties and responsibilities, the Board shall be relieved to that extent from such duties and responsibilities. Each committee shall have a committee chair designated by the Board. Meetings of the committees may be called by the committee chair or by the Chairperson and notice of the time and place of such meeting shall be given to each member of such committee at least two days before the meeting.

~~The Board may appoint standing and ad hoc committees composed of Directors and/or other interested parties to perform such functions as, to the extent authorized by law, may be determined by the Board. Notice. Any notice required by these Bylaws may be given by mail, electronic mail, or telephone.~~

Fiscal Year

The fiscal year of the Corporation shall commence on January 1 and end on December 31 of each year.

The Board may appoint advisors to provide expert counsel on matters related to the purpose of the Corporation, as well as on legal, financial and other matters. Persons so appointed shall serve terms as determined by the Board.

Distribution of Assets Upon Dissolution

In the event the Corporation shall be dissolved, all assets, funds, and proceeds of the Corporation, after the payment of all debts and obligations of the Corporation, shall be distributed for charitable or public purposes as provided in the Articles of Incorporation. Assets held by the Corporation upon condition requiring return, transfer, or conveyance to a particular person or entity upon the Corporation's dissolution shall be returned, transferred, or conveyed in accordance with such requirements.

Indemnification

The Corporation's Directors, officers, employees, and agents shall be entitled to the broadest indemnification authorized and permitted by Part 5, Section 14-3-850, et seq., of the Georgia Nonprofit Corporation Code, or any act amending, supplementing, or substituting therefor, which provisions are incorporated into these Bylaws by this reference.

Director or Officer Conflicts of Interest

The Board shall adopt and maintain a policy with respect to the existence of or potential for conflicts of interest on the part of directors, officers, and employees of the Corporation, shall publish such policy to its directors, officers and employees in a manner deemed appropriate by the President and Chief Executive





Officer and shall monitor compliance with such policy (including the granting of waivers in the manner contemplated by such policy as the Board may from time to time deem appropriate). Any such policy shall at all times be subject to the mandatory provisions of the Nonprofit Corporation Code.

Amendments

These Bylaws may be amended, altered, or repealed, in whole or in part, at any regular or special meeting of the Board, duly called and held, upon two-thirds vote of the Directors; provided, however, that any provision of these Bylaws requiring an affirmative vote of more than two-thirds of all of the directors then in office may be amended only by the vote required by such provision.

Miscellaneous

Acceptance of Contributions. The Members of the Board or any officer or officers or agent or agents of the Corporation to whom such authority may be delegated by the Board may accept on behalf of the Corporation any contribution, gift, or bequest for general purposes or for any special purpose within the exempt purposes of the Corporation.

Voting Securities of Other Entities. Except as may be otherwise directed by the Board, any security issued by any other corporation or entity and owned or controlled by the Corporation may be voted, and all rights and powers incident to the ownership of such securities, including without limitation execution of any consent of shareholders or other consents in respect thereof, may be exercised on behalf of the Corporation by the President, who may in his/her discretion delegate any of the foregoing powers by executing proxies or otherwise. The Board may from time to time confer like powers on any person or persons.

