

AMENDED BYLAWS

OF

THE STANDARD CELEBRATION SOCIETY

Adopted: January 26, 2021

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Bylaws of the Standard Celeration Society (Proposed)

ARTICLE I. NAME OF ORGANIZATION

Section 1. Name of Organization

The name of the corporation is the Standard Celeration Society (SCS). Hereinafter within this document, the Standard Celeration Society shall also be referred to as the Corporation

ARTICLE II. CORPORATE PURPOSE

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

The specific purpose of this corporation is to create a formal and informal gathering place for members and guests, (2) host and share informational content about Precision Teaching and Standard Celeration Charting, and (3) provide educational sequences on topics that attract new members and add value to existing ones.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

The membership of the Standard Celeration Society is open to anyone who requests membership and pays the dues set by the corporation. The Corporation shall set the dues and fees structure, schedules for payment of dues, and reserves the right to add additional qualifications for membership.

Section 2. Categories of Membership

Membership categories shall include: Life Members, Sustaining Members, Full Members, and Student Members. Student members shall be entitled to a reduced membership fee, contingent upon common and accepted proof of status as a student. The Board of Directors, hereinafter referred to as the Board, shall determine the dues for each category of membership and shall reserve the right to change the dues as well as the number and structure of membership categories.

Section 3. Annual Dues

Only persons who pay dues, as set by the board shall become members. All dues shall be fair and reasonable, and their prices made known to prospective or renewing members. The board shall vote on the amounts of dues, or increases in dues, at its periodic meetings.

Section 4. Resignation and Termination

Any member may resign by filing a written resignation with the Corporation. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member may be suspended or removed by the board for serious misconduct which adversely affects the interests or reputation of the corporation including but not limited to consistently violating the values promoted by the organization.

ARTICLE IV. MEETINGS OF MEMBERS

Section 1. Annual Meetings

An annual meeting of the members shall take place in the month of November, the specific date, time, and location of which will be designated by the Chair. At the annual meeting, the members in attendance shall vote on any matters for which proper notice was given. The failure to hold an Annual Meeting does not affect the validity of any corporate action.

Section 2. Special Meetings

Special meetings may be called by a simple majority of the board. A petition signed by five percent (5%) of voting members may also call a special meeting.

Section 3. Notice of Meetings

Notice of each meeting shall be given to the members of the Corporation, in writing, not fewer than two weeks prior to such meeting. For the purposes of this Article, "in writing" shall include electronic transmissions, including email.

Section 4. Quorum

A quorum for a meeting of the members shall consist of at least twenty percent (20) % of the membership.

Section 5. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. The voting requirement for amendments to Bylaws and the Articles of Incorporation is provided in Article X of these Bylaws.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Duties of the Board

The board will establish the Corporation's policies and procedures and review and change them as necessary, oversee its programs, appoint, or employ and supervise its executive director, authorize its expenditures, oversee its financial affairs, and ensure the proper management and use of its assets and property. The board must also ensure that the corporation properly employs the necessary corporate formalities to make its decisions, that it prepares and submits all required state and federal reports, and that it operates in compliance with relevant state and federal laws. Board members must diligently prepare for, attend, and participate in the meetings of the board and any board committees as needed, in order to carry out these tasks. The board must meet at least four times per year and shall strive to do this by meeting at least once each quarter of the year. The role of the board does not include direct management or conduct of the daily operations of the organization.

Section 2. Qualifications of the Board of Directors

Nominees for positions on the board must have demonstrated a commitment to the mission and purposes of the Corporation and must have expertise in areas relevant to the needs of the organization. Nominees should have knowledge about the history of the Standard Celeration Chart and Precision Teaching, exhibit a commitment to the growth and development of the Standard Celeration Chart and Precision Teaching, a reputation as a thought leader or important contributors in one or more areas of Precision Teaching or the application of the Standard Celeration Chart, experience with long-term planning and strategic decision-making, and strong professional networks in the larger Standard Celeration Charting and Precision Teaching community and related fields and organizations. Nominees must all be members in good standing of their national/regional community and must have indicated a willingness to serve if elected. The board may outline further qualifications for board nominees.

Section 3. Nominations and Elections

In years requiring elections for the board, nominations for board members shall be submitted by members in writing to the Nominations Review Committee not less than 60 days prior to the October election. The Nominations Review Committee shall be comprised of three members including one board member, the executive director, and one appointed member from the sustaining or regular membership categories. At least one member of the committee must be an individual from a marginalized group or underserved population including but not limited to, black, indigenous, and people of color. The Nominations Review Committee will review the nominations to ensure they meet the board qualifications and notify the candidates of their nomination status by early August of each election year. Once finalized, the slate of candidates will be shared with the membership. The nominees will have an opportunity to prepare a written statement to be shared with the membership. The vote will be held electronically during the

month of October and election results will be shared within 24 hours of the close of voting with the candidates and the entire membership.

Section 4. Number, Tenure, Requirements

The number of board members shall be fixed from time-to-time by the board but shall consist of no less than five (5) nor more than fifteen (15) including the Chairperson of the Board and the Secretary of the Board.

The members of the board 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 must be approved by a majority vote of the members present and voting.

No two members of the board related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the board at the same time.

No two members of the board employed by the same legal entity may serve on the board at the same time.

Each member of the board shall be a member of the Corporation whose membership dues are paid in full and shall hold office for a three-year term. An elected board member may serve no more than two consecutive terms but may serve an unlimited number of total terms.

Board member's terms shall be staggered so that approximately half of the board members will end their terms in any given year.

Each member of the board shall attend at least seventy-five percent of the meetings of the board per year.

Section 5. Appointed Board Member

An additional member of the board may be appointed by the elected board members at their discretion and will serve a one year term. The appointed board member does not have to meet membership and volunteer experience requirements of the elected board members. The appointed member is selected due to their skills and qualifications matching one or more strategic goals identified by the elected board members. An appointed board member shall serve a one year term but may serve an unlimited number of total terms.

Section 6. Regular and Annual Meetings

An annual meeting of the board shall be held at a time and day in the month of November of each calendar year and at a location designated by the board. The board shall have regular meetings at least four times per year. Notice of these meetings shall be sent to all members of the board no less than ten (10) days, prior to the meeting date. A virtual meeting will fulfil the requirements of this section.

Section 7. Special Meetings

Special meetings of the board may be called by or at the request of the Chairman of the Board or any two members of the board. The person or persons authorized to call special meetings of the board may fix any location, as the place for holding any special meeting of the board called by them. A virtual meeting will fulfil the requirements of this section.

Section 8. Notice

Notice of any special meeting of the board shall be given at least two (2) days in advance of the meeting by telephone, facsimile, or electronic methods or by written notice. Any board member may waive notice of any meeting. The attendance of a board member at any meeting shall constitute a waiver of notice of such meeting, except where a board member 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 need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 9. Decision-Making and Voting

All decisions require a clearly stated motion, a second, and a vote that must be recorded in the written minutes. Each member of the board will have one vote. At the request of any board member, the names will be recorded in the minutes of each board member who voted for, voted against, or abstained on a particular motion.

The members of the board must diligently and conscientiously attempt to make decisions by consensus and give careful consideration to minority views. When a consensus apparently cannot be achieved, any board member may request that a vote be taken. The affirmative vote of at least a majority of all of the members of the board in office, is necessary and sufficient to make a decision of the board unless a greater proportion is required by law or by these Bylaws. An abstention counts as part of the total number of votes cast and does not reduce the number of affirmative votes required to pass a motion.

Section 10. No Proxy Voting

No proxy voting is allowed at any meeting of the board or as part of reaching any decision of the board.

Section 11. Quorum

The presence, in person of a majority of current members of the board shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the board present at a meeting at which a quorum is present shall be the act of the board, unless the act of a greater number is required by law or by these Bylaws.

Section 12. Vacancies

Whenever any vacancy occurs in the board it shall be filled by a membership vote if there is more than six months remaining on the departing board member's term. If there is less than six months remaining on the departing members term the remaining members will continue to serve without a replacement board member until the next scheduled election. If a membership vote is required due to a vacancy on the board, the procedure in Section 3 of this Article shall be followed for the vacancy to be filled in a timely manner. For the purposes of filling a vacancy on the board, the election may occur in any calendar month.

Section 13. Compensation

Members of the board shall not receive any compensation for their services.

Section 14. Informal Action by Board Members

Any action required by law to be taken at a meeting of the board, or any action which may be taken at a meeting of board, 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 members of the board following notice of the intended action to all members of the board.

Section 15. Confidentiality

Board Members 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 Corporations' purposes or can reasonably be expected to benefit the Corporation. Board members shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties. Without limiting the foregoing, board members may discuss upcoming fundraisers and the purposes and functions of the Corporation, including but not limited to accounts on deposit in financial institutions.

Each board member shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the board.

Section 16. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the board 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. No vote on new members of the Advisory Council, shall be held unless a quorum of the board is present as provided in Section 11 of this Article.

Members of the Advisory Council shall possess the desire to 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 17. Parliamentary Procedure

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

Section 18. Removal.

Any member of the board or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the board if in their judgment the best interest of the Corporation would be served thereby. Each member of the board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

ARTICLE VI. CORPORATE STAFF

Section 1. Executive Director

The board may appoint or hire an Executive Director, whether paid or unpaid, who shall serve at the will of the board. The Executive Director shall have immediate and overall supervision of the operations of the Corporation, and shall direct the day-to-day business of the Corporation, maintain the properties of the Corporation, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the board. No officer, Committee member or member of the board may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the board meetings as shall be required by the board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the board or Advisory Council. The Executive Director may be hired at any meeting of the board by a majority vote and shall serve until removed by the board upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the board directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

The Executive Director and any current member of the board cannot be employed by the same legal entity.

Section 2. Other Staff

The board may employ other staff, whether paid or unpaid, to perform and conduct the programs and activities of the Corporation.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

The Executive Director with the approval of the board may create committees as needed to further the purpose of the Corporation.

Section 2. Committee Members

The Executive Director appoints all Vice Presidents for the committees. The term of office of a Vice President of a committee will continue until his or her successor is appointed unless the committee is terminated, the member resigns or is removed from the committee, or the member ceases to qualify as a member of the committee. The board will approve the job descriptions of the committee members

ARTICLE VIII. – MISCELLANEOUS PROVISIONS

Section 1: Compensation of Board members

No member of the board will receive any compensation for fulfilling the responsibilities of a member of the board as defined in these Bylaws. However, the corporation may pay compensation to members of the board for other services performed as employees or independent contractors as long as the required rules for conflicts of interest are followed. Members of the board and their relatives who receive regular compensation from the corporation must always constitute less than a majority of the board. Members of the board may be given reimbursement for actual expenses incurred in the course of fulfilling their responsibilities, subject to board approval.

Section 2: Conflict of Interest

A conflict of interest is always present whenever the corporation pays money or other compensation, or provides any tangible benefits, to a member of the board or to a board member's family. All transactions involving conflicts of interest must be approved using the following procedures: 1) conflict-of-interest transactions must be approved by the full board; they cannot be approved by the Chairman of the Board, Executive Director, or other staff. 2) Board members who have a conflict of interest in any matter must a) declare the existence of any direct or indirect conflict of interest, b) disclose the details of the proposed transaction on the record, c) abstain from voting on that matter and d) leave the room where the vote is to take place, until the votes have been counted. The minutes must record this to show that it was done. 3) The rest of the board must analyze the transaction and sufficient information to ensure that all transactions involving a conflict of interest are fair to the corporation and that no special benefits are being given to any person. The information relied upon by the board, and its source, must be recorded in the minutes. 4) All conflict-of-interest transactions must be approved by the affirmative vote of a majority of all of the members of the board who do not have a conflict of interest involved in that issue, as long as no less than two disinterested board members vote to

approve the transaction. All board members must sign a disclosure of all conflicts of interest and update the disclosure as needed.

Section 3: Financial Controls

The board shall adopt formal board policies that provide a system of financial controls that are adequate to prevent the misuse, embezzlement or theft of the organization's funds and assets, and that would discover it if those problems or crimes were to occur. Those financial policies shall require that there must be three separate levels of financial operations, and that those operations shall be performed by different people: 1) those with the authority to spend the organization's money; 2) those who are the bookkeeper(s) who record and track the income and expenditures; and 3) those who oversee the bookkeeping system and the expenditure of funds. This means that the persons who have authority to sign the corporation's checks or use its credit cards shall not be allowed to also serve as the organization's bookkeeper(s); and that the organization's bookkeeper(s) shall not be given permission or authority to spend the organization's money, sign its checks or use its credit cards.

Section 4: Annual Financial Assessment

The board must require the performance of an annual audit, financial review, financial compilation, or financial assessment, which must involve the services of a trusted person with bookkeeping skills and knowledge, who does not do the bookkeeping for the organization or sign checks for the organization. This need not be a formal audit but must at least involve a sufficiently thorough review of the organization's financial records so that it would likely discover any misuse, embezzlement or theft of the organization's funds or assets. The financial oversight committee described above shall select the person performing the annual financial assessment and shall ensure that the resulting report is presented to the entire board.

Section 5: Tax Year

The tax year of the corporation is the calendar year.

Section 6: No Discrimination

The Standard Celeration Society does not and shall not discriminate on the basis of race, ethnicity, nationality, place of origin, religion, gender identity, gender expression, sexual orientation, marital status, familial status, economic status, age, neurotype, or mental or physical disability.

ARTICLE IX. BOOKS AND RECORDS

Section 1: Books and Records

The corporation shall keep complete books and records of account and minutes of the proceedings of the board.

ARTICLE X. AMENDMENTS

Section 1: Articles of Incorporation and Bylaws

The Articles of Incorporation or Bylaws may be amended by a two-thirds majority vote of the membership of the Corporation present at any meeting called for that purpose, or at any periodic, scheduled meeting of the Corporation. A virtual meeting will fulfil the requirements of this section. Notice of such meeting and of any or all proposed amendments shall be given to the members of the Corporation, in writing, not fewer than 30 days prior to such meeting. For the purposes of this Article, "in writing" shall include electronic transmissions, including email.

The board may propose amendments to these Bylaws. In addition, members of the Corporation may petition the Council to amend these Bylaws. Amendments may be voted upon at the called-for or periodic meetings of the Corporation; however, amendments may not be both proposed and voted upon within the same meeting, without the 30-day period between announcement of the proposed amendment first intervening.

CERTIFICATE

I HEREBY CERTIFY that the foregoing is a true, complete, and correct copy of the amended Bylaws of the **STANDARD CELEBRATION SOCIETY**, a Washington nonprofit corporation, in effect on the date hereof.

IN WITNESS WHEREOF, I hereunto set my hand, this Apr 1, 2021 day of
Apr 1, 2021 _____, 2021.

Kendra Newsome

Signature

Kendra Newsome, Secretary of the Board

Signature: *Kendra Newsome*

Email: drkendra@fitlearners.com